SHALBY LIMITED
•Passion••Compassion••Innovation•

Shalby/SE/2024-25/59 September 3, 2024

The Listing Department
National Stock Exchange of India Ltd
Mumbai 400 051.

Scrip Code : SHALBY
Through : https://neaps.nseindia.com/NEWLISTINGCORP/

Corporate Service Department
BSE Limited
Mumbai 400 001.

Scrip Code: 540797
Through : http://listing.bseindia.com

Sub: Annual Report of the Company for FY2023-24 – Regulation 34 of SEBI LODR

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith Annual Report of the Company for financial year FY 2023-24 containing Management Discussion and Analysis, Directors Report, Corporate Governance Report, Business Responsibility and Sustainability Report, Audited Standalone and Consolidated Financials including Audit Report and AGM Notice. The same is also available on Company's website at www.shalby.org in Investor section.

The Annual Report for the financial year 2023-34 and Notice of 20th Annual General Meeting have been sent through email on September 3, 2024, to all the members, whose email IDs are registered with Depositories / Registrar & Transfer agent / Company.

The Annual Report 2023-24 can also be accessed using the below given links:

Annual Report 2023-24	https://www.shalby.org/wp-content/uploads/2018/01/Shalby-AR-2024_Final.pdf

You are requested to take the same on your record.

Thanking you,

You are requested to take the same on your record.

Thanking You,

Yours sincerely,
For **Shalby Limited**

TUSHAR DINESHCHANDRA SHAH
Digitally signed by TUSHAR DINESHCHANDRA SHAH
Date: 2024.09.03 15:02:41 +05'30'

Tushar Shah
AVP & Company Secretary
Mem. No: F7216

Encl: as above

SHALBY LIMITED
•Passion••Compassion••Innovation•

CELEBRATING **30 YEARS** OF EXCELLENCE IN HEALTHCARE

Annual Report **2023-24**

Corporate Information

BOARD OF DIRECTORS

Dr. Vikram Shah
Chairman & Managing Director

CA Shyamal Joshi
Independent Director

Dr. Ashok Bhatia
Independent Director

Dr. Umesh Menon
Independent Director

Mr. Tej Malhotra
Independent Director

CA Sujana Shah
Independent Director

Mr. Vijay Kedia
Independent Director

AUDIT COMMITTEE

Dr. Umesh Menon, Chairman
CA Shyamal Joshi, Member
Mr. Tej Malhotra, Member
CA Sujana Shah, Member

RISK MANAGEMENT COMMITTEE

Dr. Vikram Shah, Chairman
CA Shyamal Joshi, Member
CA Sujana Shah, Member

NOMINATION AND REMUNERATION COMMITTEE

Dr. Umesh Menon, Chairman
CA Shyamal Joshi, Member
CA Sujana Shah, Member

STAKEHOLDER RELATIONSHIP COMMITTEE

CA Shyamal Joshi, Chairman
Dr. Umesh Menon, Member
Dr. Vikram Shah, Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CA Sujana Shah, Chairperson
CA Shyamal Joshi, Member
Dr. Umesh Menon, Member

CHIEF FINANCIAL OFFICER

CA Amit Pathak (w.e.f May 19, 2023)

COMPANY SECRETARY

CS Tushar Shah

STATUTORY AUDITORS

T. R. Chadha & Co. LLP
Chartered Accountants

INTERNAL AUDITORS

PricewaterhouseCoopers Services LLP

BANKERS & FINANCIAL INSTITUTION

HDFC Bank Limited
IndusInd Bank Limited
ICICI Bank Limited
IDFC First Bank Limited
State Bank of India
Bajaj Finance Limited

REGISTRAR & TRANSFER AGENT

KFIN TECHNOLOGIES LIMITED

Selenium Building, Tower B,
Plot No. 31 – 32, Financial District,
Nanakramguda, Serilingam pally,
Hyderabad, Rangareddi, Telangana,
India – 500 032
Phone No.: +91- 40 – 67162222
+91- 40 – 79611000,
Email: einward.ris@kfintech.com

REGISTERED OFFICE

Shalby Limited
Shalby Multi-Specialty Hospitals,
Opp. Karnavati Club,
S. G. Highway, Ahmedabad-380 015
CIN: L85110GJ2004PLC044667
Phone No.: +91 - 79-4020 3000
Fax No.: +91 - 79-4020 3120
Email: companysecretary@shalby.in
Website: www.shalby.org

CORPORATE OFFICE

Shalby Limited
B-301 & 302, Mondeal Heights
Opp. Karnavati Club,
S. G. Highway, Ahmedabad-380 015
Phone No. : +91 - 79-4020 3000
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Website: www.shalby.org

To download this report or for any other information log on to **www.shalby.org**

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Forward-looking statements / Cautionary statement

In this Annual Report, we have disclosed forward-looking information to enable investors comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically produce/publish, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be fully realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, and even inaccurate assumptions. If known or unknown risks or uncertainties materialise, or if underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether because of new information, future events or otherwise.

Celebrating 30 Years of Excellence in Healthcare

In 1994, Shalby embarked on a transformative journey with a single hospital and the successful launch of one of India's first Joint Replacement Centre, driven by a bold vision to redefine healthcare. From this modest beginning, Shalby has evolved into a prominent multi-specialty hospital chain in India and a global leader in arthroplasty procedures.

Overcoming early financial hurdles and operational challenges, we have steadily built a reputation for clinical excellence and patient-centric care. Over the past 30 years, Shalby has evolved into a trailblazer in knee replacement surgery and ranks among India's top hospitals for joint replacement, guided by highly experienced orthopedic experts.

Today, Shalby stands as a symbol of trust and superior clinical outcomes. Our growth transcends beyond numbers, reflected in the trust of our patients and our positive impact on the community. With every challenge, we have grown stronger and more resilient, turning adversities into opportunities through sheer perseverance and unwavering dedication to innovation, affordability, and high-quality healthcare, consistently aligned with global benchmarks.

Celebrating 30 years of clinical excellence and patient-centric care, we continue to achieve milestones in our hospital business. The rising demand for affordable, accessible medical services has spurred significant growth in our homecare segment. Through strategic foreign partnerships, we have significantly broadened our international presence. Additionally, the ₹205.92 Crore Shalby Sanar and Healers is expected to be a gamechanger, poised to strengthen our foothold in North India and accelerate our global expansion.

Leveraging our expertise and experience with an asset-light Shalby Orthopedics Centre of Excellence (SOCE) franchise model, we continue to expand our reach and visibility nationwide while delivering top-notch orthopedic care.

Prioritizing sustainable and synergized growth, we diversified into backward integration implant manufacturing of high-quality knee and hip implants in 2021. The implant business managed through Shalby Advanced Technologies, Inc., has picked up considerable pace and outreach, strengthening our overall operations and market positioning in existing markets while exploring phased expansion in new territories worldwide.

Supported by advanced technology, strong team competencies, and operational excellence, we continue to improve medical outcomes and extend patient reach. Concurrently, Shalby Academy nurtures young talent to build a robust healthcare workforce.

Moving ahead, we remain committed to delivering enduring value to all stakeholders. Fostering innovation and synergising an integrated orthopedic wellness ecosystem, we steadfastly pursue our mission to build a healthier world, transforming patient care and enhancing lives across the globe.

Our 17-Year Progression (CAGR)

25%
Revenue Growth

30%
EBITDA Growth

Shalby Dashboard

Driving 30 Years of Clinical Excellence

#1
Global ranking in Arthroplasty

16
(11-Multispecialty & 5 Single Specialty) Hospitals

13
Cities we operate across India

~ 3.3 Million
Number of patients treated at Shalby Hospitals

30+
Specialties

1,50,000+
Joint Replacement Surgeries

15%
Arthroplasty Market Share*

* Market share in terms of volume

Note: All figures are as of March 31, 2024, unless specified otherwise

FY 2023-24 Growth Story

₹ 9,531 Million
Revenue

₹ 1,965 Million
EBITDA

₹ 1,282 Million
Profit before tax

11
Multi-specialty hospitals across 9 states

5
Single-specialty SOCEs across 4 states

23 Domestic
60 International*
Outpatient Clinics

* East African Countries, Iraq, CIS, Dubai, Oman, Bangladesh and Nepal

2,350+ **
Bed capacity

30,031
No. of Surgeries

1,390
Operational Beds

1,150+
Doctors Team (including visiting consultants)

4,600+
Total Employees (including doctors)

46%
Bed occupancy (%)

633
Occupied beds

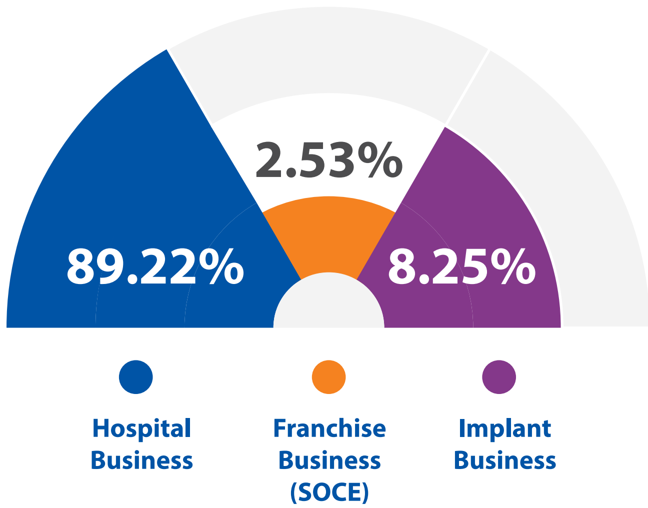
4,85,897
Out-patient count

85,363***
In-patient count

** including 130 beds of Shalby Sanar
*** including Day Care patients

Revenue Mix

FY 2023-24



Who We Are

Transforming Healthcare With Holistic Solutions

Shalby Limited (Shalby), a market leader in arthroplasty procedures, is a prominent multi-specialty hospital chain in India. With a 30-year rich legacy in delivering superior and affordable healthcare services, we are the leading global player in knee replacement surgery and rank among India's top hospitals for joint replacement.

Led by the renowned orthopedic surgeon, Dr. Vikram Shah, we have evolved from a single hospital unit in 1994 to a rapidly expanding multi-specialty healthcare group in India. Shalby is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

Committed to continuous innovation across Healthcare, Clinical Care, Home Care, and Research, Shalby thrives as a centre of excellence for all healthcare needs. We prioritize patient-centric, quality healthcare, and clinical excellence to drive sustainable growth across our business. We continue to expand our hospital business through strategic acquisitions, taking our hospital count to 16.

Harnessing our joint replacement expertise, we are growing the Shalby brand nationwide, with 5 orthopedic units operational under our Shalby Orthopedics Centre of Excellence (SOCE) franchise model.

Our implant business, managed by our step-down subsidiary - Shalby Advanced Technologies has swiftly expanded across existing markets and is venturing into new territories. (SGT – Shalby Global Technologies PTE Ltd, Singapore)

Further, aligning with our strategy to enhance capabilities in non-orthopedic specialties and cultivate a strong talent pool for the healthcare segment, we impart top-notch education and training through our Shalby Academy.

We remain debt-free, supported by strong brand recall, an asset-light model strategy, and a robust-free cash flow from legacy hospitals.

Celebrating 30 years of clinical excellence, we stand devoted to creating a healthier world, and carving new pathways in healthcare while consistently delivering sustainable value to all our stakeholders.

CREATING A HEALTHIER ECOSYSTEM WITH DIVERSE COMPETENCIES

Leader in arthroplasty with a heightened emphasis on multi-specialty

Steady performance with double-digit EBITDA margin

30 years of elite legacy

Leader in Corporate Hospitals Concept

Pioneer in advancing medical tourism in India

Clinical excellence complemented by world-class infrastructure

Leveraging expertise and venturing into new territories via SOCEs

Integrated Orthopedic implant ecosystem

Diversification into implant manufacturing

Growing hospital portfolio

VISION

Exceeding expectations from health

MISSION

Leveraging global leadership in joint replacement to establish multi-specialty care across geographies

VALUES

We value all human lives placed in our hands and are constantly working towards meeting the expectations of our customers and stakeholders by raising the standards of our service deliverables

Key Milestones

30 Years of Our Insightful Journey

Throughout our 30-year journey, we have relentlessly pursued clinical excellence and patient satisfaction, delivering superior, affordable patient care aligned with global standards.

1994

Founded as a 6-bed hospital; successfully launched one of India's first Joint Replacement Centre; performed 14 Total Knee Replacement Surgeries in the first year

2004

Established as Shalby Hospital Private Limited in Ahmedabad under the Companies Act, 1956; Witnessed 100-fold revenue growth in a span of 10 years

2007

Founded First Flagship Multispecialty hospital in Ahmedabad on SG Highway with 201 beds capacity

2012

Acquired Krishna Hospital, Ahmedabad, with 220-bed capacity and rebranded it as Krishna Shalby; Expanded in South Gujarat by establishing one of the largest corporate hospitals in Vapi with 146 beds

2015

Expanded footprint in Central and North India by establishing hospitals in Indore (243 beds), Jabalpur (233 beds) and Mohali (145 beds) to service growing patients' needs

2017

Went public with an IPO and listed on both NSE and BSE; Established Shalby Hospitals in Jaipur (237 beds), Surat (243 beds), Naroda Shalby in Ahmedabad (267 beds), and Zynova Shalby in Mumbai (150 beds); Capacity expanded to 2,000+ beds, marking a 10-fold growth in 10 years

2018

Performed 1,00,000+ joint replacement surgeries

2021

Ventured into medical devices business by acquiring Knee and Hip Implants manufacturing assets from Consensus Orthopedics, California, USA; Shalby became the sole vertically integrated hospital player in Orthopedics with this move; Introduced asset-light business model under Shalby Orthopedics Centre of Excellence (SOCE) brand for Orthopedics branch; Established first SOCE centre in Udaipur (20 beds)

2022

Secured licence to import Knee and Hip implants in India; Established second SOCE in Lucknow (40 beds)

2023

Received Licence to sell Knee and Hip implants in Indonesia; Established third SOCE in Gwalior (50 beds)

2024

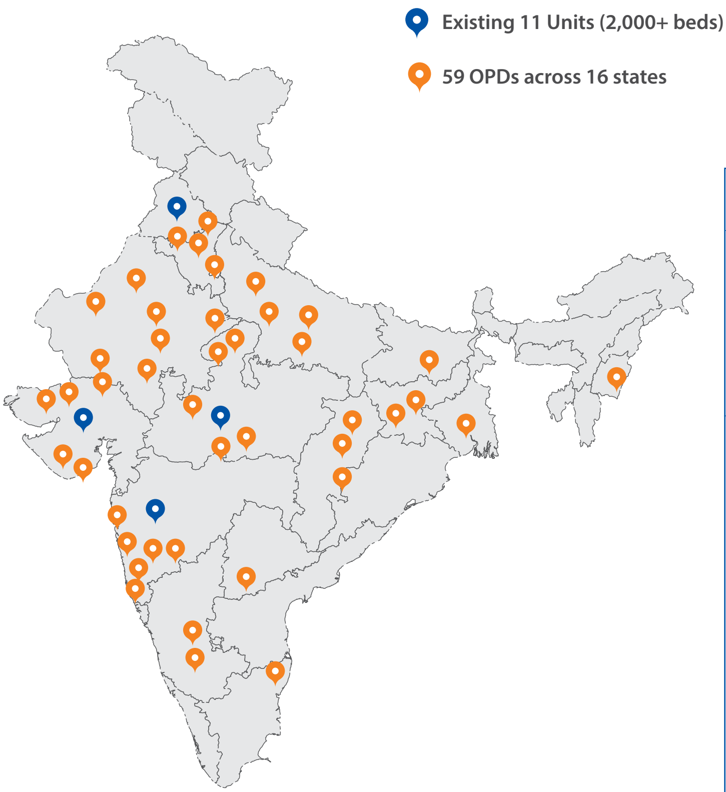
Executed Shalby Sanar Deal at ₹ 205.92 Crore - Acquired 87% stake in PK Healthcare Pvt. Ltd (Sanar Hospital – 130 beds) at ₹ 101.92 Crore and 100% stake in Healers Hospital Pvt Ltd. at ₹ 104 Crore; Established new SOCE in Ranchi (60 beds)

Our Presence

Expanding Our Global Reach

In just 30 years, we have evolved from a modest 6-bed hospital in 1994 to become the largest hospital chain in Western and Central India. Harnessing our global leadership in joint replacement, we continue to extend our multi-specialty care across geographies, ensuring superior and accessible healthcare to a larger patient base.

DOMESTIC FOOTPRINT



Map not to scale.
For illustrative purposes only.

Owned and Operated

PUNJAB
Mohali – 145 beds

RAJASTHAN
Jaipur – 237 beds

GUJARAT
Ahmedabad
- o SG – 201 beds
- o Krishna – 220 beds
- o Vijay – 27 beds
- o Naroda – 267 beds

Vapi – 146 beds
Surat – 243 beds

MADHYA PRADESH
Indore – 243 beds
Jabalpur – 233 beds

HARYANA
Gurugram – 130 beds

Upcoming Three Units
Mumbai (Santacruz) – 175 beds
Nashik – 146 beds
Rajkot – 25 beds

Franchise

MAHARASHTRA
Ghatkopar (Zynova) – 100 beds

UTTAR PRADESH
Lucknow – 40 beds

GUJARAT
Ahmedabad – 27 beds

MADHYA PRADESH
Gwalior – 50 beds

JHARKHAND
Ranchi – 60 beds

RAJASTHAN
Udaipur – 20 beds

Owned & Operated

Franchise OPDs

11 Multi-specialty Hospitals across 9 states

5 Single-specialty Hospital across 4 states

Existing Bed Capacity 2,350+ across 13 cities

60 Domestic OPDs
23 International OPDs

Franchise Network :

- Zynova, Gwalior, Udaipur, and Ranchi are under FOSM operating model
- Vijay (Ahmedabad) and Lucknow are under FOSO operating model

INTERNATIONAL OPDs

- Sudan
- Addis Ababa
- Rwanda
- Nairobi, Kenya
- Dar es Salaam
- Dubai
- Oman
- Nepal
- Bangladesh
- Sulaymaniyah, Iraq
- Tajikistan
- Kyrgyzstan
- Uzbekistan

Map not to scale.
For illustrative purposes only.

Awards and Recognition

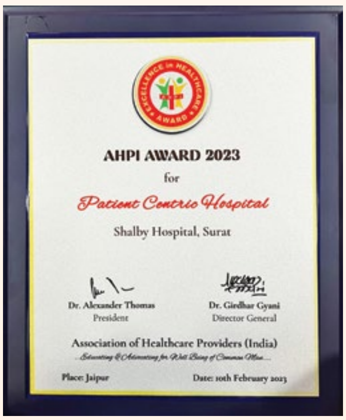
Celebrating Shalby's Remarkable Achievements

We continue to be duly recognized and rewarded for our ongoing commitment to advancing healthcare excellence with innovative, quality and affordable healthcare solutions.

At the Corporate Level

Healthcare personality of the year 2023
15th FICCI Healthcare Excellence Award

FICCI Medical Value Travel Specialist Award 2023 (Orthopedics & Joint Replacement) to Krishna Shalby Hospital



AHPI Award 2023 for Patient-Centric hospital to Shalby Hospital, Surat

Best Medical Tourism Centre of Gujarat from Tourism Awards 2024 to Shalby Hospitals

Medgate Today Healthcare Award 2023 for Single Speciality of the Year in Orthopedics Category

Healthcare Awards for Honouring Groundbreakers of the Health Ecosystem in Best Hospital in Orthopedic - National by The Economic Times

Chairman's Message

From modest beginnings to a prominent healthcare leader, Shalby's story is one of innovation, expansion, and sustained quality. Dedicated to clinical excellence and patient-centric care, the future looks promising as we continue to build on our legacy, driving further advancements in healthcare.

Dr. Vikram Shah
Chairman and Managing Director

Dear Shareholders,

With great pride and gratitude, I present the Annual Report of Shalby Limited. Our impressive 30-year journey in the healthcare sector is a testament to our unwavering dedication to clinical excellence and patient-centred care.

Founded in 1994, we began as a small orthopedic hospital in Ahmedabad, specializing in joint replacement surgeries. Over the decades, we have grown into a leading multi-specialty hospital chain with 16 hospitals operating hundreds of beds across 13 cities in India, and a growing international presence. Our expertise has grown beyond orthopedics to encompass cardiology, oncology, neurology, and other critical areas of medicine.

Prioritizing clinical excellence with a patient-centric approach, we have invested heavily in state-of-the-art medical equipment and technology at our hospitals and attracted top medical talent, ensuring high patient satisfaction and loyalty. Pioneering medical tourism in India, we offer other value-added services, including patient care coordinators and telemedicine to enhance the patient experience and make healthcare more accessible.

Despite challenges such as evolving healthcare regulations, peer competition and COVID-19 impact , we have thrived, adapted and innovated through technology to meet patients' evolving needs.

Prioritizing clinical excellence with a patient-centric approach, we have invested heavily in state-of-the-art medical equipment and technology at our hospitals and attracted top medical talent, ensuring high patient satisfaction and loyalty. Pioneering medical tourism in India, we offer other value-added services, including patient care coordinators and telemedicine to enhance the patient experience and make healthcare more accessible.

Over the years, our contributions to healthcare have earned us numerous awards in joint replacement surgery, patient care, and hospital management, along with prestigious accreditations such as NABH and NABL certifications.

As we step into the next phase of our journey, our resilient business model and steadfast commitment drive us to continue transforming patient lives through innovation and exceptional care.

In the year under review, the global economy displayed sound resilience, achieving a modest 3.2% growth despite a slow and uneven recovery across regions. On the contrary, the Indian economy continued to grow steadily, reinforcing its position as the fifth-largest economy with a robust 7.6% GDP growth in FY 2023-24, up from 7% in FY 2022-23. The Indian healthcare sector mirrored this growth, buoyed by a rising ageing population, increasing per capita incomes, heightened health awareness, and broader health insurance coverage nationwide. The growing prevalence of lifestyle diseases has further underscored the need for quality and specialized healthcare services. In response, the government has introduced significant measures, including Ayushman Bharat, and allocated ₹ 87,656.90 Crore to the Ministry of Health and Family Welfare in the Union Budget 2024-2025 for advancing the sector's development.

Financial Highlights

In FY 2023-24, your Company has reported Consolidated Revenues of ₹ 9,531 Million over ₹ 8,274 Million in FY 2022-23, a substantial 15.2% year-over-year growth, mainly driven by a strong recovery of elective surgeries by 16% driving our core specialty revenues and our commitment to clinical excellence. EBITDA and PAT for the fiscal year stood at ₹ 1,965 Million and ₹ 835 Million, an increase of 23.3% and 25.6% year-on-year respectively.

Segment Update

Hospital Business

In FY 2023-24, our hospital division reached a milestone with ₹ 8,500 Million in revenue, marking an impressive 20% year-on-year growth driven by increased patient volumes and higher occupancy rates. This success was bolstered by the opening of new hospitals and expansion of existing facilities.

A highlight of the year was the successful implementation of the game-changing "Zero Technique" for joint replacements, further solidifying Shalby's leadership in the field.

Our ₹ 205.92 Crore acquisition of Sanar and Healers Hospital, a prominent healthcare player in the international market, was another standout achievement in the fiscal year. This acquisition will significantly expand Shalby's global reach and bolster our medical tourism business. By leveraging Sanar's established relationships and expertise, we expect to enhance our service offerings and brand recognition worldwide. Additionally, the operational synergies gained will support our long-term growth objectives, offering a robust platform for international expansion and diversifying our revenue streams.

Our ₹ 205.92 Crore acquisition of Sanar and Healers Hospital, a prominent healthcare player in the international market, was another standout achievement in the fiscal year. This acquisition will significantly expand Shalby's global reach and bolster our medical tourism business. By leveraging Sanar's established relationships and expertise, we expect to enhance our service offerings and brand recognition worldwide.

Strengthening our core specialty in joint replacement surgery, we also expanded into other high-demand areas like oncology, neurology, and cardiology. Supported by the acquisition of advanced medical equipment and the recruitment of specialized medical professionals, it has helped us to further enrichen our service offerings.

Despite facing challenges associated with the integration of new facilities and operational complexities, our focus on operational excellence, investment in health technologies and process optimization improved patient care and service delivery and helped maintain healthy operating margins. We also implemented advanced digital health initiatives including telemedicine services and electronic health records EHR to improve patient engagement, streamline operations, and enhance the overall patient experience. Furthermore, to boost our brand recall and connect with a wider audience, we invested in strategic marketing and branding initiatives, leading to an increase in occupancy levels across units nationwide.

Our Homecare division also saw steady growth in FY 2023-24, driven by rising demand for in-home healthcare services. We expanded our offerings to include postoperative, chronic disease management, and elderly care, effectively meeting the needs of patients who prefer receiving care from the comfort of their homes. Integrating technologies, we plan to expand our home Homecare services across new markets, particularly in tier-2 and tier-3 cities, having limited quality healthcare services. Additionally, the surge in medical tourism led to Shalby attracting a growing number of international patients, significantly boosted by the division's revenue and profitability during the fiscal year.

Shalby Orthopedic Centre of Excellence (SOCE) Franchise Division

Our SOCE franchise business demonstrated strong performance in FY 2023-24, expanding its reach across new markets and demographics across India, with an increased focus on high-demand orthopedic services. Our asset-light FOSO (Franchise-Owned, Shalby-Operated) and FOSM (Franchise-Owned, Shalby-Managed) models were key contributors to the division's revenue growth. This helped expand Shalby's footprint without significant capital expenditure while improving profitability. Implementation of rigorous standardization of processes across our franchisees, ensuring consistency in service quality and patient care helped us drive operational excellence in the division. Creating training programs for franchisee staff, continuous monitoring, and support from Shalby's central management also played crucial roles in driving SOCE's performance in FY 2023-24. Embracing digital tools for patient management and streamlining operations further enhanced efficiency. With plans to establish 40 new SOCEs across India in the next 3-4 years, our strategy includes expanding the franchise network, forging strategic partnerships, and leveraging digital platforms to elevate patient care and operational performance.

Shalby Advanced Technologies (SAT) - Implant Business

Setting the stage for our USD 100 Million goal, we focused on scaling our operations, enhancing R&D capabilities to develop new and innovative implant designs and implementing aggressive marketing efforts in our implant business, to capture a larger market share. Our focus on international markets – Southeast Asia, the Middle East, and Africa – led to the establishment of new distribution channels and strategic partnerships with local distributors and healthcare providers, accelerating market entry and boosting brand recognition. We also optimized our manufacturing capabilities, implemented stringent quality controls, and diversified our supplier base to tackle supply chain challenges. Additionally, we focused on differentiating our products through innovation and quality, coupled with competitive pricing strategies offering better value to customers while gaining a competitive edge.

Looking ahead, the proposed 100% preference shareholding investment by Mars Medical Devices Limited (MMDL), a wholly-owned subsidiary of Shalby, in Shalby Global Technologies Pvt. Ltd. (SGTPL), is a strategic move aimed at strengthening the financial and operational capabilities of our implant business while contributing significantly to our overall success in the coming years.

Enhancing Potential

We believe in pooling the right set of talent and team, infrastructure, technology and culture to build a healthier ecosystem and achieve our broader vision. As an employee-centric organisation, we continue to invest in our team's growth and well-being through strategic HR initiatives. To stay competitive in the highly evolving healthcare landscape and address the growing demand for quality and specialized healthcare, we are nurturing a talented pool of medical professionals through our Shalby Academy. Our robust in-house training has prepared over 2,300 students for future challenges and industry advancements and cultivating the next generation of healthcare professionals. Concurrently, we advance our digital transformation journey, investing in technology to enhance patient and doctor experiences, ensuring we remain at the cutting-edge of the healthcare industry.

With a steadfast focus on sustainable growth and delivering long-term stakeholder value, we are equally committed to achieving our environmental, social, and corporate governance (ESG) goals. Our environmental initiatives encompass advanced water management, energy efficiency measures, and safe water disposal practices, all designed to reduce our ecological footprint. Beyond these efforts, we actively engage in community-focused activities, aiming to support and uplift the broader populations where we operate. These initiatives underscore our dedication to advancing our business while making a meaningful impact on society and the environment.

Outlook

As we move forward, we are confident that our strategic initiatives, recent acquisitions, and expanding opportunities in the healthcare sector will drive Shalby's sustained growth and success. Our commitment to clinical excellence, ongoing innovation, successful expansion, strategic acquisition of Sanar, key partnerships, and digital transformation efforts all position Shalby as a forward-looking leader in healthcare.

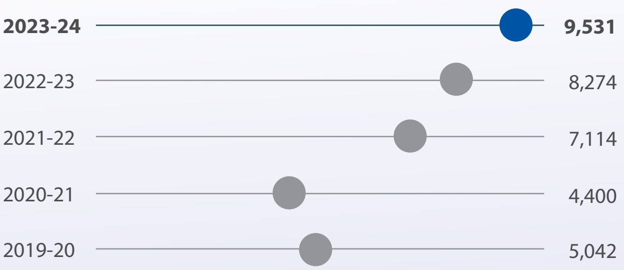
As I conclude, I want to express my heartfelt thanks to all our stakeholders for being a part of our impressive journey. Together, we will chart a new era of healthcare excellence and create lasting, sustainable value.

Dr. Vikram Shah

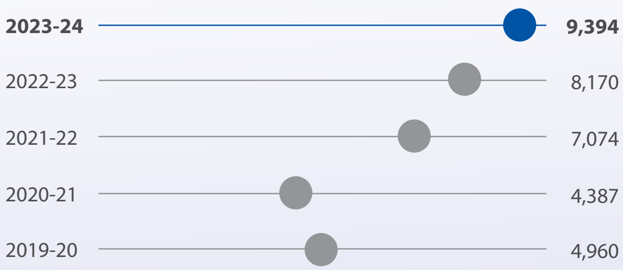
Chairman and Managing Director

Financial Performance

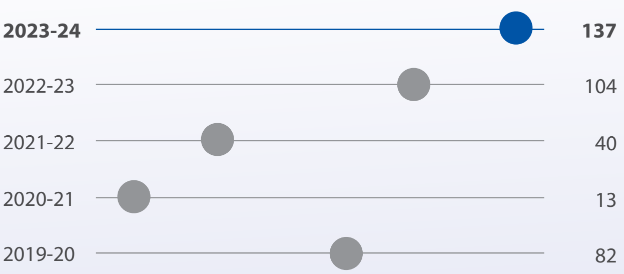
Total Revenue (₹ Million)



Domestic Revenue (₹ Million)

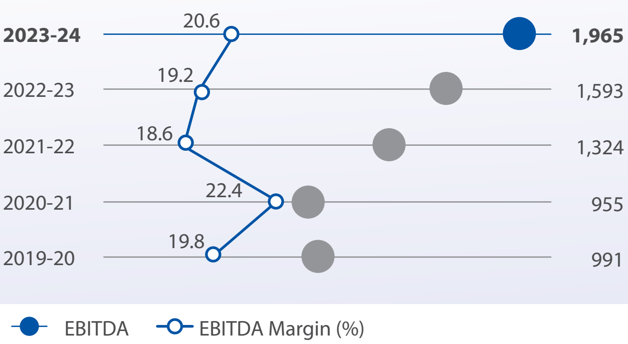


International Revenue (₹ Million)

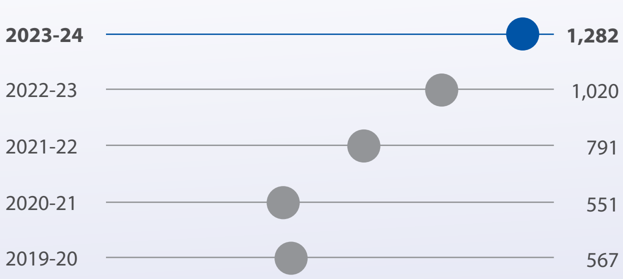


Revenue Growth (%)

EBITDA (₹ Million)



Profit Before Tax (₹ Million)



Profit After Tax	(₹ Million)
2023-24	**835**
2022-23	677
2021-22	540
2020-21	424
2019-20	280

Net Worth	(₹ Million)
2023-24	**10,003**
2022-23	9,276
2021-22	8,762
2020-21	8,347
2019-20	7,992

Capital Employed	(₹ Million)
2023-24	**11,561**
2022-23	10,870
2021-22	10,211
2020-21	9,149
2019-20	8,833

ROCE	(%)
2023-24	**14.3**
2022-23	13.2
2021-22	11.4
2020-21	6.5
2019-20	7

ROE	(%)
2023-24	**8.4**
2022-23	7.5
2021-22	6.34
2020-21	5
2019-20	3

Note: All numbers are on a consolidated basis

Hospital Business

Holistic Patient-Centric Healthcare

Maintaining our leadership in the global arthroplasty sector, we are rapidly expanding our reach across tertiary and quaternary specialties, evolving into a multi-specialty hospital chain. Offering comprehensive healthcare services under one roof, our specialties encompass cardiology, neurology, oncology, bariatric, and liver and renal transplants, among others.

BUSINESS OVERVIEW

In FY 2023-24, our hospital division sustained steady growth across financial and operating parameters. The division generated revenues and EBITDA of ₹ 9,531 Million and ₹ 1,965 Million respectively, marking an increase of 15.2% and 23.3% over the previous year. We witnessed double-digit growth in key metrics, with in-patient counts and surgery counts increasing by 18.7% and 9.8% year-on-year (Y-o-Y), respectively. Our payer mix improved with higher self-pay and insurance patients. Additionally, our focused marketing and business development activities pan India resulted achieving a 46% occupancy rate. Our outpatient division also experienced significant growth, serving 4,85,000+ outpatients nationwide.

During the fiscal year, we remained focused on clinical excellence, performing critical surgeries across specialty segments. Notably, we crossed the milestone of 1,50,000+ joint replacement surgeries, sustaining our leadership in global Arthroplasty volumes.

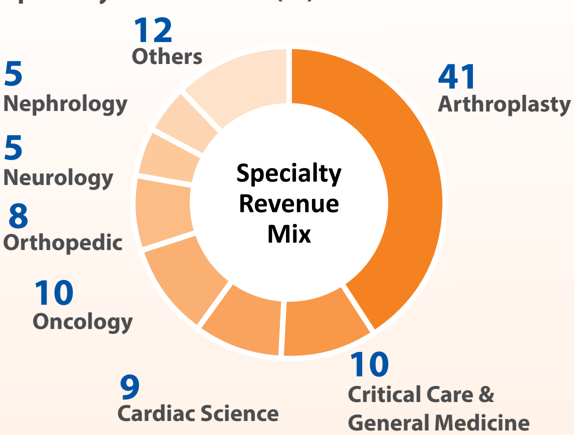
Our strategic focus on expanding in the Delhi/NCR region, consolidating our position in North India, and scaling up internationally was reinforced by the acquisition of an 87% stake in PK Healthcare Pvt. Ltd. (Sanar International Hospital) in Gurugram. This milestone acquisition, completed in January 2024, increased our total hospital count to 16.

Committed to high quality healthcare, we continue to engage top consultants and full-time doctors across each of our hospitals. We also conducted various medical camps, providing consultations and top-notch services for patients throughout the year.

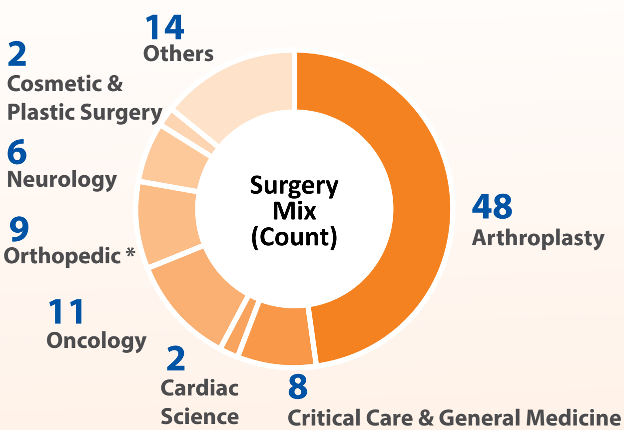
Furthermore, we expanded our international presence in new geographies including UAE, Oman, Bangladesh, and Nepal through key foreign partnerships for regular OPD and healthcare camps, with plans to conduct surgeries in these locations. These strategic locations are expected to significantly boost our international hospital revenue in the coming years.

OPERATIONAL PERFORMANCE

Specialty Revenue Mix (%)

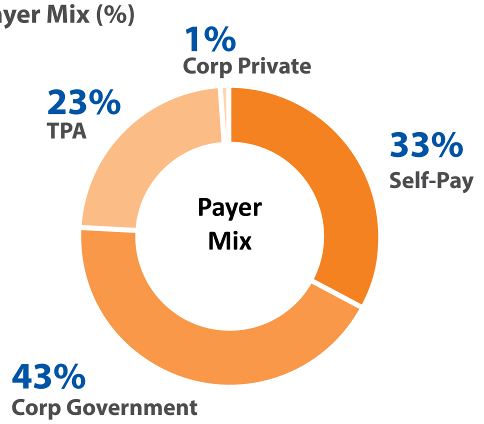


Surgery Mix (Count) (%)



* Orthopedic includes Spine

Payer Mix (%)



Patients Treated

FY24	**5,71,260**
FY23	5,22,817
FY22	3,74,520
FY21	3,10,077
FY20	3,88,354

In-patient Count

FY24	**50,833**
FY23	46,512
FY22	40,603
FY21	28,847
FY20	39,030

Out-patient Count

FY24	**4,85,897**
FY23	4,50,924
FY22	3,18,455
FY21	2,61,562
FY20	3,25,596

Day Care Patient Count

FY24	**34,530**
FY23	25,381
FY22	15,462
FY21	19,668
FY20	23,728

Occupied Beds (Nos.)

FY24	**633**
FY23	570
FY22	563
FY21	428
FY20	450

Occupancy Rate (%)

FY24	**46**
FY23	46
FY22	46
FY21	36
FY20	38

Surgeries (Nos.)

FY24	**30,031**
FY23	27,352
FY22	20,240
FY21	11,933
FY20	19,840

Average Revenue Per Operating Bed (ARPOB) (In ₹)

FY24	**37,517**
FY23	34,842
FY22	31,347
FY21	27,400
FY20	30,457

Average Length of Stay (Days)*

FY24	**3.83**
FY23	3.92
FY22	4.55
FY21	5.42
FY20	4.22

*without day care

Hospital Business

Taking the Shalby Expertise to New Regions

Setting up multi-specialty hospitals in our stronghold regions of Western and Central India accentuates our strategy to deepen our brand connect and offer quality healthcare services in newer regions. The hospitals, established on a revenue-sharing model and with larger bed capacity, aim to enhance the Shalby experience to a broader customer base.

Additionally, we have acquired 87% stake in PK Healthcare Pvt. Ltd (Sanar International Hospital) and 100% stake in Healers Hospital Pvt Ltd. expand our presence in Delhi/NCR region while gaining stronghold in North India and internationally during the fiscal year.

ONGOING HOSPITAL PROJECTS

Our two ongoing projects, Mumbai and Nashik in the state of Maharashtra, will be managed by Shalby. Investments in these projects are undertaken in a phased manner by funding capex through internal accruals. Aligned with our strategy, they aim to efficiently meet the healthcare needs of a growing demographic of health-conscious individuals in the respective regions.

The Santacruz-based Mumbai hospital project, a Greenfield expansion project is currently in the initial stages. The hospital is expected to become operational in the next 2.5-3 years. The investment in advanced infrastructure and cutting-edge equipment at this location will be overseen by Shalby Group.

For the Nashik project, a Brownfield initiative, we have solely invested in the latest medical equipment. The project's infrastructure is being overlooked by Samruddhi – our hospital partner.

Mumbai Hospital (Santacruz)

Project Type
Greenfield Expansion

Business Model
Revenue Sharing

Bed Capacity
175

Operational Year
2027-28

Estimated Cost
₹ 1,600 Million

Development Update
Secured Mumbai Charity Commissioner's approval for a 30-year lease to develop a 175+ bedded healthcare facility for Asha Parekh Hospital in Santacruz, Mumbai

Nashik Hospital

Project Type
Brownfield Expansion

Business Model
Revenue-Sharing Asset-Light Model

Bed Capacity
146

Estimated Cost
₹ 310 Million

Operating and Management Period
30 years

Development Update
Shell structure is ready. MEP and interior work underway

SHALBY SANAR & HEALERS DEAL FOR ₹ 205.92 CRORE

On January 25, 2024, Shalby invested ₹ 101.92 Crore through preferential allotment of equity shares and secondary acquisition from promoters, securing an 87.26% stake in PK Healthcare Pvt. Limited (Sanar International Hospital). PK Healthcare Pvt. Limited is now a subsidiary of Shalby Limited. We have also acquired a 100% stake in Healers Hospital Pvt Ltd. at ₹ 104 Crore to consolidate asset base for its acquisition of Sanar at Gurugram.

Sanar, with a current capacity of 130 beds and expandable to 180 beds with additional capex, is situated at the prime location of Golf Course Road, Gurugram, and occupies a 1.27-acre land parcel on a long-term lease (1,25,000 sq. feet. Total build-up area). The hospital specializes in advanced surgical care across specialties, including Cancer, Heart, Blood and Marrow Transplant, Kidney & Liver Transplant, Bone & Joint, and Neurosciences and mainly serves international markets, generating 70% of its business from over 60 countries.

With Shalby's global presence and leadership in Orthopedics, Sanar is poised to benefit and accelerate revenue growth by catering to international and Northern India's patients. Additionally, Sanar's multiple tie-ups with healthcare facilities worldwide alongside its seven representative offices in the Middle East, Africa, CIS, SAARC, and other international locations are expected to boost Shalby brand visibility in these regions.

SHALBY SANAR DEAL - EXECUTION SUMMARY

World-Class Facility at Shalby Sanar International Hospital – Gurugram

Bed Capacity
130 (With 47 ICU Beds)

Dialysis Unit
7 Beds

Dedicated BMT Rooms
14

Customized Modular OTs (Including Transplant OTs)
4

Cath Lab
1

Dedicated Emergency Facility with 1 OT
7 Beds

Endoscopy Suite
Dedicated Non-Invasive Cardiology

1.50 Tesla MRI & 128 Slice CT
State-of-the-art Laboratory & 24 hours Blood Bank with blood transfusion facility

Healthcare Excellence Under One Roof

With 30 years of unwavering dedication to quality care, we persist in offering exceptional services under one roof, guiding our patients toward healthier lives. Aided by world-class infrastructure, our healthcare experts across specialties continued to perform critical surgeries in FY 2023-24, upholding the highest standards of service aligned with global standards, driving clinical excellence and overall growth.

NOTEWORTHY CRITICAL SURGERIES PERFORMED IN FY 2023-24

- Shalby Jaipur performed its first paediatric cardiac surgery for a 3-year-old child
- First liver transplant and first Endoscopic Coblation-assisted Adenoidectomy successfully performed at Shalby Indore
- Shalby Jaipur successfully implanted a novel device, Micra AV leadless pacemaker (the world's smallest wireless pacemaker), in a patient who had an infection from a previously implanted pacemaker
- Shalby Jaipur performed ACL reconstruction utilizing Neo ligaments (Jewel ACL), a synthetic graft, particularly beneficial for highly athletic individuals or obese patients prone to ACL re-tear/failure
- A 55-year-old male diagnosed with high-risk tumour in the right kidney underwent a Radical Nephrectomy, with the kidney weighing approximately 3.5 kg, at Shalby Naroda
- Shalby Surat successfully performed a challenging surgery to treat kidney disease caused by urinary flow obstruction
- Shalby Mohali successfully performed gastrointestinal surgeries on a 40-year-old chronic smoker and opium addict, addressing issues like GJ, strictureplasty, and small bowel resections, with comprehensive management of opioid-induced effects on intestinal motility
- Trans catheter Aortic Valve Implantation (TAVI) was performed successfully on a 65-year-old patient suffering from aortic stenosis for the past 4 years at Shalby SG
- A severely burned patient with eye damage received successful embryonic membrane grafting in both eyes at Shalby Naroda
- A premature baby born at 27 weeks weighing 800 grams was saved using the LISA technique (Less Invasive Surfactant Administration) at Shalby Indore
- A 51-year-old male patient from Yemen, with a history of vague upper abdominal discomfort was diagnosed with a fatty mass measuring 23.124.228.4 cm in the retroperitoneal region, predominantly on the left side, and underwent critical surgery at Shalby Krishna to remove the fatty mass
- Shalby Naroda successfully performed a high-risk P-TEVAR treatment on a 30-year-old female patient with Takayasu arteritis and Stanford type B dissection of over a year
- Shalby Jaipur organized a live surgery workshop on OLIF (Oblique Lumbar Interbody Fusion), a novel technique for complex spinal injury cases

30+
Specialties

3.3 million+
No. of Patients served (since inception)

Specialized Homecare Services at Your Doorstep

Shalby Homecare, akin to an 'invisible hospital' strives to offer expert healthcare services at home for patients in need of special care, ensuring their fast and convenient recovery.

SHALBY HOMECARE

Shalby Homecare service was conceptualized to transform primary home healthcare services in India, breaking traditional barriers and availing expert healthcare services at home. Some patients with restricted mobility, due to age-related or other issues, find hospital visits challenging and may require specialized in-home care. Through digitally-enabled initiatives, we cater to such vulnerable patients in need of specialized care, offering expert healthcare at home.

VISION

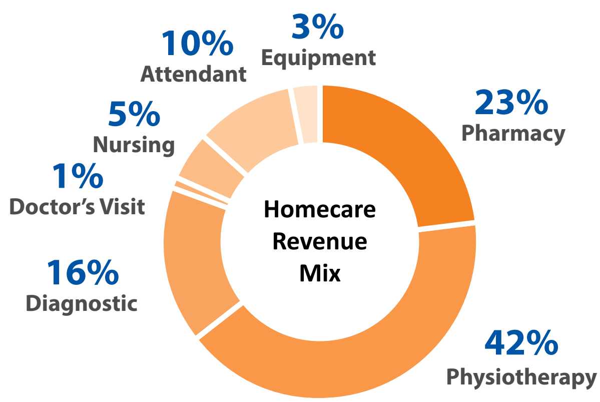
To make available primary healthcare services within the comfort of patient homes and help communities with expert healthcare.

MISSION

To make the customer and home comfortable with primary healthcare services of highest quality.

SHALBY HOMECARE BENEFITS

- **Enhancing convenience for vulnerable patients with expert and holistic healthcare solutions delivered right at their doorstep**
- **Leveraging modern digital systems to offer quality homecare services**
- **Improved availability of economical healthcare services to our in-home patients compared to hospitals**
- **Less chances of hospital-acquired Infection**



Homecare Performance in FY 2023-24

₹145 Million
Revenue

30,496
Patients Served

1,41,404
Homecare Visits

40+
Homecare Service Presence Across Cities

Specialties Segment Overview

Exceptional Care Across Specialties

At Shalby, our healthcare professionals leverage extensive experience, state-of-the-art infrastructure, advanced technology and core capabilities to deliver specialized care across various medical specialties.

Department of Orthopedics

Led by our team of the best orthopedics, we offer excellent and cutting-edge treatments for a range of musculoskeletal disorders. Our dedicated and well-equipped orthopedic department specifically concentrates on improving the quality of life for individuals facing knee and hip issues.

SHALBY's Strategy

Shalby Hospitals, a globally renowned and one the largest Orthopedic tertiary centre, offers diverse services that include joint replacement surgeries, trauma, revisions, scopy, deformity, spine & paediatric, and onco-orthopedics. As a premier joint replacement centre, we provide modern facilities with a dedicated team of expert doctors for exceptional patient-centric care. Additionally, doctors from various facilities visit us for observer-ship.

Our sports medicine specialists excel in treating complex conditions. A collaborative team of orthopedic surgeons, sports medicine physiotherapists, and dieticians ensures a holistic approach for swift patient recovery.

Shalby Hospitals, recognized among India's top spine surgery facilities serving domestic and international patients, is at the forefront of Minimally Invasive Spine Surgery (MISS). Performed by our world-class spine surgeons. MISS guarantees precise spine movement restoration and quick recovery.

Services

- Pediatric Orthopedics
- Arthroscopy and Sports Medicine
- Pre-Surgical Dental Check
- Shoulder and Small Joint
- Orthopedic Oncology
- Trauma and Fracture Surgery

Key Surgery Techniques

- Total Knee Replacement (TKR) addresses arthritis by resurfacing damaged knees
- Total Hip Replacement (THR) involves replacing damaged bone and cartilage with prosthetic components (implants)

17,726

Joint Replacements in FY 2023-24

14,474

Total TKR and THR surgeries performed in FY 2023-24

Department of Cardiac Sciences

We offer quality cardiac care and treatments with the latest innovative technology matching global benchmarks, at affordable prices.

SHALBY's Strategy

Recognized as the best heart hospital in India, Shalby brings together the resources, proficiency and capabilities in Cardiac Sciences to provide prevention, diagnosis treatment and rehabilitation for cardiac care issues right from newborns to adults. Additionally, our team of leading cardiologists, cardiothoracic surgeons, and cardiac anaesthetists offer specialized cardiac services like minimally invasive valve replacement (keyhole surgery), beating heart coronary artery bypass grafting, and awake cardiac surgery.

Services

- Cardiology, Vascular Surgery, Cardiothoracic and Cardiac Rehabilitation
- Application of ECMO therapy for patients experiencing acute cardiac and pulmonary failure
- Heart failure clinic

Cardiothoracic & Vascular Surgery Procedures

- Combined surgery with Onco Surgeons for Carotid body tumour, Retrosternal goitre
- Combined surgery with Arthroplasty team – Disarticulation of hip
- CABG surgeries, Valve replacement surgery
- Emergency & Planned Vascular repairs & reconstructions
- Permanent pacemaker
- Thoracic surgery

Cardiology Procedures

- Angiography
- Angioplasty
- IVUS
- Rotablation

Technology

- Advanced Cardiac Cath Labs
- Dedicated Cardiac Operation Theatres
- Fractional Flow Rate (FFR) for better diagnosis
- External Counter Pulsation (ECP) for Refractory Cardiac Failure patients
- Cardiac Electrophysiology to manage Cardiac Rhythm abnormalities
- Non-Invasive Cardiology Program with Stress Test, 2D Echo, Tilt Table Testing, 128 - Slice Dual Source CT scan for CT Coronary Angiography and Nuclear Medicine Department

674
Cardiac Surgeries performed in FY 2023-24

7,386
Patients treated (Cardiology and CVTS) in FY 2023-24

Department of Critical Care & General Medicine

Our highly experienced team of dedicated and expert doctors in our modern intensive and critical care unit adopts a patient-centric approach to deliver premium non-surgical treatment for different diseases.

SHALBY's Strategy

As a multispecialty hospital, Shalby prioritizes a patient-centric approach with a well-equipped intensive and critical care unit integrated with various specialties and advanced technologies. We are committed to enhancing the survival rate of critically ill patients, responding swiftly within the 'Golden Hour' to emergencies with swift assessment and stabilization.

Key Features

Critical Care

Our hospitals feature state-of-the-art infrastructure and experienced doctors. Every staff member recognizes the crucial 'Golden Hour' in emergencies. In our emergency departments, critically ill patients undergo swift assessment and stabilization, immediately starting within 60 seconds. Our dedicated critical care staff continue to deliver top-notch medical care, saving patients' lives, as exemplified during the past COVID-19 waves in India.

Dedicated Intensivists 24x7

Our highly trained and experienced intensivists provide 24/7 intensive care, ensuring immediate and optimal treatment for our patients.

Internal/General Medicine

Our General Physicians are experts in diagnosing, preventing, and treating a broad range of acute and chronic diseases in adults. Our experienced Internal Medicine team fosters long-lasting patient relationships while diagnosing and treating various medical conditions, including uncommon ones, to improve patient care and health.

Technology

- Latest Ventilators & BiPAP Machines
- C Pap and ECMO
- X-ray/USU/CT/MRI/Doppler/ECHO
- 24x7 bedside and Central Haemodynamic monitoring
- Haemodialysis facility & CRRT machine in ICU
- IABP
- Cath lab in IC

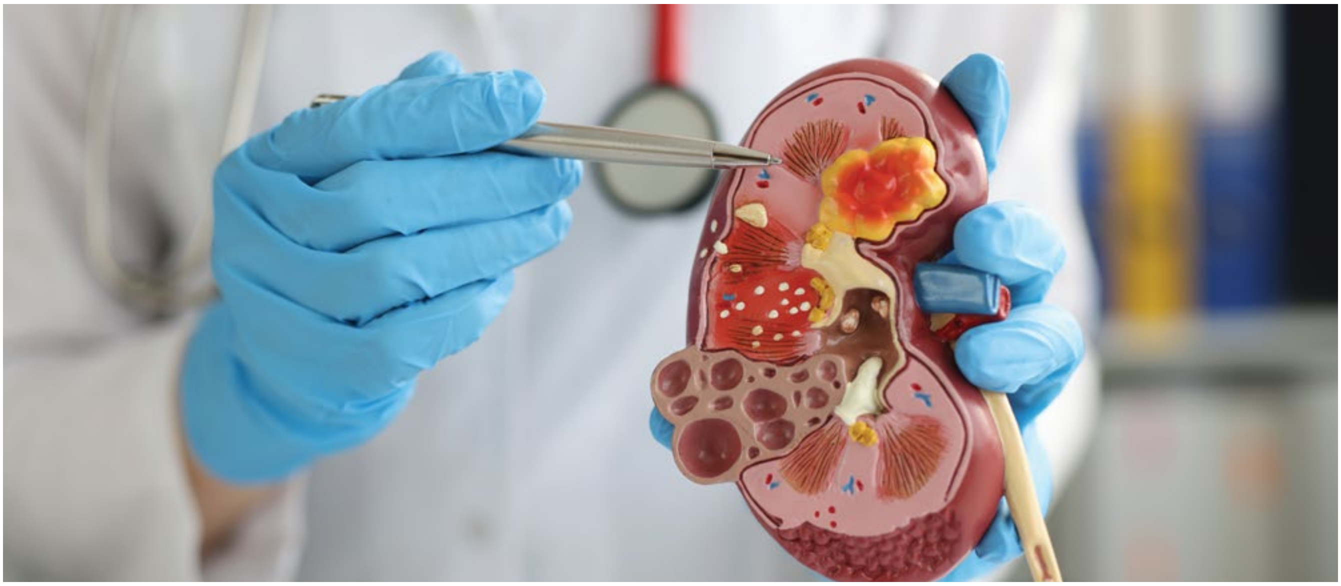
2,315
General Surgeries conducted in FY 2023-24

3,974
Patients treated in General Surgery in FY 2023-24

8,936
Patients treated in Critical Care in FY 2023-24

Department of Renal Sciences - Nephrology, Urology & Kidney Transplant

Led by top kidney doctors and nephrologists and supported by cutting-edge technology, we offer our patients world-class, comprehensive nephrology and urology treatments.



SHALBY's Strategy

Shalby, recognized as a premier kidney transplant hospital, excels in surgery performed by India's finest kidney doctors and nephrologists. Our comprehensive nephrology and urology services encompass prevention, diagnosis, and treatment. We provide modern facilities for dialysis, CRRT, and urology surgeries, including Kidney Transplant (Live & Cadaveric). With a dedicated team of kidney transplant specialists, nephrologists, urologists, and nursing staff, we ensure optimal clinical results.

Procedures & Surgeries

- Dialysis
- AV Fistula
- All types of minor and major Urology surgeries
- Kidney Transplant

Amenities

- Dialysis Machine
- CRRT
- Holmium Laser
- Thulium Laser

Technology

- Cutting-edge Radiation Therapy Units
- Varian Trilogy Linear Accelerator with FFF Technology & Brachytherapy Unit

2,676

Surgeries performed in FY 2023-24

46

Kidney Transplants performed in FY 2023-24

Shalby Cancer & Research Institute (Oncosciences)

Our proficient team of internationally acclaimed oncologists, onco-surgeons, and radiation oncologists evaluate the most effective course of cancer treatment and provide state-of-the-art research-based care to cancer patients.

SHALBY's Strategy

Shalby Hospitals has emerged as the premier destination for top-notch cancer diagnosis and treatment. Providing state-of-the-art treatment for both domestic and international patients at our Cancer and Research Institute, our goal is to deliver the best care to alleviate their suffering. Our seasoned experts specialize in evaluating and treating all types of cancer, spanning from early-stage lesions to advanced-stage metastasis, including rare and challenging cases.

Services

- Oncology
- Onco Surgery
- Radiation Therapy
- Immunotherapy
- Targeted Drug Therapy

Technology

- Ultra-modern Radiation Therapy Units
- Varian Trilogy Linear Accelerator with FFF Technology & Brachytherapy Unit

16,279

Patients treated in FY 2023-24

1,755

Onco Surgeries performed in FY 2023-24

Department of Neurosciences

We deliver optimal treatments for various neurological disorders and complex tumours using innovative technology and the latest surgical procedures.

SHALBY's Strategy

Shalby Hospitals specializes in neurosurgery – a super specialty, with a dedicated team of leading neurologists and neurosurgeons, utilizing state-of-the-art equipment. Our commitment to delivering the best treatment for neurological disorders and diseases like brain tumours, spinal tumoursand degenerative spine disease and 24/7 availability has led to increased patient footfalls and driven growth. Additionally, we offer advanced clinical care using minimally invasive techniques and provide the latest treatments for disorders like seizures, epilepsy, and Parkinson's disease.

Procedures

- Micro-neurosurgical procedures for treating various chronic neurological cases
- Specialty clinics like Headache clinic, Stroke Clinic etc. planned in the coming year
- Dedicated Neuro ICU & Rehab Centre

Facilities

- KARL ZEISS OPMI-vario model Microscope (One of the best operating microscopes in the world)
- Craniotome
- Valleylab diathermy machine
- Xenon overhead operating lights
- Maquet remote-operated O.T. Table
- Post-operative neurosurgery ICU backup
- World-class emergency room

512

Neurosurgeries performed in FY 2023-24

3,011

Patients treated in FY 2023-24

Department of Spine Surgery

Our dedicated team of experts offer hassle-free spine treatments, resulting in quick recovery and better quality of life.

SHALBY's Strategy

Shalby Hospitals, one of the best spine surgery hospitals in India caters to patients globally. Our hospitals are equipped with modern surgical instruments, intensive care units, and imaging equipment, incorporating the latest technologies for spine management. Our team of experts, including the best spine surgeons and doctors at Shalby, specializes in Minimally Invasive Spine Surgeries (MISS). These procedures contribute to fast recovery and ensure restoration of spine movements with pinpoint precision.

Procedures

- Minimally invasive spine surgeries
- Digital spine navigation
- Endoscopic surgeries
- Keyhole spinal surgery
- Kyphoplasty surgery
- Disc replacement

Services

- Pain-free replacement of intervertebral discs
- Specialized physiotherapy
- Medical and surgical expertise
- Optimal post-operative care

1,053
Spine Surgeries conducted in FY 2023-24

1,151
Patients treated in FY 2023-24

Department of Dental Cosmetic & Implantology

Our commitment to modern dentistry procedures contributes to creating happier smiles to an expanding patient base.

SHALBY's Strategy

Shalby offers a host of dental care services to help patients achieve a natural, healthy, and perfect smile. We have maintained a primary focus on dental cosmetics and implantology for many years. We utilize high-quality materials and advanced technology to provide superior dental care and efficiently treat various periodontal diseases.

5,428

Patients treated in FY 2023-24

Procedures

- Preventive Dentistry: Prophylaxis, placement of sealants, detection of caries
- Restorative Dentistry
- Periodontics: Gum Disease Treatment for Adults & Children
- Dental Implants
- Immediate & Partial Dentures
- Endodontic Dentistry: Root Canal Treatment
- Laser Dentistry
- Oral-Maxillofacial Surgery
- Paediatric Dentistry
- Cosmetic Dentistry Services
- Teeth Whitening
- Dental Crown & Bridges
- Orthodontic Treatment
- Sedation Dentistry

Department of G. I. Hepatobiliary, Bariatric Surgery, Liver Disease & Liver Transplant

At Shalby, we provide multidisciplinary services under one roof supported by an expert team and cutting-edge technology to effectively treat diseases of the pancreas, biliary tract, liver and spleen.

SHALBY's Strategy

The Department of Gastrointestinal Surgery and Minimal Access Surgery at Shalby offers holistic care for the stomach, liver, pancreas, oesophagus, colon, small intestine, spleen, gall bladder, appendix, and anal canal conditions. Led by an experienced gastrointestinal surgeon, our dedicated team follows standardized procedures recommended by National Health Guidelines. We use sophisticated technology and offer multidisciplinary services under one roof, enhancing patient outcomes.

Endoscopic Procedures

- Oesophageal dilatation for stricture
- Foreign body removal
- Endoscopic sclerotherapy
- Endoscopic variceal band ligation
- Oesophageal plastic and metal stenting
- Botulinum toxin injection
- Gastric polypectomy
- Pyloric dilatation
- Treatment of GAVE and PHG
- Endoscopic hemoclip application
- Removal of colonic polyps
- Colonic metal stenting
- ERCP with plastic and metal stenting
- CBD stone removal
- Pancreatic cystogastrotomy

Facilities

- State-of-the-art Operation Theatres
- Harmonic Scalpel
- CUSA

2,315

Surgeries performed in FY 2023-24

3,974

Patients treated in FY 2023-24

22

Liver transplants performed in FY 2023-24

Franchise Business
Scaling Shalby's Excellence

As an established player in the Indian arthroplasty segment, the brand 'Shalby' enjoys huge recognition across the orthopedics segment. Our asset-light franchise model strategy aims to leverage Shalby's expertise and experience, facilitating faster penetration pan-India and greater access to superior healthcare for more patients.

SHALBY ORTHOPEDICS CENTER OF EXCELLENCE (SOCE)

Our SOCEs are standalone orthopedics hospitals operated via an asset-light franchise model approach. By adopting an asset-light franchise approach, we aim to capitalize on Shalby's expertise in arthroplasty and orthopedics pan India without additional capital investment.

Through SOCEs, we offer easy access to superior and affordable holistic treatment for orthopedic-related problems such as joint replacement surgeries. Additionally, it will efficiently meet the evolving needs of the segment, help expand our business and strengthen brand equity for other surgeries in the future.

SOCE FRANCHISE FRAMEWORK

- **Diligent selection of prospective partners by adhering to a standardized protocol for infrastructure, services, and quality, to preserve our brand integrity and prevent dilution**
- **Shalby will monitor and control service quality at the SOCE hospitals via Franchise Owned Shalby Operated (FOSO) and Franchise Owned Shalby Managed (FOSM) business models**
- **The orthopedic centres will be equipped with modern high-definition arthroscopic systems and state-of-the-art joint replacement facilities**
- **Franchise employees undergo training to align with Shalby's standard code of conduct, standard operating procedures, organizational, culture and customer services**

SOCE FRANCHISE MODELS

FOSO Model

- Franchisee to set up SOCE centre
- Shalby will manage and operate the SOCE centre
- Shalby to bear investments for operational expenses and new medical equipment
- Franchisee to receive revenue share (%)

FOSM Model

- Franchisee to set up SOCE centre
- Franchisee to bear investments for operational expenses and new medical equipment
- Operations to be managed by Unit Manager appointed by Shalby
- Provide Shalby systems (HIS, procurement, manpower planning etc.)
- Centre to be operated as per Shalby SOP concerning clinical, non-clinical, admin, purchase and SCM
- Shalby to receive management fees as % age of revenue

FRANCHISE BUSINESS REVIEW

During FY 2023-24, we have added 1 new SOCE franchise unit, at Ranchi, increasing our franchise hospital network count to 5. Our SOCE franchise business has generated steady performance in FY 2023-24, delivering FOSM and FOSO revenues of ₹ 67.4 Million and ₹ 35.6 Million, indicating 48.5% and 22.1% growth, respectively.

FY 2023-24 Highlights

₹103.04 Million
Total Revenue

676
Total number of surgeries conducted across SOCEs

190+
Total bed capacity across SOCEs

Way Forward

- Primary focus remains on leveraging Shalby's orthopedic expertise and excellence
- Establish over 40 Shalby franchise hospitals pan India over the next 4-5 years

SOCE Hospitals

Location	Bed Capacity	Number of Surgeries Performed
Vijay – Ahmedabad (Owned & Operated)	27	145
Lucknow (FOSO)	40	183
Udaipur (FOSM)	20	147
Gwalior (FOSM)	50	81
*Ranchi (FOSM)	60	120

* Operationalized in August 2023

Upcoming Centre

Location	Bed Capacity	Model
Rajkot (MOU signed)	25	FOSO

Implant Business

Expanding Horizons with Manufacturing Excellence

Our diversification into backward integration implant manufacturing, aligned with our core arthroplasty specialty, provides significant support to our hospital and franchise businesses. With the implant business picking up considerable pace and outreach, it has strengthened our overall operations and market position, delivering sustainable value to all stakeholders.

SHALBY ADVANCED TECHNOLOGIES (SAT)

SAT (formerly Consensus Orthopedics) is a step-down subsidiary of Shalby Limited. SAT acquired the assets, inventories, and patents of California based Consensus Orthopedics in May 2021. This move was in line with our strategic vision to drive orthopedic excellence on a global scale.

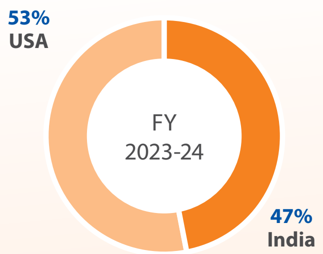
SAT is dedicated to creating one team with a strategic focus on restoring mobility and improving lives worldwide. For over ~ 30 years, SAT has been designing, developing, and manufacturing orthopedic implants in the USA. It offers proven and reliable total joint implants and instruments globally.

KEY DIFFERENTIATORS

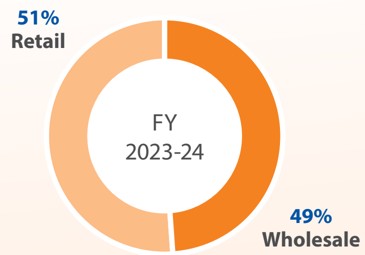
- 80,000+ Components Manufacturing Capacity
- ~30 Years of Zero Product Recall
- Vertically integrated In-house Manufacturing Facility
- Made in USA
- Superior *US FDA Approved Implants
- New Products CKS Gold, Ambition and Ambition Gold to be launched FY 2024-25
- Seasoned Leadership team with deep expertise in Orthopedics
- Surgeon's Training and Education Program
- Presence across USA, Japan, India and Indonesia

* US FDA refers to the United States Food and Drug Administration, a federal agency of the Department of Health and Human Services.

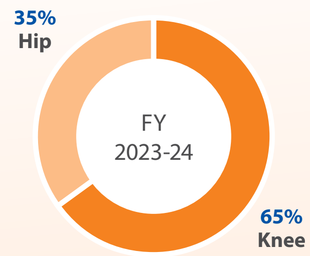
Geographical Sales Mix



USA Customer Sales Mix



Product Sales Mix



ACQUISITION UNIQUE BENEFITS

- **A landmark in Shalby's history supplementing growth of the hospital (core arthroplasty specialty) and franchise businesses**
- **Diversification of Shalby's core hospital services into related and rapidly growing implant offerings**
- **Achieving the strategic goal of backward integration in Orthopedics with in-house capabilities**
- **Procuring high quality implants at a competitive price for Shalby's internal consumption in India**
- **The US manufacturing facility has end-to-end integration encompassing R&D workrooms, machining, finishing, polishing, cleaning, quality control, sterilization, and packaging solutions**

IMPLANT BUSINESS PERFORMANCE FY 2023-24

₹ 786 Million
Total Revenue

₹ 1.18 Million
EBITDA

10,300
Constructs Sold

PERFORMANCE OVERVIEW

During FY 2023-24, our implant business witnessed notable progress across various fronts including supply chain, customer base expansion, operational efficiencies, and automated management bed lift. Revenues and EBITDA surged to ₹ 786 Million and ₹ 1.18 Million respectively, driven by continuous production enhancements, improved procurement costs from multiple vendors, and operational efficiencies. Additionally, we successfully passed our first FDA inspection since 2012 with no observations. Furthermore, the reception of our Shalby consensus implants in our hospitals has been overwhelmingly positive, further solidifying our market position.

Despite encountering some supply challenges in FY 2023-24, particularly in new vendor onboarding, the situation slightly improved over time. We sold 10,300+ units of implant constructs in FY 2023-24, with significant growth across the US and Indian markets. We also witnessed a good 16% Y-o-Y growth across our hip constructs, selling 3,586 units.

Although we faced delays in launching several new products in FY 2023-24, we are prioritizing the full commercial launch of TUKS and TiNbN CKS in Q4 FY 2024-25 to recoup sales momentum. Additionally, our efforts to launch Ambition and Ambition Gold in FY 2025-26 are progressing as scheduled.

In FY 2023-24, our SAT products were successfully launched in Indonesia, resulting in additional orders. We are also exploring new territories such as Malaysia and awaiting registration approvals to introduce our SAT products in Latin American countries like Argentina and Paraguay in the upcoming fiscal year.

To further strengthen our operations and drive growth, we are actively bolstering our team with experienced leaders and skilled professionals. Regular training are being implemented to enhance product acceptance and improve productivity. Additionally, we are shifting our sales efforts towards retail customers, enhancing operational efficiency, expanding our R&D-driven product pipeline, implementing smart procurement strategies, and reducing costs to deliver sustainable value to all stakeholders.

SAT 4 PILLAR STRATEGY FOR FY 2024-25

Pillar 1
Grow Sales
Additional USD 8 Million revenue through targeted product expansion across SEA (Malaysia), LATAM (5 Countries), Russia and other high reimbursement markets

Pillar 2
Reduce COGS
Significantly lower COGS across the portfolio by improving efficiencies, shift times, process, new vendors and onboarding suppliers

Pillar 3
Enhance Capacity and Dual SCS
Multi-vendor supply system with higher capacity contributing to our sales forecast

Pillar 4
Launch New Products
Launching new products from scratch with improvement in existing systems and implementation of innovative design for products

Shalby Academy

Fostering Healthcare Talent

Through Shalby Academy, our academic wing, we nurture young talent to expand and enhance the quality of healthcare workforce education and training.

SHALBY ACADEMY

Shalby Academy's ongoing industry-specific education and training courses strive to cultivate a highly qualified workforce, empowering our hospital and SOCE Franchise business verticals, driving business growth with clinical excellence.

These programs also seek to address the healthcare skill gap in India, helping healthcare and allied professionals excel in today's highly competitive environment.

Additionally, we continue to forge strategic collaborations to identify emerging talent and build a synergized healthcare industry talent. To achieve this, we have integrated the expertise of Shalby Hospitals' panel with that of established educational institutions.

KEY COURSES OFFERED

- **Allied Health/Paramedical Courses**
- **Hospital and Healthcare Management Program**
- **Internship & Observership Program**
- **First Aid and Basic Life Support Workshops**
- **Workshops/Health Talks for Schools, College and Corporate**
- **Continuous Nursing Education**

SHALBY ACADEMY ATTRIBUTES

- **2,300+ students**
- **30+ Healthcare Programs**
- **Cutting-edge dedicated Simulation Lab for experiential Learning**
- **Certified in-house clinical experts**
- **Digital LMS enabled platform**
- **Widespread pan India alumni base**
- **Association with established healthcare universities**
- **In-house Job offers**

Shalby Academy is dedicated to enhancing the quality of healthcare in India by offering industry-ready education and training. In collaboration with the National Council of Paramedical, Delhi, and other esteemed healthcare educational institutions, the academy focuses on equipping healthcare professionals across different levels with the skills and knowledge needed to excel in their fields. By providing comprehensive and practical training, Shalby Academy ensures that healthcare professionals are well-prepared to deliver high-quality services. This initiative contributes to advancing healthcare standards nationwide and supports the continuous improvement of healthcare delivery in the country.

Shalby Academy achieved significant milestones last year, closing revenue at ₹ 3.05 crore with a 12% growth. They partnered with KSU for Ahmedabad to introduce government-approved paramedical courses, starting with five out of nine offerings including BBA HHM at Sardar Vallabhbhai Global University, a first in Gujarat. The academy trained over 2000 individuals across various disciplines and 300 physiotherapists within their hospitals. They also launched the MBA UEM program, aiming to develop future healthcare leaders with essential management skills. These efforts highlight our commitment to advancing healthcare education and preparing industry-ready professionals nationwide.

INDUSTRY-ACADEMIA COLLABORATIONS IN FY 2023-24

- Overall, 206 enrolments for Team Indore (YTD), the highest by any single team since the Academy's inception. Total Paramedics enrolments for the fiscal year are 313 Nos.
- Successfully rolled out BBAHHM with SVGU University (1st Batch–1st Year) & MBAHMM with Ganpat University (3rd Batch – 1 Year).
- Shalby Academy signed an MoU with **Sardar Vallabhbhai Global University** in Ahmedabad, to jointly develop and offer an exclusive full-time BBA in Healthcare & Hospital Management at the University's campus for a batch of 60 students.
- Shalby Academy signed an MoU with **Kaushalya The Skill University**, Govt. of Gujarat, during the Vibrant Gujarat Summit, to enhance our capacity-building efforts to strengthen the healthcare delivery system nationwide.
- Shalby Academy signed an MoU with **P P Savani University**, Surat to jointly offer a diverse range of Para Medical / Healthcare courses
- Shalby Academy signed an MoU with **VidhyaJyoti Edvarsity**, Mohali for launching various courses like Allied Healthcare Science and Healthcare Management.

SHALBY ACADEMY KEY FACTS (FY 2023-24)

10
MoUs signed

₹ 30.5 Million
Total Fees collected

2,300+
Number of students enrolled in the Academy

1,000+
Students registered for various disciplines like Physiotherapy, Nursing, Lab Technician Nutrition & Dietetics, Clinical and Paramedics, among others

350+
Physiotherapists received internship training

313
Students registered for various Paramedic courses including Lab Technicians, OT Technicians, MRI, CT, and X-ray

22
Students enrolled successfully in the first batch of BBA in Hospital Management with Sardar Global University

206
Enrolments Enrollments for Team Indore (Year-to-Date), the highest in the Academy by any single team since its inception

#VIBRANTGUJARAT2024

Shalby Academy signed a MoU with **Kaushalya The Skill University, Govt. of Gujarat**, during the **Vibrant Gujarat Summit** in the august presence of **Shri Dharmendra Pradhan, Union Minister of Education and Skill Development, Dr. Anju Sharma, IAS, Additional Chief Secretary, Labour, Employment, and Director General Kaushalya University, Mr. Anup Mohan IAS Labour Commissioner , GOVT of Gujarat & Shri HR Suthar – IAS (Rtd) – Registrar - KSU** This will further enable us to scale up our capacity-building efforts to improve the healthcare delivery system in the country.

ESG

Investing in a Healthier Future

Our Environmental, Social and Governance (ESG) practices centre on sustainable business operations. We have developed the best intrinsic practices and adopted new solutions and technology to drive growth, create long-term stakeholder value and foster community well-being.

ESG Focus Areas (FY 2023-24)

ACCESSIBLE HEALTHCARE

- Ensuring accessible healthcare to promote community well-being and public health
- Our hospitals are committed to offering services that are available to everyone, regardless of socio-economic status, location or physical ability.
- We aim to offer affordable and accessible care to expand our reach and reduce health inequities
- Shalby Homecare provides diverse healthcare services at the patient's doorstep including expert nursing care, trained attendants, doctor consultation, prescribed medication delivery and ICU setup at home, among others

PATIENT CENTRICITY

- Tailored healthcare services to suit individual patient needs and preferences
- Deliver high-quality care to enhance patient outcomes and satisfaction
- Establish open and effective communication between providers and patients to build trust and improve understanding
- Feedback and continuous quality improvement
- Ensure privacy and confidentiality of patient data

COMMUNITY SUPPORT

- Committed to building a healthy society through improved access to care, strategic collaborations and employee development
- Empowering employees with talent development, engagement, well-being and fostering diversity, equality, and inclusion

Environmental

During the year, we have implemented various sustainable measures in our value chain towards reducing our carbon footprint and maximizing resources. Moreover, we continually strive to enhance operational efficiencies. Towards this, we have adopted strategic asset management policies to create a positive impact on our people, operations, products, and services and foster a sustainable ecosystem.

Key Initiatives for FY 2023-24

Water Conservation

- Domestic wastewater from hospitals is recycled in the STP plant and reused for gardening, flushing and cooling towers
- Wastewater from RO plants is recycled in the STP plant, with over 20% of treated water reused across various processes
- Infrared controllers in water taps save 5-15% of water annually by operating only when needed
- Installation of rainwater harvesting system at our Greenfield project to conserve natural resources
- Water saving techniques such as low-flow faucets and fixtures adopted across Shalby hospitals to address water scarcity and promote water conversation

624 KL
Water recycled in FY 2023-24

Energy Conservation

- Installed motion sensors for lighting automation at SG, Naroda, and Krishna units
- Phasing out CFL lamps in favour of LED lights
- Implementing timer-based operations of air handling units to reduce power consumption
- Introduced motion sensor for lights to reduce power consumption
- Energy optimisation practices implemented across transformer operation
- VFD installation for AHU motor in a phased manner
- All lifts and OT AHUs are now operated with VFD panels
- Recently commissioned units have building orientation designed to maximise daylight usage and structural steel construction to reduce embedded energy
- Facade glass across most facilities is double-glazed and energy-efficient with low emissivity, minimising solar heat gain co-efficient and improving visibility
- HVAC systems are designed with optimal temperature, humidity, pressure and air changes per hour to maintain good indoor air quality of each particular area
- Utilised non-toxic and sustainable materials for interiors, including paint, false ceilings, fabrics, flooring and laminates, to ensure environmental safety
- All radiology rooms are designed to control radiation from machines

38,880 kWh
Total energy savings in FY 2023-24

Reducing Carbon Emissions

- Reduced carbon emissions by upgrading to energy-efficient systems, optimising energy usage and reducing overall energy consumption across our facilities
- These included installing LED lighting, energy-efficient HVAC systems and smart energy management solutions

Waste Management

At Shalby, we believe that optimising waste management is crucial for environmental sustainability and public health. We have implemented detailed segregation protocols for medical, hazardous and general waste, promoted recycling programmes and partnered with certified waste disposal companies for safe, eco-friendly disposal. Our comprehensive waste management plan involves all hospital staff, detailing their roles in identifying, storing, handling, disposing and transporting hazardous materials according to regulatory requirements. Regular staff training ensures adherence to proper waste segregation practices.

Structured Approach to Optimise Waste Management

- **Planning:** Devise a waste management plan that assesses the current situation and minimises waste
- **Segregation:** Separate waste into hazardous and non-hazardous at the point of generation using colour-coded bins
- **Storage:** Store each type of waste separately in secure, designated areas to prevent accidental mixing and ensure safety for both patients and staff
- **Collection:** Manage the collection and storage of e-waste, lead waste, metal scraps and biomedical waste with a regular schedule based on the volume and type of waste generated, to maintain cleanliness and hygiene within the hospital
- **Treatment:** Process food scraps and kitchen waste with composting machines for treatment and create compost for gardening
- **Disposal:** Dispose of various types of waste through authorised vendors

Composting

At our Krishna Shalby unit, all food and kitchen waste is composted in a dedicated room, with the by-product used to enrich the soil and eliminate the need for chemical fertilisers. Composting materials are moved outside daily to minimise odour. We have trained our cleaning service staff to ensure proper separation of composting scraps from organic waste. The process, which takes around 25 days, involves consolidating waste into 10 kg trays, chopping it into small pieces, and maintaining a moist mixture.

~ 4,800 Kg

Organic fertilizers produced from the composting process annually

Social

In line with our commitment to social responsibility, we acknowledge our accountability to the communities where we operate. We implemented various measures to support community well-being and invest in a healthier tomorrow.

Zero
Serious Reportable Events (SREs) in FY 2023-24

Key Initiatives for FY 2023-24

- **ShalbyCon 2023 -** a national critical care conference, hosted in association with ISCCM (Indian Society of Critical Care Medicine) & APA (Association of Physicians of Ahmedabad) on June 3-4, 2023, at Taj Skyline Hotel, Ahmedabad. The event highlighted the significance of critical care services in the multispecialty sphere, offering participants insights into the latest treatment modalities and being in sync with innovative medical advancements.
- **Interactive Critical Care Workshops and Case discussions** conducted on June 2, 2023 at Shalby's three Ahmedabad hospitals: ICU Infection Course (SG), Mechanical Ventilation Course (Krishna Shalby Hospital, Bopal) and Airway Course (Shalby Hospital, Naroda) to advance seamless techniques for comprehensive emergency care solutions.
- **Liver Health Awareness Symposium 2024** was held on World Liver Day 2024 by Shalby Institute of Liver Transplant & Digestive Diseases in collaboration with The Times of India Ahmedabad. The event, themed 'Liver Hai Toh Life Hai' took place at JB Auditorium, AMA, on April 20, 2024, attracting over 400 attendees. Shalby's medical experts shared their knowledge, fostering collaboration and innovation in liver health
- **Walkathon 2.0: Walk of Hope –** Cancer Awareness initiative conducted on February 25, 2024, at River Front Centre, Ahmedabad
- **AF (Atrial Fibrillation) Screening & Stroke Prevention Campaign** undertaken from January 01 to February 29, 2024, at Jabalpur

- **Steps for Fitness – Burn your Calories' Competition** held on World Heart Day, 2023, at Shalby Multi-Specialty Hospital, Jaipur, promoted the message of keeping the heart healthy in a unique way, wherein participants including doctors and staff climbed stairs from the ground floor to the 9th floor
- **Free Multi-Specialty Camp** held on October 5, 2023, in Damoh City, Madhya Pradesh, in association with City Hospital, Damoh, and Lions Club, offering free consultations and diagnosis by multi-specialty doctors
- **Short Movie - Heart Attack: Act Now, Repent Never** created to raise social awareness about heart health.
- **Walkathon 5.0** organised on the occasion of World Health Day, September 29, 2023, at Shalby Hospital, Jabalpur
- **Free Joints Check-up Camp** held in Rewa & Satna, Madhya Pradesh on September 16 & 17, 2023 by Shalby Hospital, Jabalpur
- **Jeevan Rakshak - Be a Life Saver Campaign** organised by Shalby Hospitals on a large scale where Basic Life Support (BLS) training, including CPR and emergency care was provided
- **Collaborated with Sardar Vallabhbhai Patel Global University** to launch Gujarat's first BBA programme in Hospital and Healthcare Management. The curriculum blends business principles and healthcare specific knowledge, offering students an opportunity to be trained in Shalby hospitals and gain real world insights into hospital and patient management, enhancing their professional readiness
- **Shalby Academy** partnered with Kaushalya Skill University (government organisation) to offer 'Education with Skill', aimed at making youth 'Skill Smart'
- **Shalby Academy** has supported healthcare institutions by providing on-the-job training and experiential learning in nursing, paramedics, physiotherapy, healthcare administration and more, bridging the gap between industry requirements and academic delivery with customised training tools
- **Shalby Academy** signed MoUs with 4 leading private universities – Ganpat University, Sardar Vallabhbhai Global University, University of Engineering & Management, Jaipur, and Indus University, Ahmedabad and two government universities – Kaushalya Skill University and Indian Institute of Public Health, Gandhinagar – during the Vibrant Gujarat Summit; and also established international collaborations with Health Staff ED and Global Nursing Leadership Academy (GNLA)
- **Complex Angioplasty and OCT Imaging Workshop** organised at Shalby Hospital, Indore, by Dr. Siddhant Jain, Director of Shalby Institute of Cardiac Sciences. The workshop featured Optical Coherence Tomography (OCT) used during Cardiac Catheterization Angiography and had Professor Dr. M. Lesiak from Poland as the guest faculty

400+
Attendees to Liver Health Awareness Symposium 2024

2,134
Students trained by experts till date

15,000+
Professionals trained since May 2023 in the ongoing Jeevan Rakshak project

CSR Initiatives in FY 2023-24

- Funded ₹ 9 Million to Raginiben Bipinchandra Sevakarya Trust to support women's empowerment, medical and healthcare, rural development, education, food and clothing distribution, and livelihood initiatives for needy people
- Contributed ₹ 12.60 Million to Arya Foundation for distributing food packets, grains and pulses to needy people, rural development, education, women empowerment and environmental protection activities

₹ 21.60 Million
Total CSR spend in FY 2023-24

Enhancing Employee Skills

In FY 2023-24, we undertook various learning interventions for our employees to enhance their clinical and behavioural skills.

1,929
Total Sessions delivered

1,134
Clinical Topics

795
Behavioural Topics

Governance

At Shalby, we believe in transparent business operations. Adhering to good governance practices, we have adopted the highest standards of integrity, ethics and professionalism while crafting our corporate governance policy.

Key Corporate Governance Policies and Best Practices

In FY 2023-24, we adopted key Corporate Governance policies and best practices, which are available in the investor section of Shalby Limited's website.

Enhanced Board Independence and Diversity

The Board of Directors is at the core of Company's Corporate Governance practices and oversees how management serves and protects the long-term interests of its stakeholders. We have established clear guidelines for Board composition to ensure a mix of skills, experience, and diversity

Board Composition Guidelines

Our esteemed Board of Directors are integral to our Corporate Governance practices, overseeing how management serves and safeguards long-term stakeholder interests. We have established clear guidelines for Board composition to ensure a balanced mix of skills, experience and diversity. Additionally, we emphasise the importance of having a significant proportion of independent directors on the Board to maintain objectivity and governance integrity.

Appointment of Independent Directors

We have strengthened the Board's independence by appointing independent directors with diverse backgrounds and relevant industry expertise, contributing to a balanced perspective in strategic decision and enhancing oversight capabilities.

Robust Risk Management Framework

We enhanced risk management by conducting comprehensive risk assessments across all operational areas, including financial, operational, regulatory, cybersecurity and strategic risks. Key initiatives include

- State-of-the-art Next-Generation Firewalls (NGFWs) across our internet and intranet access points to address evolving cyber threats
- Stringent controls including continuous monitoring to ensure the confidentiality of demographic data and prevent unauthorised sharing of patient information
- Comprehensive End Point Security strategy including advanced Anti-Virus with Anti-Ransomware capabilities, Email protection, Advanced Device Control, Application Control, Disk Encryption Management, Spam Protection, Browsing Protection, Phishing Protection, IDS/IPS and Patch Management to shield both servers and endpoints from potential security breaches
- Regular management updates to the Board on the status of our cybersecurity programme, including significant cyber threats and our responses

Ethics and Integrity Standards

We have updated and communicated a comprehensive code of conduct and ethics for all employees, physicians and Board members. It emphasises ethical behaviour, patient confidentiality, professional integrity and compliance with healthcare laws and regulations.

Transparency and Disclosure Practices

Enhanced Financial Reporting

We strengthened financial reporting transparency with clear disclosures on hospital finances, budget allocations, and performance metrics. This also improved the accessibility of financial information for stakeholders, including patients, donors, and regulatory bodies.

Improved Patient and Stakeholder Communication

We enhanced communication channels for patients, families and stakeholders regarding treatment options, patient rights, hospital policies and community outreach programs, ensuring transparency in healthcare delivery and patient care outcomes.

Compliance with Regulatory Standards

Adherence to Regulatory Requirements

We ensure strict adherence to all applicable regulatory requirements, laws and standards governing corporate governance, financial reporting and ethical conduct. This includes compliance with stringent standards outlined by the National Accreditation Board for Hospitals & Healthcare Providers (NABH) and the new Data Protection and Digital Privacy (DPDP) Act, 2023, to safeguard our patient data.

Monitoring Regulatory Developments

We implemented measures to monitor regulatory developments and ensure timely compliance updates. We also engaged proactively with regulatory authorities to address compliance issues and adapt to regulatory changes.

Mr. Shanay Shah, President and Mr. Babu Thomas, CHRO meeting with Dr. Anju Sharma, IAS, Director General and Additional Chief Secretary, Ministry of Skill, Labour and Employment to discuss about the new initiatives & collaboration by Shalby Academy with Kaushalya, The Skill University, established under Ministry of Skill, Labour and Employment, Govt. of Gujarat.

Dr. Nishita Shukla, at Felicitation of Organ Donor's Families at World Organ Donation Day

BOARD OF DIRECTORS

Dr. Vikram Shah
Chairman and Managing Director

Dr. Vikram Shah, serving as Director of the Department of Knee Replacement at Shalby Hospitals since 1993 has over three decades of vast professional healthcare experience across the UK, USA and India. In recognition of his outstanding contribution in the field of orthopedics for completion of 1,00,000 joint replacement surgeries, he was conferred with the 'Times Man of the Year' Award by Times of India Group in 2018.

CA Shyamal Joshi
Independent Director

Associated with Shalby Hospitals since 2010, Mr. Joshi holds a bachelor's degree in commerce from Gujarat University and is a member of the ICAI. He has huge working experience that spans corporate strategy, fund raising, acquisition, merger, taxation and accounting among others. Currently, he holds directorship of various other Companies.

Dr. Umesh Menon
Independent Director

Dr. Menon has deep expertise in finance and cost accounting. He also holds M.Com, MBA with specialization in finance, a fellow member of the Institute of Cost Accountants of India, and a PhD. in Management. Currently, he also serves on the board of directors of various other companies. He is a Senior International Finance and Investment Expert for United Nations Industrial Development Organization (UNIDO).

Dr. Ashok Bhatia
Independent Director

Dr. Ashok Bhatia is a senior pharma professional with an experience of more than 46 years in India and Emerging Markets. He is a former President of Zydus Lifesciences Ltd, an external advisor to Mckinsey and a guest faculty to IIM Ahmedabad. Currently he is Group CEO of Abacus Pharma (Africa) Ltd.

Mr. Vijay Kedia

Independent Director

Vijay Kedia is a private investor in the stock market, having experience of more than three decades. He has been a key note speaker in many business schools, including IIM Ahmedabad, IIM Bangalore, IIM Amritsar, and London Business School. He has been a TEDx speaker twice.

Recently, he was given an award for “ACE INVESTOR” by Hon’ble Ministers Shri Piyush Goyal ji and Shri Devendra Fadnavis ji. He was also awarded “SARVOTTAM SAMMAN” 2020 at Raj Bhavan by the Maharashtra Governor Shri Bhagat Singh Koshyari. He was also honoured with Shri Babasaheb Ambedkar Award and Shri Abdul Kalam Award.

Mr. Tej Malhotra

Independent Director

Mr. Malhotra comes with over four decades of experience across various industries in India and internationally. Earlier, he was associated with GHCL as Senior Executive Director, Idea Soda Ash and Calcium Chloride Company of Saudi Arabia as Technical Director and as Executive Engineer (Mechanical) at Hindustan Copper. He has been awarded the ‘Bhartiya Udyog Ratan’ award by the Indian Economic Development and Research Association, the ‘Bhartiya Gaurav’ award by the World Economic Progress Society and ‘Darbari Seth Award 2009’ by the Alkali Manufacturers of India for best managed soda-ash plant.

Mrs. Sujana Shah

Independent Director

Mrs. Sujana Shah, aged 47 years, is a Practicing Chartered Accountant for over 2 decades. She is further qualified as a Diploma in Information System Audit from the Institute of Chartered Accountants of India, New Delhi. She has varied experience of over 20 years in the fields of finance, audit, direct and indirect taxes, banking, and treasury. She being a Philanthropist has major inclination towards CSR activities.

Management Discussion and Analysis

Global Economy

The global economy exhibited surprising resilience in 2023, undergoing a steady but slow recovery with regional disparities. According to the International Monetary Fund (IMF), the global economy achieved a modest growth rate of 3.2%. Factors such as escalating geopolitical conflicts, higher inflation, prolonged higher interest rates, a sluggish recovery in China, and volatility in energy prices and food markets, have led to a slowdown in global economic growth. Despite these challenges, signs of stable growth, strong economic performance in the United States and several major emerging market and developing economies, coupled with inflation reaching target levels in advanced economies, indicate a reduced likelihood of a severe economic downturn. Global headline inflation is expected to decline from 6.8% in 2023 to 5.9% in 2024 and further to 4.5% in 2025, fostering optimism for continued easing of financial conditions and improvement of monetary policy frameworks.

The global economy is expected to maintain a growth rate of 3.2% in both 2024 and 2025. Advanced Economies (AEs) are projected to witness a modest uptick in growth from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025. Emerging Markets and Developing Economies (EMDEs) are expected to experience a slight decline from 4.3% in 2023 to 4.2% in 2024 and 2025. Despite persistent core inflation, economic uncertainties and heightened geopolitical tensions posing risks to the outlook, positive factors, such as rapid disinflation, economic stimulus in China, easing fiscal policy, the fading of prior energy price shocks, rebound in the euro area and a notable resurgence in labour supply in many advanced economies are expected to bolster the global economic outlook.

(Source: IMF - World Economic Outlook, April 2024)

Indian Economy

Amid a volatile global economic landscape, the Indian economy stayed on a steady growth path, solidifying its position as the fifth-largest economy in the world. As per the Second Advance Estimates of National Income, 2023-24, India sustained a healthy GDP growth of 7.6% in FY 2023-24 compared to 7% in FY 2022-23. 10.7% growth in the Construction sector and 8.5% growth in the Manufacturing sector have contributed to the GDP growth in FY 2023-24, supported by robust domestic demand, moderate inflation, stable interest rates, and increased investment.

Inflationary pressures in India moderated, with CPI inflation easing to 4.83% in April 2024. The RBI estimated CPI inflation at 5.4% for FY 2023-24. However, volatile food prices hinder the trajectory of disinflation. The RBI opted to maintain the policy repo rate at 6.50% and remain vigilant to take effective measures to achieve the target of 4% inflation.

The growth observed in the Index of Industrial Production (IIP), Goods & Services Tax (GST) collections, manufacturing Purchasing Managers' Index (PMI), per capita income, and increasing private capital expenditure collectively signifies strong economic momentum. The rise in disposable income has stimulated increased household consumption, driving demand across various sectors.

India's economic outlook remains promising, with the IMF projecting a GDP growth rate of 6.8% in FY 2024-25 and 6.5% in FY 2025-26. The economy is positioned to benefit from the demographic dividend, increased capital expenditure, proactive government policies, robust consumer demand, and improving rural consumption prospects. Furthermore, the Union Budget 2024-25 outlines a comprehensive strategy to achieve 'Viksit Bharat' by focusing on nine key priorities aimed at propelling India towards a developed nation status.

(Source: Ministry of Statistics & Programme Implementation, Ministry of Commerce & Industry, Reserve Bank of India, Ministry of Finance, IMF - World Economic Outlook, April 2024)

Industry Overview

Indian Healthcare Industry

The Indian healthcare sector is one of the largest sectors in terms of both revenue and employment. The healthcare industry is experiencing robust growth, boasting a remarkable 22% CAGR since 2016. This growth is driven by various factors such as the rising ageing population, increasing per capita incomes, growing health awareness, and expanding health insurance coverage in the country. Moreover, the prevalence of lifestyle diseases, particularly cardiovascular diseases, is further fuelling the demand for specialised healthcare services. India's healthcare landscape has undergone a transformation, propelled by the government's substantial investments in healthcare infrastructure, highlighted by the allocation of ₹ 87,656.90 crore to the Ministry of Health and Family Welfare in the Union Budget 2024-2025, underscoring its commitment to the sector's development.

The government's flagship initiative, Ayushman Bharat, is a testament to India's dedication to ensuring accessible and affordable healthcare for all citizens. The unveiling of 202 healthcare infrastructure projects worth over ₹ 11,700 crore across 23 states and union territories, including medical colleges, specialty units, and research facilities, demonstrates the government's emphasis on bolstering healthcare infrastructure and services in the country. The establishment of 5 new AIIMS facilities in Tier-II cities further enhances medical infrastructure, aligning with the government's 'Heal in India and Heal by India' initiatives aimed at promoting medical tourism and fostering additional opportunities for the healthcare industry's expansion. Furthermore, the telemedicine market is poised for remarkable expansion, projected to reach USD 5.4 billion by 2025 with a staggering CAGR of 31%.

(Source: Ministry of Finance, Ministry of Health and Family Welfare, Economic Times)

Indian Hospital Industry

The hospital industry in India, valued at USD 98.98 billion in 2023, is poised to maintain its growth trajectory, projected to reach USD 193.59 billion by 2032, with a CAGR of 8% from 2024 to 2032. The hospital industry is witnessing strong growth fuelled by several factors including heightened healthcare awareness, the prevalence of lifestyle diseases, and the growing elderly demographic. Additionally, the industry benefits from increased health insurance penetration, rising disposable incomes, higher public healthcare spending, and the flourishing medical tourism sector in the country. The hospital industry maintained robust operating margins, attributed to increased Average Revenue Per Occupied Bed (ARPOB), higher surgical volumes, an improved payor mix, and ongoing cost-efficiency measures adopted during the pandemic. Additionally, hospitals are focusing on delivering specialised treatments in high-end areas like oncology, neurology and transplantation, enhancing their competitive edge and attractiveness to patients seeking advanced medical care.

(Source: Economic Times, CareEdge Ratings)

Opportunities and Threats in the Hospital Industry

Opportunities

- Favourable government policies, incentives, tax benefits and healthcare reforms will continue to bolster the growth of the hospital industry.

- India is emerging as a leading destination for medical tourism, attracting patients from around the world, especially neighbouring Asian countries. The Indian medical tourism market is estimated to value USD 7.69 billion in 2024 and is projected to reach USD 14.31 billion by 2029, with an annual growth rate of 13.23%. (Source: Mordor Intelligence)

- Accelerated digital adoption and emerging technologies such as artificial intelligence will enhance diagnostic accuracy and treatment efficacy, improving healthcare accessibility and efficiency, thereby contributing to the growth of the hospital sector.

- The development of healthcare real estate in Tier II and III cities presents a lucrative opportunity for the Indian hospital sector.

- Public-private partnerships for healthcare infrastructure, including hospitals and services are poised to strengthen the healthcare ecosystem in India.

- The increasing penetration of medical insurance in India, driven by the growth of private health insurance and coverage provided by corporate and government entities, is fuelling demand and growth in the hospital industry. Health insurance premiums remain a key driver of growth in the non-life insurance sector, with the health segment's market share rising from 33.3% in FY 2021-22 to 37.6% in FY 2023-24. The health segment experienced a growth rate of 20.2% in FY 2023-24. (Source: CareEdge Ratings)

- India's rapid population growth and ageing population are driving increased healthcare demand, creating long-term growth opportunities for the hospital sector.

- Improved financial literacy and higher purchasing power have heightened awareness of the importance of preventive healthcare in India. This surge in demand for wellness and lifestyle-related services is creating significant opportunities for the hospital sector.

Threats

- High capital intensity poses a major threat to the hospital sector due to the substantial requirement of capital.

- Cost expectations and service imbalances exacerbate the challenges encountered by the sector.

- Despite the growth in health insurance penetration, it remains low across the country and poses a threat to the sustainability of hospitals in India.

- The shortage of specialised doctors and skilled healthcare personnel is a pressing issue, jeopardising the ability of India's hospital industry to meet the growing healthcare demand.

- There exists a considerable gap between the available number of hospital beds in India and the required number to adequately serve the growing population.

- The dearth of available land space and fluctuating land prices in metros and big cities pose obstacles to the development and expansion of hospitals.

- The emergence and re-emergence of communicable diseases present ongoing challenges to the hospital sector.

Medical Device Industry

The global medical devices market was valued at USD 600.21 billion in 2023 and is projected to grow at a CAGR of 5.8% from 2023 to 2032, reaching ~USD 996.93 billion by 2032. The rapid growth in the elderly population contributes to market growth. Developing countries like China, India, Mexico, and others are experiencing strong demand for medical device products. The globalisation of medical supplies and devices in recent decades, coupled with rising incomes and urbanisation in these regions, is fostering growth opportunities for the medical devices market. The medical devices market is witnessing increased demand for major innovations like 3D Printing Technology, Medical Robots, Wearables, Connected Health and Point-of-Care (POC) Solutions, revolutionising healthcare delivery and patient care.

The global orthopedic devices market was valued at USD 48.84 billion in 2023 and is projected to grow at a CAGR of 2.17% to reach USD 60.26 billion by 2033. The rising demand for joint reconstruction devices is driven by factors such as increasing joint replacement procedures, a high prevalence of orthopedic conditions like arthritis and osteoporosis, degenerative bone diseases, and a growing elderly population.

The Indian medical device sector is a sunrise sector, ranking as the fourth-largest market in Asia after Japan, China, and South Korea. With the current market estimated at USD 11 billion, the Indian medical device market is projected to grow steadily at a CAGR of 15%, reaching USD 50 billion by 2025. This growth is primarily driven by factors such as the growing and ageing population, rising per capita and disposable income, demand for healthcare infrastructure, surge in preventive testing, and the expansion of healthcare services and insurance programmes. The size of the Indian Orthopedic devices market was estimated at USD 1.54 billion in 2023 and is projected to grow at a CAGR of 14.28% between 2024 and 2030, reaching a value of USD 2.24 billion by 2030.

The government has implemented various initiatives to foster a robust ecosystem for medical device manufacturing in India. These include PLI schemes, the development of dedicated medical device manufacturing clusters and parks, and the National Medical Device Policy of 2023 aimed at facilitating and promoting the sector. Additionally, the establishment of the Export Promotion Council for the Medical Devices Industry (EPC-MD) aims to promote and facilitate exports of medical devices and related products from India. Events like the India MedTech Expo (IMTE) 2023 provide opportunities for networking and collaboration to foster the growth of the industry in India and its potential global contribution.

(Source: Precedence Research, Ministry of Chemicals & Fertilizers, Department of Pharmaceuticals, Invest India, BlueWeave Consulting)

Company Overview

Shalby Hospitals Limited ("Shalby" or "the Company") is India's leading multi-specialty hospital, delivering superior and economical healthcare services. With a rich legacy of over 30 years, Shalby operates a pan-Indian network of 16 multispecialty hospitals with a collective bed capacity of 2,350+ and 30+ specialties across 13 cities in India. It operates 60 domestic and 23 international outpatient (OPD) clinics.

Shalby is a global leader in the field of joint replacements, having performed over 1,50,000 surgeries. It is the leading player in the world for knee replacement surgery and is revolutionising joint replacement surgery with its Zero technique. Its Orthopedic implant manufacturing facility is located in California, USA.

Leveraging its expertise, asset-light franchise model and distribution facility in India and South-East Asian countries, the Company is prioritising quality and affordability in healthcare services and focusing on patient welfare. It is well-positioned for further expansion and benefits from strong brand recognition in its core markets. It boasts state-of-the-art facilities and is supported by a team of 4,600+ skilled physicians, surgeons, and support staff dedicated to providing exceptional care.

2,350+
Total Bed Capacity

~3.3 million+
Patients Served

1,50,000+
Joint Replacements

1,150+
Doctors Team

4,600+
Human Resources (Doctors & Staff)

Key Strengths

Pioneering joint replacement surgery: Shalby maintains its global leadership in joint replacement and is recognised as a foremost provider of knee replacement surgery globally, with arthroplasty procedures comprising ~48% of its surgical operations. Its dominance in the arthroplasty market is reaffirmed by the completion of 30,031 procedures in FY 2023-24. Furthermore, Shalby is also the pioneer hospital in Gujarat to conduct Spine and Orthopedic surgery using Image-Intensified Television technology. With a 15% market share in private hospitals offering joint replacement surgery and a 5% overall market share, Shalby is well-positioned to capitalise on the double-digit growth of the knee replacement market in India, leveraging its robust market presence and established brand equity, especially in this segment.

Robust brand value: Shalby has solidified its position as a trusted go-to brand in the healthcare sector, especially in orthopedic surgery, with over three decades of expertise. Its esteemed brand reputation resonates strongly in both domestic and international markets, owing to its state-of-the-art technologies, world-class infrastructure, superior healthcare offerings, and a proven track record of successful surgeries performed on patients of all age groups across India. In FY 2023-24, the Company served 5,71,260 patients.

Unique business model: The Company has fortified its industry position by implementing a unique business model, designed to optimise Capex and Opex for higher return ratios while delivering top-notch services. Its in-house planning team meticulously considers various factors in strategising new facilities and operations, emphasising well-planned architecture and interior design, space optimisation in OT rooms with a high OT to bed ratio, judicious procurement of equipment and devices, and centralised procurement processes for cost savings. Additionally, operating on either a fully owned or Operation and Maintenance (O&M) revenue-sharing model eliminates the need for fixed rent or security deposits.

Team of expert professionals: The Company boasts a committed and experienced in-house team of over 4,600 qualified doctors, surgeons, and support staff, possessing extensive industry knowledge and domain expertise. They are instrumental in propelling the Company's success and growth.

Key Focus Areas

- **Diversification in other specialties:** While maintaining global leadership in joint replacements, Shalby remains focused on ongoing diversification into other segments such as Cardiac Science, Oncology, Neuroscience, Critical Care, General Medicine and Organ Transplants.
- **Growth in occupancy rate:** The Company is focused on increasing occupancy rate, with an additional 40% of the total bed capacity available to support organic growth trajectory with limited capex.
- **Training and development:** The Company is committed to consistently investing in high-impact training programmes to establish a dedicated professional medical workforce.
- **Expansion plan:** Shalby is actively pursuing its expansion plans in Nashik, Rajkot and Mumbai hospitals within the development budget to provide access to important local markets.
- **Technological adoption:** Shalby is dedicated to adopting and leveraging technology to enhance medical outcomes, expand patient reach and improve satisfaction level.
- **24x7 Homecare Services:** The Company strives to deliver superior 24x7 homecare services through high-end digital systems. Additionally, It is focused on expanding its range of services and markets outside home locations.
- **Strategic capital allocation:** Shalby adopts a sustainable Capex business model, operating under a fully-owned or O&M revenue-sharing model. With a focus on doubling ROCE in the coming year, it leverages operational efficiencies and strategic real estate utilisation, innovative building designs, optimal floor space utilisation and centralised procurement of medical devices and consumables.
- **Backward integration through implant manufacturing:** Implementing backward integration by manufacturing knee and hip implants enables Shalby to control the supply chain and achieve substantial cost reductions. Apart from internal procurement, Shalby sells these implants in the USA, Japan, and Indonesia, further expanding its presence in global markets.

Financial and Operational Performance (Consolidated)

The Company has consistently achieved strong double-digit growth over the past two decades. During FY 2023-24, its consolidated revenue stood at ₹ 9,531 million compared to ₹ 8,274 million in FY 2022-23, primarily due to the strong recovery of elective surgeries which continues to drive the core specialty revenues. The Company's Profit before Tax (PBT) stood at ₹ 1,282 million as against ₹ 1,020 million in FY 2022- 23. Its PAT increased to ₹ 835 million from ₹ 677 million in the previous year. During the year, the Company's outstanding balance of loans stood at ₹ 3,140 million.

Operational Highlights

Particulars	FY 2023-24	FY 2022-23
Bed capacity (Nos.)	2,350+	2,000+
Operational beds (Nos.)	1,390	1,260
Average Length of Stay (Days)	3.83	3.92
Occupancy (Beds)	633	570
In-patient Count (Nos.)	85,363	71,893
Out-patient Count (Nos.)	4,85,897	4,50,924

Key Financial Ratios

Ratios (consolidated)	FY 2023-24	FY 2022-23	% Change	Reason for variance above 25% y-o-y
Debtors Turnover	7.44	7.76	4.3%	No major variance
Interest Coverage	8.99	12.17	-35.3%	Due to increase in borrowings for expansion
Current Ratio	1.72	2.66	-54.6%	Due to increase in working capital requirements
Total Debt/Equity Ratio	0.31	0.15	106.6%	Due to increase in debt for expansion
Operating Profit Ratio	15.44%	13.81%	10.6%	No major variance
Inventory Turnover	4.44	5.25	-18.2%	No major variance
Net Profit Margin	8.76%	8.18%	6.6%	No major variance
Return on Net Worth	8.35%	7.50%	10.2%	No major variance

Segmental Performance

Hospital Business

In FY 2023-24, Shalby's hospital business demonstrated exceptional performance. It achieved growth in both in-patient counts (including daycare) and overall surgery count, with y-o-y increases of 18.7% and 9.8%, respectively. Additionally, its ARPOB increased by 7.7% compared to the previous year.

The Company's hospital revenue reached ₹ 9,531 million, marking a 15.2% y-o-y growth, while EBIDTA stood at ₹ 1,965 million, reflecting a 23.3% increase y-o-y. Furthermore, Shalby maintained a PAT margin of 8.7% in FY 2023-24, compared to the 8.2% recorded in FY 2022-23.

Implant Business

The Company's implant manufacturing business operating under Shalby Advanced Technologies, Inc. in California, USA exhibited consistent growth during FY 2023-24. Revenues surged to ₹ 786 million, with sales in the USA and India contributing 53% and 47% respectively. This growth was driven by increased component production, which reached 4,600 units per month. It achieved a positive EBITDA in FY 2023-24, attributed to cost reductions, while sustaining a robust customer mix from both the retail and wholesale segments in the USA and Indian markets.

Key Risks and Mitigation Strategies

The Company has a robust risk management framework to identify, assess, monitor and mitigate the risks associated with its business and operational activities. Some of the key risks and their corresponding mitigation measures during the year under review are as follows:

Risk	Description	Mitigation
Regulatory risk	As a healthcare entity, Shalby must navigate various laws and regulations, exposing it to regulatory risks such as pricing restrictions on surgeries, implants, and stents. These risks stem from frequent changes in regulations and legal procedures. Meeting compliance standards, adhering to procedures, and meeting patient expectations for both cost and treatment quality present significant challenges. Additionally, the Company's business operations are impacted by fluctuating taxation, incentives and other economic policies.	The Company remains vigilant about regulatory developments and strives to forecast regulatory changes based on evolving industry trends. It also prioritises cost reduction and operational efficiency enhancements to mitigate regulatory risks.
Concentration risk	The Company is exposed to geographical concentration risk as a significant portion of its operations is centralised in a single Indian state, Gujarat.	The Company is actively expanding its geographical presence to diminish revenue dependency on any single state. It has strategically positioned new facilities across various Indian states, establishing 10 hospitals across western, northern and central India with a total bed capacity of 2,350+. Shalby is also expanding its infrastructure by adding 175 beds in Mumbai, 146 beds in Nashik and 25 bed SOCE in Rajkot. Furthermore, the Company has diversified its risk profile by establishing a knee and hip implant manufacturing facility in the USA, fostering synergy within its orthopedic business.
Capital-intensive industry	The hospital industry is capital-intensive due to expenses such as land acquisition, construction, legal procedures, procurement, and maintenance of advanced medical equipment. Additionally, the expense of employing medical professionals further amplifies the financial burden, exerting pressure on the return on investment (ROI).	Shalby has adopted a sustainable Capex business model by becoming a preferred O&M partner in revenue-sharing mode. Apart from prudent capital allocation, it prioritises optimal use of real estate to grow operations while keeping capex costs under control. With an in-house team of architects and designers overseeing construction and utility planning, it achieves faster break-even compared to rivals. Additionally, strategic procurement of medical equipment reduces operational costs, enhancing profitability. Shalby also extends its orthopedic and joint replacement ventures through a franchise model, evading substantial capital investment and fostering an asset-light business approach.
Human resource risk	A shortage of skilled doctors, nurses, and paramedics, attributed to inadequate medical education infrastructure and challenges in recruiting and retaining top talent, could impede the Company's ability to deliver superior healthcare services. Moreover, the significant imbalance in the availability of medical professionals in urban and rural areas may impact the Company's operations.	The Company's "Shalby Academy" delivers exceptional educational programmes for paramedical students and healthcare professionals. Industry experts impart training to students, preparing them for efficient healthcare delivery and complex surgeries. The majority of specialists trained in this Academy find placement in Shalby hospitals, mitigating the risk of talent shortages.

Business Outlook

The Indian healthcare industry is expected to maintain its growth trajectory in the coming years, buoyed by India's economic expansion, improving insurance coverage, and the increasing healthcare awareness and needs of a large population. Furthermore, continued advancements in medical technology and digital healthcare, along with expansion in areas such as telemedicine, home healthcare, and specialised medical services, are expected to enhance patient care delivery and accessibility across the country. Additionally, government initiatives aimed at strengthening healthcare infrastructure and promoting medical tourism are expected to further bolster the Indian healthcare industry.

The Company aims to enhance its presence in the implant business by expanding its geographical footprint and transitioning into a global player in a phased manner. Furthermore, with a focus on Tier-I and Tier-II cities in India, where demand for specialised services surpasses service availability, the Company is dedicated to extending the reach of its innovative solutions, such as the care card and homecare services and plans to open 40 SOCE across India. Leveraging the franchise asset-light model, service capabilities, and extensive healthcare market expertise, the Company is confident in achieving faster penetration across pan-India and surpassing industry average growth in the coming years.

Regulations and Safety

As India's healthcare sector aligns with global standards, Shalby, as a healthcare provider, diligently adheres to evolving regulations, ensuring strict compliance with industry standards and laws. The Company has implemented several initiatives to safeguard the environment and reduce its operational impact. Committed to sustainability, it prioritises environmental preservation while exceeding patient service expectations. The Company strives to uphold quality standards, minimise waste generation, segregate recyclable materials, and ensure compliance with applicable laws and safety regulations.

The Company implements rigorous surveillance procedures and maintains records to address any potential legal issues in the future. All vendors associated with Shalby are certified, ensuring that all equipment and devices adhere to the highest regulatory standards. Shalby has obtained global accreditations from the National Accreditation Board for Testing and Calibration Laboratories (NABL) due to its strong corporate governance practices and regulatory compliance.

Internal Controls

The Company maintains a robust internal financial controls system in all material areas, to ensure accurate financial reporting. During FY 2023-24, it operated according to "the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

The top management maintains an efficient internal control system, ensuring adherence to applicable laws and regulations, safeguarding assets, maintaining the reliability and accuracy of financial reporting in a timely manner, and preventing fraud and errors. All transactions are recorded in accordance with Indian Accounting Standard (Ind-AS) and accounting policies. The Internal Audit team regularly monitors key findings and provides strategic guidance.

Committed Human Resources the Soul of our Healthcare Delivery System

At Shalby, we are dedicated to create a vibrant and welcoming workplace by implementing employee initiatives, extensive training and development programs, effective talent management strategies, and a strong commitment to diversity and inclusion. We are a global family of over 5,000 dedicated professionals, with our hospital business operating in 14 cities across 8 states in India and our team extending to the US, Kenya, Singapore, and Malaysia.

Our shared culture and values, which emphasize wellbeing, social responsibility, excellence, and intellectual curiosity, bring us together in our mission. We are committed to making high-standard healthcare accessible to every individual, ensuring that everyone benefits from quality medical care.

Technology enabled HR Processes:

MyShalby, the digital platform of HRMS has transformed all HR processes in the company through advanced technology:

- **Digital Solution:** Automates payroll, recruitment, and performance management.
- **Cloud Platform:** Enables remote access and scalable HR operations.
- **Data Analytics:** Provides insights for better workforce decisions.
- **AI Enabled Employee Self-Service:** Portal offers for easy HR interaction.
- **Mobile Accessibility:** Allows on-the-go HR management.
- **LMS:** Digital learning solution for 24X7 learning for the workforce.

These innovations have optimized HR efficiency, enhanced employee experience, and support strategic business goals.

Diversity Management:

Diversity and inclusiveness are embedded deeply into our value system and operational strategy to strengthen our edge in the industry. A diverse talent pool is critical to our success as they bring in different perspectives and expertise that we need to cater to an equally diverse universe of patients.

Shalby practices has zero tolerance for discrimination or harassment on any grounds - caste, religion, gender, or other factors. We stand firm against infringement of the rights of indigenous communities during employment. We are an equal opportunity employer and there is no difference in the entry-level remuneration of men and women recruited for the same level.

Employee Engagement:

At Shalby, we value our team's commitment and connection to our mission. Engaged employees drive our success through their dedication to exceptional patient care and innovative contributions. As a responsible healthcare provider, we practice strong people values and encourages a friendly and stress free work environment, which enable all to emotionally connect with the vision and mission of the company. We foster a supportive culture with open communication, growth opportunities, and recognition for everyone's contributions. Together, we continue to build a vibrant Shalby community where each member thrives. Thank you for being a crucial part of our journey.

Employee Communication, ELITE-the Employee News Letter: Publishing our News Letter every quarter, ELITE showcases leadership messages, the outstanding achievements and contributions of our team members. It's a platform where we celebrate success, share inspiring stories, and recognize exceptional efforts that drive our organization forward.

Good to Great Monthly Town Hall meets: These meetings provide a forum for employee communication, team collaboration and brainstorming. They encourage innovative thinking, problem-solving, and continuous improvement initiatives aimed at taking our performance from good to great.

Quarterly Rewards and Recognition: At Shalby, we believe in acknowledging and appreciating the hard work and dedication of our employees. Our rewards and recognition programs highlight exemplary performance, reinforce our values, and motivate our team to strive for excellence.

Grievance Handling:

We underscore our commitment to effective grievance handling across the Shalby group. We recognize that addressing grievances promptly and fairly is essential to maintaining a positive work environment and fostering trust among our employees.

At Shalby, we have implemented robust grievance handling mechanisms that prioritize transparency, confidentiality, and impartiality. Our E-care module, dedicated to grievance handling, representing a significant advancement in our commitment to employee satisfaction and operational transparency. This sophisticated platform facilitates the seamless submission and systematic resolution of grievances, ensuring confidentiality and prompt attention to employee concerns. Through clear communication channels and dedicated grievance resolution teams, we ensure that every concern is heard and resolved with sensitivity and fairness.

Performance Management System:

Shalby Limited's annual report underscores the significance of our performance appraisal system in nurturing employee development and reinforcing organizational objectives. Our structured approach incorporates rigorous evaluations, constructive feedback channels, and meticulous goal-setting frameworks to uphold transparency and equity in performance assessment. By prioritizing continuous improvement and professional advancement, we empower our team members to deliver exemplary healthcare services while driving sustained organizational growth.

Our HRIS system serves as an online platform for PMS, enabling employees to track their Key Performance Indicators (KPIs) throughout the year. At the beginning of each year, employees collaborate with their supervisors to define their KPIs, which are then recorded in the system for easy access and reference. As the year progresses, the system allows for ongoing evaluation and monitoring of individual performance against these established KPIs. At the end of the year, a performance discussion takes place between employees and their respective supervisors, facilitated through the online KPI evaluation sheet within the system. Our PMS ensures transparency, accountability, and constructive feedback for all employees, contributing to their professional growth and overall organizational success.

HR Matrix:

We have instituted an HR review scorecard for all our Hospital Units to gauge and elevate organizational performance through strategic human resource management practices. This comprehensive framework meticulously aligns HR initiatives with corporate objectives, emphasizing critical metrics including employee engagement, talent acquisition efficacy, training outcomes, and retention metrics, monitoring HR compliance, managing attrition trends. By analysing these indicators, we refine HR strategies to bolster Shalby's commitment to delivering exemplary healthcare services, supported by a motivated and proficient workforce.

Employee Motivational Index (EMI):

The Employee Motivational Index Survey, inspired by the Gallup Employee Motivational survey, is a half-yearly employee satisfaction survey instrument which typically covers topics such as job satisfaction, understanding of company goals, relationships with colleagues and supervisors, opportunities for growth and development, and overall workplace conditions is a used to systematically assess satisfaction levels. In FY 2023-24, our employee engagement score was 4.3/5.

By measuring and analysing these factors, we strive to continuously refine our organizational culture and ensure that our employees remain motivated, productive, and dedicated to delivering outstanding healthcare services.

Learning & Development:

At Shalby, we are committed to enhancing employee capabilities through comprehensive training programs, career development opportunities, and a supportive work environment. This investment in our team empowers them to deliver exceptional care and service. By nurturing talent and promoting continuous learning, we keep our team at the forefront of healthcare excellence. Additionally, we recognize our responsibility to strengthen the broader ecosystem by ensuring the availability of skilled talent through a wide range of learning and training opportunities.

Key Employee Facts FY 2023-24

Clinical Workforce

51%
Male

54%
Female

Non-Clinical Workforce

75%
Male

31%
Female

42,100+
Clinical Training Hours

23,500+
Non-Clinical Training Hours

65,600+
Total Training Hours

The Gangotri: Learning Management Module offers online courses, workshops, and skill-building sessions to enhance clinical and administrative skills, empowering our employees to deliver exceptional healthcare and stay updated with industry advancements.

Dil Se Shalby Dil Se Connect: An initiative to connect with new joiners in their first 90 days, allowing them to share ideas, address problems, and identify training needs. This helps build trust between managers and their teams.

SCOELS - Shalby Centre of Excellence for Learning & Simulation: officially recognized as an American Heart Association International Training Site, specializes in providing training through Clinical and Behavioural simulations within a Hospital setup.

Information Technology

At Shalby, IT remains a pivotal focus area, ensuring the seamless operation of its hospitals and optimising patient care. The Company is dedicated to driving technological and digital initiatives to enhance both patient and doctor experiences. It has made significant strides in recent years, including the establishment of a digital team and laying a robust foundation to realise its digital vision. Through strategic IT deployment and technology adoption, the Company consistently enhances patient care by reengineering and streamlining processes. Leveraging insights gleaned from health information, Shalby designs patient-centric interventions, while synchronising business operations with cutting-edge technological tools to accelerate growth and improve profitability.

Cautionary Statement

The Management Discussion and Analysis may contain some statements describing the Company's views of the industry, objectives, projections, estimates or expectations, which may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those either expressed or implied in the Statement depending on various factors that could affect the Company's operations such as economic conditions affecting demand and/or price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws, monsoon, natural hazards and other statutes and incidental factors. The Company undertakes no responsibility to publicly amend, modify or revise any forward-looking statements, whether as a result of any subsequent developments, new information, future events, or otherwise.

Directors' Report

Dear Members,

Your Directors are pleased to present the Twentieth Annual Report on business and operations of the Company along with audited financial statements for the financial year ended March 31, 2024.

FINANCIAL PERFORMANCE SUMMARY

The summarized financial highlight is depicted below;

(₹ in million)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	8,296.83	7,080.17	9,337.49	8,049.21
Other Income	207.04	195.66	194.26	225.20
Total Expenditure (Except Finance cost & Depreciation/ Amortization)	6,521.13	5,660.61	7,567.08	6,681.77
Profit before Interest Depreciation and Tax	**1,982.74**	**1,615.21**	**1,964.67**	**1,592.64**
Finance Cost	28.86	31.01	160.33	91.32
Depreciation/Amortization	370.76	370.64	522.44	480.88
Exceptional Item	-	-	-	-
Profit Before Tax	**1,583.11**	**1,213.56**	**1,281.90**	**1,020.43**
Provision for Taxation (Inclusive of deferred tax)	544.66	405.48	446.93	343.66
Profit After Tax	**1,038.45**	**808.08**	**834.97**	**676.77**
Other comprehensive income	2.31	2.57	6.43	11.25
Total Comprehensive Income	1,040.76	810.65	841.40	688.02

PERFORMANCE OF THE COMPANY

During the year under review, the revenue from operations of the Company increased to ₹ 8,296.83 million as compared to ₹ 7,080.17 million in the previous year. The EBITDA for the year under review increased to ₹ 1,982.74 million as compared to ₹ 1,615.21 million in the previous year. Your Company has earned Profit after tax of ₹ 1,038.45 million as against ₹ 808.08 million in the previous year.

During the year under review, the consolidated revenue from operations increased to ₹ 9,337.49 million as compared to ₹ 8,049.21 million in the previous year. The consolidated EBITDA increased to ₹ 1,964.67 million from ₹ 1,592.64 million in the previous financial year.

DIVIDEND

The Board of Directors has recommended a dividend of ₹ 1.20 per equity share (i.e. 12%) of face value of ₹ 10/- each on the paid up share capital of the Company for financial year ended on March 31, 2024 aggregating to ₹ 129.61 million, which if declared, at the ensuing Annual General meeting scheduled on Thursday, September 26, 2024, will be paid to those shareholders whose names appear in the Register of members as at closing hours of business on Thursday, September 19, 2024 ('cut-off date'). In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership furnished by both depositories, NSDL and CDSL for this purpose.

The Register of Members and Share Transfer Books will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive).

DIVIDEND DISTRIBUTION POLICY

The Company has formulated a Dividend Distribution Policy which provides for the circumstances under which the members may / may not expect dividend, the financial parameters, internal and external factors, utilization of retained earnings, parameters regarding different classes of shares, etc. The provisions of this Policy are in line with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), and is amended from time to time.

TRANSFER TO RESERVES

The Board of Directors has not appropriated and transferred any amount out of profit to General Reserves and has decided to retain the entire amount in profit and Loss account.

BUSINESS & STRATEGY

Upcoming Projects

- **Nashik Project:** The Company had entered into a definitive O&M agreement with Samruddhi Hospital Pvt Ltd (developer) in the year 2014 for a period of 30 years. Under this arrangement, the developer will construct the hospital building and hand over to your company for investing equipment and technology with an estimated capex of ₹ 310 million to manage the hospital thereto. The project delayed due to the novel Covid-19 pandemic spread across the globe. The unit is yet to be handed over to the company after the construction.

- **Mumbai Project:** The Company is in the process of setting up a State of Art facility with 175 bed capacity in the heart of Mumbai, Santacruz. Your company had entered into a long revenue sharing agreement with the trust to manage the entire operations of hospital wherein the existing structure needs to be demolished completely and a new structure will be constructed with an estimated capex of ₹ 1,600 million. Due to ongoing novel Covid-19 pandemic spread across the globe, the project was delayed. The trust is yet to handover the property to Shalby, which is expected in FY25.

- **Franchise Business**

  Your company has rolled out a unique asset-light franchise business model under Shalby Orthopedics Centre of Excellence (SOCE) brand by leveraging it Orthopedic expertise of more than 30 years. In this process, your company has designed two operational models called Franchise owned Shalby Operated (FOSO), and Franchise owned Shalby Managed (FOSM). So far, we have operationalized 4 franchise units at Lucknow (FOSO), Zynova (FOSM), Gwalior (FOSM) and Ranchi (FOSM). In addition to that one more SOCE at Rajkot location will start its operation in FY2025. With all key strategies, the right people and leadership in place, we remain on course to capitalize our expertise and excellence in Orthopedics and aim to have over 40 SOCEs across India within the next 3-4 years.

- **Implant Business**

  The 4 different pillars that we are focusing on for the year of 2024-25

  Pillar 1 – Sales

  Sales in the US SAT is looking at coming on board to get to an 8Mn$ from the current number of 4.8Mn for the year that went by. We are looking at getting to this by onboarding more distributors, sales team as well as marketing efforts – We can talk about participating in large congresses, digital marketing, etc.

  OUS Sales – SAT is looking for another 8 Mn$ through the right products across SEA (Malaysia), LATAM (5 countries), Russia and other countries where re-imbursements are higher than India at this juncture.

  In SAT business, Capex for instruments will be needed for the same

  Pillar 2 – COGS reduction

  COGS – We are looking to end the year at a COGS of 50% over 80% across portfolio by improving efficiencies, shift times, process, new vendors and suppliers on boarded. This is a 8 to 12 month project but actions have already been taken and things have started to show up including the current quarter that went by.

  Pillar 3 – Capacity Increase and dual supply chain system

  Currently, we are dependent on 1 vendor/ supplier for every material and hence cost is high as well as business s affected when our supplier has issues – E.g.: Medimet, Lincotek, etc. Plan is to have a multi-vendor supply system with higher capacity contributing to our sales forecast as well. With higher volume commitments to double our sales, we have initiated and on boarded new vendors with lower COGS as well as increased capacity – This will also protect business continuity

  Pillar 4 – New Products – SAT team has to work for Today, next year and 2 years down the line – head of Engineering hired and the team is being built and also surgeons are being on boarded to support the new product initiatives.

  Split into 3 parts

  A. New Product launch from scratch – CKS Gold, Ambition, TUKS Gold – Expected to launch in 2024-25

  B. Improvements in the current system – Additional SKUS in current products, improving our instrument sets, huge growth in ASCs and hence creating a system to cater to the same, more sleek and improved instrumentation system – This will increase sales of our current products – Every new SKU still goes through a wear test and regulatory approval and is a 6-to-9-month project

C. New Design products to be initiated – Revision Knee, Revision Hip, Dual Mobility, Medial Knee – This project will take time frame of 2 to 3 years.

Sales grows up, COGS down and capacity built to drive growth – New Products are important to make sales grow from short term and long term. This will also put SAT in a good spot from an innovation stand point

CREDIT RATING

During the year under review, ICRA Limited has reaffirmed the long term credit ratings as ICRA A+ (Stable) on term loans and fund based facilities availed by the Company and the outlook on the long term rating is "Stable". This rating indicates adequate degree of safety regarding timely servicing of financial obligations and low credit risk.

SHARE CAPITAL

During the year under review, there is no change in the share capital of the Company. The authorized share capital of the Company stands at ₹ 1,177.50 million divided into 117,750,000 equity shares of ₹ 10 each. The issued, subscribed & paid up share capital of the Company stands at ₹ 1,080.10 million divided into 108,009,770 equity shares (including treasury shares) of ₹ 10 each.

SUBSIDIARIES AND ASSOCIATE COMPANIES

As on March 31, 2024, your Company has ten subsidiaries viz. Vrundavan Shalby Hospitals Limited, Shalby International Limited, Yogeshwar Healthcare Limited, Slaney Healthcare Pvt. Ltd., Shalby (Kenya) Limited, Mars Medical Devices Limited, Shalby Hospitals Mumbai Pvt. Ltd., Griffin Mediquip LLP, PK Healthcare Private Limited and Healers Hospital Private Limited.

During the last quarter of year under review, the Company has made strategic investment in PK Healthcare Private Limited (Sanar International Hospital) with an acquisition of 87.26% equity stake to accelerate its presence in Delhi/NCR region with a vision to scale up international business and also consolidate its presence in Northern part of India. PK Healthcare has one subsidiary namely Ningen Lifecare Pvt. Ltd. The Company also made strategic investment in Healers Hospital Private Limited with an acquisition of 100% equity stake. The said investment in continuation of our strategy to consolidate asset base for its acquisition of Sanar International Hospital at Gurugram.

Mars Medical Devices Limited has further two subsidiaries, namely Shalby Advanced Technologies, Inc. at Delaware, USA for manufacturing and supply of orthopedic implant, instruments, knee systems and hip systems for which company has acquired assets from Consensus Orthopaedics, California, USA and the second one is Shalby Global Technologies Pte Ltd. in Singapore, which are into trading business of said implants and other medical devices. Both these companies are step-down subsidiaries of Shalby Limited. Shalby Advanced Technologies Inc. USA has incorporated its Indian subsidiary namely Shalby Advanced Technologies India Pvt. Ltd. w.e.f. April 11, 2024.

As per Reg. 16 of the Listing Regulations, Mars Medical Devices Limited (unlisted wholly-owned Indian subsidiary) and Shalby Advanced Technologies Inc, USA (step-down foreign subsidiary) are material subsidiary companies. However, none of the subsidiaries is a significant material subsidiary.

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 ('the Act') and Regulation 34 of the Listing Regulations, the Consolidated Financial Statements form part of this Annual Report which shall also be laid before the ensuing Annual General Meeting of the Company for approval of members.

The Standalone and Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. A report on the performance and financial position of each of the subsidiaries and LLP as per the Act is provided as Annexure - A (AOC-1) which forms part of this Report. In accordance with Section 136 of the Act, the audited financial statements, including consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available at Investors Section under Annual Report tab at https://www.shalby.org/. The financial statements of the Company and subsidiary companies will be available for inspection by any shareholder(s) during working hours at the Company's corporate office and that of the respective subsidiary companies concerned.

AWARDS & RECOGNITIONS

During the financial year 2023-24, your company has been conferred with the following awards / accolades:

1. Medical Value Travel Awards in the category of Specialist

Hospital by FICCI

2. Award for achieving Speciality of the Year in Orthopaedic by MT India Healthcare Awards
3. Best Orthopaedic Hospital at National level by Economic Times
4. Asia's biggest Tourism Awards 2024 for best Medical Tourism Centre of Gujarat
5. Dr. Vikram Shah honored with Healthcare Personality of the Year Award by FICCI for his valuable contribution and exemplary work in healthcare sector.

ANNUAL RETURN (MGT-7)

Pursuant to section 92(3) read with section 134(3)(a) of the Companies Act, 2013, the draft Annual return of the Company as on March 31, 2024 is available on the Company's website.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013

Particulars of loans given, investments made, guarantees given and securities provided in the notes to the standalone financial statements forming part of this annual report.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTY U/S 188 OF THE COMPANIES ACT, 2013

All the related party transactions that were entered into during the financial year were on arm's length basis and your Company has taken approval of audit committee, Board of Directors and shareholders whenever applicable. Pursuant to Regulation 23 of the Listing Regulations, all related party transactions were placed before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions for their review and approval.

During the year under review, there was no material transactions carried out with any of the related parties in terms of regulation 23 of the Listing Regulations. The details of the related party transactions are provided in the Annexure - B (AOC - 2) pursuant to Section 134(3)(h) of the Act read with rule 8(2) of The Companies (Accounts) Rules, 2014. Your Company has formulated a policy on 'Related Party Transactions' which are in line with Listing Regulations and is amended from time to time. Your Company's policy on related party transactions is available on the website of the Company.

Your directors draw the attention of members to the notes to the financial statements which set out related party disclosures.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2024, your Company's board had seven members comprising of one executive director and six independent directors (including one woman independent director).

The details of Board and Committee composition, tenure of Directors, areas of expertise and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

During the financial year 2023-24, Mr. Sushobhan Dasgupta, Vice Chairman and Global President has retired on January 31, 2024 on account of superannuation. The shareholders, at the 19th Annual General Meeting held on August 14, 2023, have approved appointment of Mr. Vijay Kedia and Dr. Ashok Bhatia as Independent Directors for 5 years w.e.f May 18, 2023.

As on March 31, 2024, Dr. Vikram Shah, Chairman & Managing Director, Mr. Amit Pathak, Chief Financial Officer and Mr. Tushar Shah, Associate Vice President and Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Act.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16(1)(b) of the Listing Regulations and there has been no change in the circumstances which may affect their status as Independent Director during the year. They have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair their ability to discharge their duties with an objective independent judgment and without any external influence.

BOARD MEETINGS

The Board met six times during the year under review, on May 18, 2023, July 20, 2023, October 27, 2023, January 18, 2024, February 7, 2024 and March 12, 2024. The numbers of meetings and attendance of directors have been provided in the Report on Corporate Governance which forms part of Annual Report.

COMMITTEES

The Company has various committees which have been formed in compliance of provisions of the Act and the Listing Regulations and are in compliance with the provisions of relevant statutes.

The Board has constituted following committees.

i. Audit Committee
ii. Risk Management Committee.
iii. Stakeholder Relationship Committee
iv. Nomination and Remuneration Committee

v. Corporate Social Responsibility Committee

vi. Management Committee

The details with respect to the composition, powers, roles, terms of reference, numbers of committees along with their attendance etc. of respective Committees are provided in detail in the 'Report on Corporate Governance' which forms part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

POLICY ON APPOINTMENT AND REMUNERATION TO DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL

Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed briefly in the Corporate Governance Report, which forms part of this Annual Report. Your Company's Policy on remuneration for the Directors, Key Managerial Personnel and other employees and Company's policy in this regard includes, inter-alia, criteria for determining qualifications, positive attributes, independence of a director and other matters as required under sub-section (3) of Section 178 of the Act and is amended from time to time. The said policy is available on the website of the company.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company upholds the standards of governance and is compliant with the provisions of Corporate Governance as stipulated under the Listing Regulations. The Report on Corporate Governance for FY 2023-24, as per Regulation 34(3) read with Schedule V of the Listing Regulations forms a part of this Annual Report. The Certificate from Practicing Company Secretary confirming the compliance with the conditions of corporate governance as stipulated by Regulation 34(3) of the Listing Regulations is annexed to this Report.

In compliance with Corporate Governance requirements as per the Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management Personnel of the Company, who have affirmed the compliance thereto.

In terms of regulation 34 of the Listing Regulations as updated from time to time, the Management Discussion and Analysis Report on the Company's financial and operational performance, industry trends, business outlook and Initiatives and other material changes with respect to the Company and its subsidiaries, wherever applicable and CEO/CFO Certificates thereto, are presented in separate section which forms part of the Annual Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

In pursuance of Regulation 34 of the Listing Regulations, top 1000 companies based on market capitalization (calculated as on March 31 of every financial year) are required to prepare and enclose with its Annual Report, a Business Responsibility and Sustainability Report describing the initiatives taken by them from an environmental, social and governance perspectives. A separate report on Business Responsibility is annexed as part of the Annual Report.

PERFORMANCE EVALUATION OF BOARD AND ITS COMMITTEE

The criteria for performance evaluation and the statement indicating the manner in which formal annual evaluation has been made by the Board are given in the 'Report on Corporate Governance', which forms part of this Annual Report.

Pursuant to provisions of the Act and the Listing Regulations the Board has carried out an annual evaluation of its own performance, Board committees and individual directors in the manner prescribed in Performance Evaluation Policy.

DEPOSITS

During the year, the Company has not accepted any fixed deposits from the public as per provisions of the Act and Rules made there under. Hence, the disclosures as required under Companies (Accounts) Rules, 2014, are not applicable to your Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Act, your Directors hereby confirm that:

a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirement set out under Schedule III to the Act have been followed and there are no material departures from the same;

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) they had prepared the annual accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under The Companies (Accounts) Rules, 2014 is set out below;

(A) Conservation of Energy:

The operations of the Company are not energy-intensive. However, the following significant measures are being taken to reduce the energy consumption by using energy efficient equipment.

- Use of LED lights
- Occupancy sensors installation in toilets to avoid permanent illumination and save electrical consumption
- Proper thermal insulation to increase efficiency of HVAC system and thereby reducing energy consumption
- use windows and doors to provide good levels of natural ventilation in some areas within a hospital, allowing mechanical ventilation to be switched off or turned down to save energy
- Provide infrared controllers in water taps as they provide water only when required otherwise they switch off automatically and can save between 5% and 15% of water per tap per year
- Introduction of timer based operation of air handling units to reduce power consumption
- Energy optimization practices implemented in transformer operation
- VFD installation for AHU motor in a phased manner
- All lifts and OT AHUs are operated with VFD panels
- For recently commissioned units, building orientation has been so designed that helps to maximize use of Day Light and to reduce heat gain in order to reduce energy consumption.
- For recently commissioned units, the building is being constructed by using structural steel to reduce embedded energy and also to reduce the impact of construction activities to the neighborhood and environment and with STP and recycled water is being used for flushing and plant watering to reduce water usage.
- The glass used for facade in a number of facilities is double glazed and is energy efficient low emissivity type which helps in reducing solar beat gain co-efficient while improving the visibility.
- Rain water harvesting system installed at our greenfield recently completed projects to conserve natural resources
- HVAC temperature is being adjusted based on the seasonal temperature and particular clinical requirements, to reduce the power consumption.
- Disciplined SOP is being followed for routine maintenance on daily, weekly, monthly, and yearly basis, as required to keep the system installed in check and reduce consumptions of water and electricity.
- In case of modification or renovation, we maximize the usage of existing materials to conserve the natural resources.

There would not be a material financial implication of the said measures as energy costs comprise a very small portion of your company's total expenses.

(B) Technology absorption:

I. The effort made towards technology absorption;

Over the years, your Company has brought into the country the best technology available in healthcare to serve the patients better and to bring healthcare of international standard within the reach of every individual.

In order to promote indigenous technology absorption, the following equipment, inter alia, has been installed at our various units;

a) Anesthesia workstation

b) Triple Dome OT lights

c) Electric OT table with 10 functions for renal transplant

d) Single door auto clave machine

e) Fabrilator Machine

f) Biosafety Cabinet for Chemotherapy

g) Anesthesia Trolley

h) Baby Cradle with infant Bed

i) Blood bank equipment including Deep freezer, Blood bank refrigerator, Platelet agitator/incubator, Blood collection monitor and tube sealer, Donor couch compofuge

j) X-ray system;

k) Dialysis machine;

l) Ventilator;

m) CT scanning machines;

n) MRI scanning machines;

o) Ultrasound systems; and

p) Linac systems.

The benefit accrued due to this is primarily cost reduction from import substitution considering the impact of exchange rate fluctuation and revision of customs duty tariffs. The performance and quality of these equipment have been found to be quite satisfactory.

II. The Company has / has not imported any equipment during the year under review. However, Company is using latest medical equipment/machinery in its hospital units.

Apart from above, various other small equipment imported from overseas have been installed at various units of Shalby.

III. The expenditure incurred on Research and Development

₹ 0.48 mn. expenditure made on clinical trial during the financial year 2023-24.

(C) Foreign exchange earnings and expenditure:

(₹ in million)

	2023-24	2022-23
Earnings in Foreign Currency	60.71	54.11
CIF Value of Imports	-	-
Expenses in Foreign Currency	-	1.34

PARTICULARS OF EMPLOYEES & REMUNERATION

The details regarding ratio of remuneration of each director to the median employee's remuneration and other details as required in section 197(12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended herewith as Annexure - C.

The statement containing information as per provision of Section 197(12) read with Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in separate annexure forming part of this report. However, Annual Report is being sent without the said annexure. In terms of provisions of section 136 of the Act, the said annexure is open for inspection at the registered office of the Company during the office hours. Any member interested in obtaining the copy of the same may write to the Company Secretary at the Registered Office of the Company.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures. The Company has in place adequate internal financial controls in order to ensure that the financial statements of the Company depict a true and fair position of the business of the Company. The Company continuously monitors and looks for possible gaps in its processes and it devices and adopts improved controls wherever necessary.

INSURANCE

The Company's plants, properties, equipment and stocks are adequately insured against all major risks. The Company has also taken Directors' and Officers' Liability Insurance Policy to provide coverage against the liabilities arising on them.

RISK MANAGEMENT

The risks are measured, estimated and controlled with the objective to mitigate its adverse impact. Your company's fundamental approach to risk management includes, anticipate, identify and measure the risk. Your company has in place a mechanism to monitor and mitigate various risks associated with the business. The Company has adopted a Risk Management Policy which inter alia, sets out our approach towards risk assessment, risk management and risk monitoring, which is periodically reviewed by the Board.

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Vigil Mechanism and Whistle Blower Policy. The policy enables the employees to report genuine concerns to the management regarding instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or mismanagement, if any. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for strict confidentiality, adequate safeguards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board pertaining to whistle blower policy. The said Vigil Mechanism and Whistle-Blower Policy is on the website of the Company.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of Section 135 of the Act, your Company has constituted a CSR Committee, which comprises of Mrs. Sujana Shah, Chairperson, Dr. Umesh Menon, Member and Mr. Shyamal Joshi as its members as on March 31, 2024. The Company has also framed a Corporate Social Responsibility Policy in compliance with the provisions of the Act and is amended from time to time which is available on the website of the Company. The Annual Report on CSR activities outlining geographical areas for CSR activities, composition of CSR committee, amount of CSR fund expended etc. is annexed herewith as Annexure - D.

OTHER DISCLOSURES AND INFORMATION

1. **Employee Stock Options**

   The Company grants share-based benefits to eligible employees with a view to attracting and retaining the best talent, encouraging employees to align individual performances with Company's objectives, and promoting increased participation by them in the growth of the Company.

   Shalby Employee Stock Options Scheme-2021

   The Company has introduced Employee Stock Option Scheme-2021 for benefit of eligible employees as approved by the Shareholders on December 3, 2021 vide Special Resolution passed through Postal Ballot.

   The said scheme is implemented through Trust. During the year under review Company has granted stock options, the details of which are as under.

Opening balance of Outstanding Options as on April 1, 2023	Options Granted during FY 2023-24	Options Lapsed during FY 2023-24	Options Exercised during FY 2023-24	Closing balance of Active Options in force as on March 31, 2024
2,06,235	61,000	36,000	1,02,735	1,28,500

   None of the employees has been granted Employee Stock Options exceeding 1% of the issued capital as on the date of grant during the year.

   The details of the ESOP Scheme-2021, including terms of reference, and the requirement specified under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are attached in Annexure – E.

2. **Anti-sexual Harassment of Women at workplace**

   Your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace under the provisions of Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act 2013 and rules framed thereunder. The Company has anti Sexual harassment Committee to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, no complaint has been received and there were no complaints pending at March 31, 2024.

3. **Significant or Material Orders passed by the Authority**

   No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status of the Company and its future operations.

AUDITORS

Statutory Auditors & Auditors' Report

During the year under review, the Statutory Auditors, M/s. T. R. Chadha & Co., LLP, Chartered Accountants, Ahmedabad has been re-appointed for second term as approved by Shareholders in 19th Annual General Meeting held on August 14, 2023, for the period of 5 years from the conclusion of 19th Annual General Meeting till conclusion of 24th Annual General Meeting.

The Statutory Auditor's comment on your company's account for the year ended March 31, 2024 are self-explanatory in nature and do not require any explanation. The Auditors Report does not Contain any qualification or adverse remarks.

Internal auditor

M/s. PricewaterhouseCoopers Services LLP, New Delhi is the Internal Auditors to conduct internal audit as per agreed scope of work pursuant to the provision of section 138 of the Act read with Companies (Accounts) Rules, 2014. Internal Auditors present their quarterly report in every meeting of Audit Committee.

Cost auditors

Pursuant to the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, M/s. Borad Sanjay B & Associates, Ahmedabad has been appointed as Cost Auditors by the Board of Directors on the recommendation of Audit Committee, for audit of cost records for the year ended on March 31, 2024 and their remuneration was ratified by members at the 19th Annual General meeting of the Company.

Your Company has received consent along with confirmation from M/s. Borad Sanjay B & Associates that the appointment is in accordance with the applicable provisions of the Act and Rules framed thereunder and they do not hold any disqualification under the provisions of the Act for their appointment for FY 2024-25. The Board of Directors of the Company reappointed M/s. Borad Sanjay B & Associates for audit of cost records for the year ended on March 31, 2025 at a remuneration of ₹ 1,10,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred, if any, in connection with the cost audit. The Board of Directors of the Company recommended the members for their ratification. The Company has maintained cost account and records as specified by Central Government under Section 148(1) of the Act, read with Rule 8 of Companies (Accounts) Rule, 2014.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s. Chintan I Patel & Associates, Practicing Company Secretaries, Ahmedabad (Mem No. F12315, PCS No. 20103) to conduct the Secretarial Audit of the Company for the year ended March 31, 2024. The Secretarial Audit Report for the FY 2023-24 is annexed to this Report as Annexure – F. The Company has appointed them to conduct Secretarial Audit for FY 2024-25.

As per the requirements of the Listing Regulations, Practicing Company Secretary of one material Indian subsidiary of the Company i.e. Mars Medical Devices Limited have undertaken secretarial audit for FY 2023-24. The said material Indian subsidiary of the Company has appointed M/s. Chintan I Patel & Associates, Practicing Company Secretaries, (Mem No. F12315, PCS No. 20103 to conduct the Secretarial Audit for FY 2024-25. The said Secretarial Audit Report confirms that the said material subsidiary has complied with the provisions of the Act, Rules, Regulations and Guidelines and that there were no deviations or non-compliances. As required under Regulation 24A of the Listing Regulations, the said Secretarial Audit Report of said material unlisted subsidiary is attached herewith in Annexure – G.

There are no qualifications or reservations on adverse remarks or disclaimer in the said Secretarial Audit Report. Your Company has also obtained certificate from the secretarial auditor certifying that none of the directors of our Company has been debarred or disqualified from being continuing as directors of the Company by SEBI, Ministry of Corporate Affairs or such similar statutory authority. The said certificate has been annexed as Annexure – H to the Directors' Report.

Report of Auditor(s) on instances of Fraud

During the year, none of the Auditors have reported any instances of fraud committed against your company by its officers or employees to the Audit Committee or to the Board, under Section 143(12) of the Act and therefore, no detail is required to be disclosed pursuant to provisions of the Act.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the whole hearted support and contribution made by all Doctors, nursing/paramedics, bankers, Government Authorities, auditors and shareholders during the year under review. Your Directors express their deep sense of appreciation and extend their sincere thanks to every employee at all level for their dedicated services and look forward their continued support.

CAUTIONARY STATEMENT

The Board's Report and Management Discussion & Analysis may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein. The Company is not obliged to update any such forward looking statements. Some important factors that could influence the Company's operations comprise economic developments, pricing and demand and supply conditions in global and domestic markets, changes in government regulations, tax laws, litigation and industrial relations.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

DR. VIKRAM I. SHAH
Chairman & Managing Director
DIN : 00011653

Date : May 28, 2024
Place: Ahmedabad

Annxure - A

FORM NO. AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing silent features of the financial statement of subsidiaries/associate companies/joint ventures

Part - A: Subsidiaries

(₹ in million except Exchange Rate)

Name of Subsidiary	Griffin Mediquip LLP	Vrundavan Shalby Hospitals Limited	Shalby International Limited	Yogeshwar Healthcare Limited	Shalby Hospitals Mumbai Private Limited	Mars Medical Devices Limited	Slaney Healthcare Private Limited	Shalby Kenya Limited	Shalby Global Technologies Pte. Ltd.	Shalby Advanced Technologies Inc.	PK Healthcare Private Limited	Ningen Lifecare Private Limited	Healers Hospital Private Limited
Date from which it became subsidiary	23-Jul-12	12-Aug-11	5-Sep-12	11-Oct-12	10-Dec-20	3-Apr-20	5-Sep-20	9-Jun-11	3-May-21	23-Mar-21	25-Jan-24	25-Jan-24	15-Mar-24
Financial year ended	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24	31-Mar-24
Country	India	India	India	India	India	India	India	Kenya	Singapore	USA	India	India	India
Reporting Currency	₹	₹	₹	₹	₹	₹	₹	KSH	SGD	USD	₹	₹	₹
Exchange Rate	1.00	1.00	1.00	1.00	1.00	1.00	1.00	0.63	61.75	83.41	1.00	1.00	1.00
Share Capital / Partners' Capital*	17.44	115.81	0.50	7.35	0.10	500.00	0.10	0.06	86.21	543.57	1,366.14	0.10	20.00
Reserves and Surplus	-	(3.18)	(0.13)	(6.43)	(0.01)	(46.78)	44.12	(0.86)	(106.31)	(368.52)	(777.33)	(0.13)	1,031.13
Total Assets	116.23	114.04	0.41	0.97	0.13	2,155.57	83.02	12.80	16.59	2,781.84	2,138.52	0.01	1,051.50
Total Liabilities	98.79	1.40	0.04	0.04	0.04	1,702.35	38.80	13.60	36.69	2,606.79	1,549.72	0.04	0.37
Turnover/Total Income	460.62	28.53	0.14	0.92	0.15	156.74	290.45	13.01	14.49	786.02	159.58	0.13	1.30
Profit / (Loss) Before Tax	3.55	23.03	0.09	0.87	0.11	(32.61)	15.38	10.38	(32.60)	(226.81)	(62.41)	0.12	1.16
Tax Expense / (Credit)	1.14	6.22	-	-	-	(5.55)	2.96	3.17	-	(87.69)	(18.21)	-	0.23
Profit / (Loss) after tax	2.41	16.81	0.09	0.87	0.11	(27.06)	12.42	7.21	(32.60)	(139.12)	(44.20)	0.12	0.93
Proposed dividend and tax thereon	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments (except in case of investment in the subsidiaries)	-	15.09	-	-	-	1.52	-	-	-	-	-	-	-
% of shareholding	95.00	100.00	100.00	94.68	100.00	100.00	100.00	100.00	99.33	100.00	87.26	87.26	100.00

* excluding Preference Shares / Preferred Stock

Notes:

1. Shalby Advanced Technologies, Inc is 100% subsidiary and Shalby Global Technologies Pte. Ltd, is 99.33% subsidiary of Company's subsidiary Mars Medical Devices Limited
2. There are no subsidiaries, which are yet to commence its operations.
3. There were no subsidiaries, which have been liquidated or sold during the year

Part - A: Associates and Joint Venture: Nil

For and on behalf of the Board

Dr. Vikram Shah
Chairman and Managing Director
(DIN: 00011653)

Annexure B

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of material contracts or arrangement or transactions not at arm's length basis for FY 2023-24 :** Nil
2. **Details of material contracts or arrangement or transactions at arm's length basis for FY 2023-24**

Sr.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the Ordinary / Special resolution was passed in general meeting as required under first proviso to section 188
1	Dr. Vikram I Shah, Chairman & Managing Director of the Company	Lease Agreement	10 Years	The land on which SG Shalby is situated leased to the Company by Dr Vikram Shah for a period of ten years ending February 28, 2027 at a monthly lease rental of ₹ 5 lacs plus taxes etc.	As Shalby Limited is the flagship company of the group and largely responsible for the value attributed to the group, the Individual Promoter, Dr Vikram Shah, decided to extend the leasehold to the Company for a consideration that may be lower than the arm's length price for comparable leased properties.	20/12/2016	NA	06/02/2017
2	Shalby Orthopedic Hospital & Research Centre, Dr Vikram Shah is a partner of Shalby Orthopaedic Hospital and Research Centre, and is a CMD and KMP of the Company.	Lease Agreement	10 Years	Shalby Orthopaedic Hospital and Research Centre has leased the land and building to the Company for a period of ten years ending on February 28, 2027 at a monthly lease rental of ₹ 50,000 plus taxes etc.	As Shalby Limited is the flagship company of the group and largely responsible for the value attributed to the group, the Individual Promoters, being partners of Shalby Orthopaedic Hospital and Research Centre, decided to extend the leasehold to the Company for a consideration that may be lower than the arm's length price for comparable leased properties.	20/12/2016	NA	06/02/2017

Sr.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the Ordinary / Special resolution was passed in general meeting as required under first proviso to section 188
3	Dr. Vikram I Shah, Chairman & Managing Director of the Company	Lease Agreement	30 Years	Higher of: (a) A guaranteed minimum monthly rental of ₹ 100,000; and (b) A revenue sharing of 2.5% of the gross revenue received and / or generated by Shalby Naroda, and booked on the credit side of profit and loss accounts, in the books of accounts of the Company.	Dr Vikram Shah and Mr Uday Bhatt have leased the land on which Shalby Naroda is situated to the Company for a period of thirty years. As Shalby Limited is the flagship company of the group and largely responsible for the value attributed to the group, the Individual Promoter, Dr Vikram Shah, decided to extend the leasehold to the Company for a consideration that may be lower than the arm's length price for comparable leased properties.	20/12/2016	NA	06/02/2017

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the Contracts or arrangements or transactions including value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:	Date on which Ordinary resolution was passed in general meeting u/s 188(1)
Professional fees							
1	Dr. Vikram I Shah, KMP	Professional Fees	10 Years w.e.f. 05/02/2014 and 1 year w.e.f. 05/02/2024	Professional fee payable for SG & Krishna unit: 70% of OPD income	05/02/2014 28/01/2016 07/05/2018 02/02/2022 17/01/2023 07/02/2024	NA	NA
2	Dr. Darshini V. Shah, Relative of KMP	Professional Fees	10 Years w.e.f. 05/02/2014 and 10 Years w.e.f. 05/02/2024	Professional fee reduced w.e.f. 01/04/2018 for remaining period of tenure and payable 1) For SG Shalby 50% of total dental Income & 2) For Vijay and Krishna Shalby units 30% of dental income. and Professional fee payable 1) For SG Shalby unit 70% of total dental Income & 2) For Vijay and Krishna Shalby units 30% of dental income.	05/02/2014 07/05/2018 07/02/2024	NA	NA

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the Contracts or arrangements or transactions including value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:	Date on which Ordinary resolution was passed in general meeting u/s 188(1)
Commission							
1	Zodiac Mediquip Limited, Promoter Company	Commission	2 years upto 31/03/2024	Commission of 50% of OPD fees for patients consulted by Shalby specialist at Mumbai premises owned by Zodiac Mediquip Limited.	02/02/2022	NA	NA
Rent Expenses/Income							
1	Zodiac Mediquip Limited, Promoter Company	Guest House expenses	2 years upto 31/03/2024	Rent of ₹ 1500/- per day per guest for using Ahmedabad premises at Parth Bunglows as Guest House, which is owned by Zodiac Mediquip Limited.	02/02/2022	NA	NA
2	Griffin Mediquip LLP, Subsidiary	Rent Income	11 Months & 29 Days w.e.f. (01/09/2022 & 01/08/2023)	Rent income for using Company's premises at Indore, Krishna, Jabalpur and Mohali.	26/07/2022 20/07/2023	NA	NA
3	Vrundavan Shalby Hospitals Limited, Subsidiary	Rent Income	5 years upto 05/02/2028	Monthly rent of ₹ 25,000 for using Company's premises at SG	17/01/2023	NA	NA
Purchase or sale of Medical, Material and Consumables							
1	Griffin Mediquip LLP, Subsidiary	Purchase of medical material and consumables	1 year upto 30/06/2023 and 30/06/2024	Agreement dated 01/07/2022 and 01/07/2023 for Purchase of medical material and consumables	02/02/2022 20/07/2023	NA	NA
Appointent to any office or place of profit							
1	Mr. Shanay Shah, Relative of KMP	Appointment to the office/place of profit	5 years upto 04/10/2024	Appointment as President for 5 years wef October 5, 2019.	25/05/2019	NA	NA

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

DR. VIKRAM I. SHAH
Chairman & Managing Director
(DIN : 00011653)

Date : May 28, 2024
Place: Ahmedabad

Annexure - C

Disclosure required in Board's Report pursuant to Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr	Particulars			Details
1	**Median Remuneration of employees for FY 2023-24**			₹ 185,355
2	**Ratio of remuneration of each director to the median remuneration of employees of the company for FY 2023-24**			Ratio
	a.	Dr. Vikram Shah		N.A., since not drawing any salary
	b.	Mr. Sushobhan Dasgupta (resigned w.e.f. January 31, 2024)		N.A., since not drawing any salary
	c.	Mr. Shyamal Joshi		1.39
	d.	Dr. Umesh Menon		1.42
	e.	Mr. Tej Malhotra		1.38
	f.	Dr. Ashok Bhatia		1.31
	g.	Mrs. Sujana Shah		1.34
	h.	Mr. Vijay Kedia		Not comparable, since joined for a part of previous financial year 2022-23
3	**Percentage increase in remuneration of each director, CFO, CEO & CS in financial year 2023-24**			**% increase in FY 2023-24 as compared to FY 2022-23**
	Directors			
	a.	Dr. Vikram Shah, Chairman and Managing Director		N.A., since not drawing any salary
	b.	Mr. Sushobhan Dasgupta, Non-Executive Director (resigned w.e.f. January 31, 2024)		N.A., since not drawing any salary
	c.	Mr. Shyamal Joshi, Non-Executive Director		39.29%
	d.	Dr. Umesh Menon, Non-Executive & Independent Director		42.31%
	e.	Mr. Tej Malhotra, Non-Executive & Independent Director		38.10%
	f.	Dr. Ashok Bhatia, Non-Executive & Independent Director		31.25%
	g.	Mrs. Sujana Shah, Non-Executive & Independent Director		34.62%
	h.	Mr. Vijay Kedia		Not comparable, since joined for a part of previous financial year (FY 2022-23)
		a.	Mr. Venkat Parasuraman, Chief Financial Officer (upto 18-05-2023)	Not comparable, since joined for part of 2023-24
		b.	Mr. Tushar Shah, AVP & Company Secretary	10.46%
		c.	Mr. Amit Pathak, Chief Financial Officer (w.e.f. 19-05-2023)	Not comparable, since joined for part of 2023-24
4	**Percentage increase in median remuneration of employees in the financial year 2023-24**			7.05%
5	**Number of permanent employees on roll of the company as on 31-03-2024**			2853
6	**average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**			10.10%
7	**Affirmation:** It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company			

Annexure - D

CSR Annual Report for financial year 2023-24

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken:**

The objective of the CSR policy (the "Policy") of the Company is to lay down the guiding principles for selection, implementation, monitoring and evaluation of CSR activities as well as formulation of the Annual Action Plan, for ensuring growth and advancement of society. To meet its goals, the Company drives its Corporate Social Responsibility agenda through Foundation / Trust registered with Ministry of Corporate Affairs under the Companies Act, 2013 and Rules made thereunder, and under Sections 12A and 80G of the Income Tax Act, 1961.

The major focus areas where special Community Development programs would be run are:

- Promoting Health care including Preventive Health care through awareness programs, health check-ups, free or concessional Medical Camps, provision of medicine & treatment facilities, providing pre natal & post natal healthcare facilities, prevention of female foeticide through awareness creation, program for preventing diseases and building immunity.
- Enhancing educational facilities to unlock the creative potential and talent of children and enhancing vocational skill development program and promoting education.
- The company may undertake projects or programs or activities aimed at Promoting health hygiene among underprivileged communities by providing free or subsidized medicine, clinical laboratory facilities, free or concessional treatments at hospitals, setting up of medical and diagnostic camps, projects
- Company may undertake projects or programs or activities for the protection of elderly citizens by establishing, funding or otherwise supporting old age homes and day care facilities including medical aid.

2. **Composition of CSR Committee:**

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Sujana Shah	Chairperson Independent Director	1	1
2	Mr. Shyamal Joshi	Independent Director Member	1	1
3	Dr. Umesh Menon	Independent Director Member	1	1

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

https://www.shalby.org/wp-content/uploads/2017/10/Corporate-Social-Responsibility-CSR-Policy-v3.pdf

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).**

Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

(₹ in Million)

Sr. No.	Financial Year	Amount available for set-off for succeeding financial years (₹)	Amount required to be set-off for the financial year, if any (₹)
1	2021-22	0.05	-
2	2022-23	2.43	2.10
3	2023-24	2.72	2.43
	Total	**5.20**	**4.53**

6. Average net profit of the company as per section 135(5): ₹ 941.52 Million

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 18.83 Million

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: ₹ 2.43 Million

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 16.40 Million

8. (a) CSR amount spent or unspent for the financial year 2023-24

Total Amount Spent for the Financial Year	Amount Unspent (₹ in Million)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NA	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No).	Location of the project		Project duration	Amount allocated for the project (in Million)	Amount spent in the current financial Year (in Million)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Million)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number.
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in million)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration number
1.	Promoting social and economic welfare or upliftment of the public	Eradicating hunger, poverty and malnutrition and empowering women	Yes	Gujarat	Ahmedabad	12.60	No	Arya Foundation	CSR00032202
2	Promoting social and economic welfare or upliftment of the public	Women Empowerment, Healthcare	No	Gujarat	Ahmedabad	9.00	No	Raginiben Bipinchandra Seva Karya Trust	CSR00012645
	Total					**21.60**			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 21.60 Million

(g) Excess amount for set off, if any: ₹ 2.43 Million

Sr. No.	Particular	Amount (₹ in million)
(i)	Amount available for set-off from earlier year	2.43
(ii)	Two percent of average net profit of the company as per section 135(5)	18.83
(iii)	Total amount spent for the Financial Year	21.60
(iv)	Excess amount spent for the financial year [(iii)+(i)-(ii)]	5.20
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(vi)	Amount available for set off in succeeding financial years	5.20

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed /Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of CSR Committee and the Board

Place: Ahmedabad
Date: May 28, 2024

Sujana Shah
(DIN: 08100410)
Chairperson of CSR Committee

Dr. Vikram Shah
(DIN: 00011653)
Chairman and Managing Director

Annexure - E

DISCLOSURE PURSUANT TO REGULATION 14 OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("SEBI SBEB REGULATIONS") FOR THE FINANCIAL YEAR 2023-24:

EMPLOYEE STOCK OPTION PLAN AND THE SCHEME:

The Company has implemented the "Shalby Limited Employee Stock Options Scheme - 2021 (the "Shalby ESOP Scheme 2021") in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations, 2021, which was approved by the Shareholders via Postal ballot dated December 3, 2021.

Under Shalby ESOP Scheme 2021, total 1,000,250 (One million two hundred fifty only) Options were authorized for issuance for the benefit of the eligible employees.

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time:

The disclosure is provided in note no. 49 to the Standalone Financial Statements of the Company for the financial year ended March 31, 2024.

B. Diluted EPS on issue of shares: ₹ 9.43

C. Details relating to Employee Stock Option Scheme (ESOS):

i. A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS

Sr. No.	Particular	Shalby ESOP Scheme 2021
a	Date of shareholders' approval	December 3, 2021
b	Total number of options approved under ESOS	1,000,250
c	Vesting requirements	ESOPs will vest not earlier than 1 (One) year and not more than 3 (Three) years from the grant date
d	Exercise price or pricing formula	As per provisions of the Shalby ESOP Scheme 2021 the Exercise Price of the Option shall be determined by the Committee as 1. In case shares acquired by the trust from secondary market, then exercise price will be average purchase price or market price 2. In case shares acquired by the trust is from fresh allotment, then exercise price will be market price The Committee has power to provide discount or charge premium on such price arrived, however, it will not go below the face value of the shares.
e	Maximum term of options granted	Options granted under Shalby ESOP Scheme 2021 would vest subject to maximum period of 2 (two) years from the date of grant of such options and all vested options to be exercised within a period of 1 year from vesting date.
f	Source of shares (primary, secondary or combination)	Secondary
g	Variation in terms of options	No variation

ii. Method used to account for ESOS: Fair value basis based on Black Scholes Method

iii. Where the company opts for expensing of the options using the intrinsic value

a	the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed	N.A.
g	The impact of this difference on profits and on EPS of the company shall also be disclosed.	N.A.

iv. Option movement during the year (For each ESOS):

a	Number of options outstanding at the beginning of the period	2,06,235
b	Number of options granted during the year	61,000
c	Number of options forfeited / lapsed during the year	36,000
d	Number of options vested during the year	1,02,735
e	Number of options exercised during the year	1,02,735
f	Number of shares arising as a result of exercise of options	1,02,735
g	Money realized by exercise of options (INR), if scheme is implemented directly by the company	N.A.
h	Loan repaid by the Trust during the year from exercise price received	₹ 1.76 mn.
i	Number of options outstanding at the end of the year	1,28,500
j	Number of options exercisable at the end of the year	Nil (vesting period will start in FY 2024-25 for all outstanding options)

v. Weighted-average exercise prices and weighted-average fair values of options.

	Year ended March 31, 2024
Weighted-average exercise price	₹ 10
weighted-average fair value of options	₹ 172.06

vi. Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to

		Name	Designation	Number of Options granted	Exercise Price in ₹
(a)	Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Deepak Anand	Global Chief Business Officer	7,000	10/-
		Amit Pathak	Chief Financial Officer	6,000	10/-
		Dr. Nishita Shukla	Group Chief Operating Officer	3,000	10/-
		Babu Thomas	Chief Human Resource Officer	3,000	10/-
		Viral Shah	Deputy General Manager	3,000	10/-
		Raju Laik	Chief Information Officer	1,000	10/-
		Tushar Shah	Associate Vice President & Company Secretary	1,000	10/-
(b)	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;	Not Applicable			
(c)	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Not Applicable			

vii. vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

a	**Significant Assumptions**			
	Weighted-average values of share as on March 31, 2024	₹ 232.79		
	Exercise price	₹ 10		
		12-07-2023	**27-10-2023**	**07-02-2024**
	Expected volatility	37.24%	43.13%	43.57%
	Expected dividends	0%	0%	0%
	Risk-free interest rate	7.12%	7.35%	7.07%
	Any other inputs to the model	None	None	None
b	the method used and the assumptions made to incorporate the effects of expected early exercise;	Early exercise of option is not available		
c	how expected volatility was determined including an explanation of the extent to which expected volatility was based on historical volatility; and	Expected volatility during the term of the stock options is based on historical volatility of the observed market prices of the Company's publicly traded equity shares during a period equivalent to the expected term of the options. Expected volatility have been modelled based on historical movements in the market prices of their publicly traded equity shares during a period equivalent to the expected term of the options.		
d	whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	None		

Disclosures in respect of grants made in three years prior to IPO under each ESOS

Not Applicable

Details related to Trust

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

(i) General information on all schemes

S. No.	Particulars	Details
(a)	Name of the Trust	Shalby Limited Employees Welfare Trust
(b)	Details of the Trustee(s)	Mr. Divyakant Kansara Mr. Nareshkumar ShankarJi Rebari Mr. Nayan Parmar
(c)	Amount of loan disbursed by company / any company in the group, during the year	Nil
(d)	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	₹ 73.04 million
(e)	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
(f)	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

S. No.	Particulars	Details
(a)	Number of shares held at the beginning of the year	700,000
(b)	Number of shares acquired during the year through • primary issuance	Nil
	• secondary acquisition Number of shares acquired during the year	Nil
	• Percentage of paid up equity capital as at the end of the previous financial year	0.65%
	• Weighted average cost of acquisition per share (acquired in FY 2022-23)	₹ 107.75
(c)	Number of shares transferred to the employees / sold along with the purpose thereof	102,735
(d)	Number of shares held at the end of the year	597,265

(iii) In case of secondary acquisition of shares by the Trust

Number of Shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year (i.e. March 31, 2023)
Held at the beginning of the year (as on April 1, 2023)	700,000 (0.65%)
Acquired during the year (FY 2023-24)	Nil
Sold during the year (FY 2023-24)	Nil
Transferred to the employees during the year (FY 2023-24) upon Exercise	102,735
Held at the end of the year (as on March 31, 2024)	597,265 (0.55%)

Annexure - F

FORM NO. MR-3

Secretarial Audit Report

(For the financial year ended 31st March, 2024)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members
SHALBY LIMITED
Opp: Karnawati Club,
Sarkhej Gandhinagar Highway, Nr. Prahladnagar Garden,
Ahmedabad-380 015, Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHALBY LIMITED** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions as applicable to the Company during the period of audit:

I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
4. The Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
5. The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; (Not applicable for the period under review);
6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable for the period under review);
8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable for the period under review);
9. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable for the period under review)
10. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

VI. Other Laws those are applicable specifically to the Company:

1. INDUSTRY SPECIFIC REGULATIONS

a) Atomic Energy (Radiation Protection) Rules, 2004

b) Atomic Energy Act, 1962 and Atomic Energy (Radiation Protection) Rules, 2004

c) Birth and Death and Marriage Registrations Act, 1886

d) Blood Bank Regulations under Drugs and Cosmetics Act, 1940 & NACO Guidelines.

e) Central Government Health Scheme, 1954

f) Clinical Establishments (Registration & Regulation) Act, 2010

g) Consumer Protection Act, 1986

h) Drugs and Cosmetics Act, 1940 and Rules, 1945

i) Epidemic Diseases Act, 2020

j) Ethical Guidelines for Biomedical Research on Human participants, 2006

k) Excise Permit (For Storage of Spirit) under Central Excise Act, 1956

l) Gas Cylinder Rules, 2016

m) Good Samaritans Notification 2015

n) Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002 ("IMC Regulations")

o) Indian Medical Council Act, 1956 ("IMC Act").

p) Madhya Pradesh Upcharyagriha Tatha Rujopchar Sambandhi Sthapanaye (Registrikarantatha Anugyapan) Adhiniyam, 1973 ("MP Nursing Home Act")

q) Medical Termination of Pregnancy Act, 1971

r) Medical Termination of Pregnancy Regulations, 2021

s) Mental Healthcare Act, 2017

t) Narcotic Drugs and Psychotropic Substances Rules, 1985

u) National Medical Commission Act, 2019

v) Pharmacy Act, 1948

w) Pharmacy Council of India (Pharmacy Practice Regulations, 2015 and 2021)

x) Poisons Act, 1919

y) Pre-Conception and Pre-Natal Diagnostic Techniques Act, 1994

z) Pre-Conception and Prenatal Diagnostic Techniques, Prohibition of Sex Selection Rules, 1996 and 2014

aa) Prevention of Illicit Traffic in Narcotics Drugs Act, 1988

ab) Prohibition of Smoking Act, 2008

ac) Radiation Surveillance Procedures for Medical Application of Radiation 1989

ad) Safety Code for Medical Diagnostic X-Ray Equipment and Installation, 2001

ae) The Clinical Establishments (Registration and Regulation) Act, 2010

af) The Dentists Act, 1948

ag) The Gujarat emergency Medical Services Act. 2007

ah) The Indian Nursing Council Act, 1947

ai) The National Commission for Allied and Healthcare Professions Act, 2021

aj) The Pharmacy Act, 1948

ak) The Static and Mobile Pressure Vessels (Unfired) Rules, 2016

al) Transplantation of Human Organs and Tissues Act, 1994

am) Transplantation of Human Organs and Tissues Rules, 1995 and 2014

2. FOOD SAFETY REGULATIONS

a) Food Safety and Standards Act, 2006

b) Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011

3. ENVIRONMENT REGULATIONS

a) Environment (Protection) Act, 1986

b) Water (Prevention and Control of Pollution) Act, 1974

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

d) Air (Prevention and Control of Pollution) Act, 1981

e) Biomedical Waste Management Rules, 2016

f) Hazardous & other Wastes (Management & Transboundary Movement) Rules, 2016

4. HUMAN RESOURCE RELATED REGULATIONS

a) Contract Labour (Regulation & Abolition) Act, 1970

b) Employees Compensation Act, 1923

c) Employees' Provident Funds and Miscellaneous Provisions Act, 1952

d) Employees' State Insurance Act, 1948;

e) Equal Remuneration Act, 1976;

f) The Maternity Benefit Act, 1961;

g) Minimum Wages Act, 1948;

h) Payment of Bonus Act, 1965;

i) Payment of Gratuity Act, 1972;

j) Payment of Wages Act, 1936;

k) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

l) Shops and Commercial Establishments Act

I have also examined compliance with the applicable Clauses of the Following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India;

b) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Listing Agreements entered in to by the Company with Stock exchange(s).

During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

During the year, the Company has passed following Special Resolutions through Annual General Meeting and Postal Ballot for seeking approval of Members:

1. Appointment of Dr. Ashok Bhatia (DIN:02090239) as an Independent Director w.e.f. May 18, 2023

2. Appointment of Mr. Vijay Kedia (DIN:00230480) as an Independent Director from May 18, 2023

3. Authorization under Section 186 of the Companies Act, 2013

I further report that during the Audit period there were no specific events/actions having a major bearing on company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For, Chintan I Patel & Associates

Chintan Patel
Practicing Company Secretary
Mem no. F12315 |C.O.P. No. 20103
Peer Review No. 1755/2022
UDIN: F012315F000456462

Place: Ahmedabad
Date: May 28, 2024

APPENDIX- A

To,
The Members
SHALBY LIMITED
Opp: Karnawati Club,
Sarkhej Gandhinagar Highway, Nr. Prahladnagar Gardern,
Ahmedabad-380 015, Gujarat

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our Report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Chintan I Patel & Associates

Chintan Patel
Practicing Company Secretary
Mem no. F12315 |C.O.P. No. 20103
Peer Review No. 1755/2022
UDIN: F012315F000456462

Place: Ahmedabad
Date: May 28, 2024

Annexure - G

FORM NO. MR-3

Secretarial Audit Report

(For the financial year ended 31st March, 2024)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members
MARS MEDICAL DEVICES LIMITED
Opp: Karnawati Club, Sarkhej Gandhinagar Highway,
Nr. Prahladnagar Garden, Ahmedabad-380 015, Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MARS MEDICAL DEVICES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions as applicable to the Company during the period of audit:

I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; **(Not applicable for the period under review)**

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable for the period under review)**
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable for the period under review)**
3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review)**
4. The Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the period under review)**
5. The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **(Not applicable for the period under review)**
6. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable for the period under review)**
8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable for the period under review)**

9. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the period under review)**

10. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **(Not applicable for the period under review)**

VI. Other Laws those are applicable specifically to the Company:

1. INDUSTRY SPECIFIC REGULATIONS

a) Drugs and Cosmetic Act, 1940.

b) Drugs and Cosmetic Rules, 1945

c) Medical Devices Rules, 2017

d) Guidelines and Regulations issued by Central Drugs Standard Control Organization

e) Bureau of Indian Standards

f) Indian Medical Device Rules (IMDR), 2020

g) The Gujarat emergency Medical Services Act, 2007

2. HUMAN RESOURCE RELATED REGULATIONS

a) Contract Labour (Regulation & Abolition) Act, 1970

b) Employees Compensation Act, 1923

c) Employees' Provident Funds and Miscellaneous Provisions Act, 1952

d) Employees' State Insurance Act, 1948;

e) Equal Remuneration Act, 1976;

f) The Maternity Benefit Act, 1961;

g) Minimum Wages Act, 1948;

h) Payment of Bonus Act, 1965;

i) Payment of Gratuity Act, 1972;

j) Payment of Wages Act, 1936;

k) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

l) Shops and Commercial Establishments Act

I have also examined compliance with the applicable Clauses of the Following:

a) Secretarial Standards issued by the Institute of Company Secretaries of India;

b) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Listing Agreements entered in to by the Company with Stock exchange(s). (Not applicable for the period under review)

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

During the year, the Company has passed following Special Resolutions through Annual General Meeting and Postal Ballot for seeking approval of Members:

I further report that during the Audit period there were no specific events/actions having a major bearing on company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. which are:

For, Chintan I Patel & Associates

Chintan Patel
Practicing Company Secretary
Mem no. F12315 |C.O.P. No. 20103
Peer Review No. 1755/2022
UDIN: F012315F000456473

Place: Ahmedabad
Date: May 27, 2024

APPENDIX- A

To,
The Members
MARS MEDICAL DEVICES LIMITED
Opp: Karnawati Club, Sarkhej Gandhinagar Highway,
Nr. Prahladnagar Gardern, Ahmedabad-380 015, Gujarat

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our Report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Chintan I Patel & Associates

Chintan Patel
Practicing Company Secretary
Mem no. F12315 |C.O.P. No. 20103
Peer Review No. 1755/2022
UDIN: F012315F000456473

Place: Ahmedabad
Date: May 27, 2024

Annexure - H

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Shalby Limited
Opp: Karnawati Club, Sarkhej Gandhinagar Highway,
Nr. Prahladnagar Garden, Ahmedabad-380015, Gujarat

Sub: Certificate with regard to directors debarred or disqualified

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shalby Limited** having **CIN L85110GJ2004PLC044667** and having registered office at Opp: Karnawati Club, Sarkhej Gandhinagar Highway, Nr. Prahladnagar Garden, Ahmedabad-380015, Gujarat (hereinafter referred to as **'the Company'**), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Initial appointment in Company
1	Dr. Vikram Shah	00011653	30/08/2004
2	Mr. Shyamal Joshi	00005766	01/06/2010
3	Dr. Umesh Menon	00086971	20/12/2016
4	Mr. Tej Malhotra	00122419	23/02/2017
5	Dr. Ashok Bhatia	02090239	23/10/2017
6	Mrs. Sujana Shah	08100410	07/05/2018
7	Mr. Vijay Kedia	00230480	18/10/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Chintan Patel
Practicing Company Secretary
Mem no. F12315 |C.O.P. No. 20103
UDIN : F012315F000456517

Place: Ahmedabad
Date: May 28, 2024

Corporate Governance Report

Shalby Philosophy on Corporate Governance

Corporate Governance is a set of principles, processes and system which governs the Company. The elements of Corporate Governance are independence, transparency, accountability, responsibility, compliance, ethics, values and trust. Shalby Limited is committed to good corporate governance which promotes long-term interest of various stakeholders, strengthens the Board, enhances the accountability and helps to build public trust in the Company.

A good governance process provides transparency of corporate policies and decision making processes and also strengthens internal systems and helps in building a relationship with all stakeholders. We at Shalby believe in being transparent and we commit to adhere to good governance practices at all times, as it generates goodwill among our clients and shareholders and helps the Company to grow. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards through compliance with the Code of Conduct adopted by the Company. A report on Corporate Governance, in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable is outlined below.

A. BOARD OF DIRECTORS

I. Composition of the Board

The company aims to ensure a balanced representation of executive and non-executive directors, including independent and women director, to reflect a prudent blend of expertise, professionalism, and experience. This is in accordance with the management's dedication to upholding the principles of integrity and transparency in business operations to ensure good corporate governance.

The Board comprises of an appropriate combination of Executive, Non-Executive and Independent Directors as required under Companies Act, 2013 ('the Act') and Listing Regulations to maintain the independence of the Board and to maintain an optimum combination of professionalism, knowledge and experience to enable it to discharge its responsibilities. The Board is headed by Dr. Vikram Shah, Chairman and Managing Director, who is also promoter of the Company. As on March 31, 2024, the Board of Directors comprises of total seven (7) directors, out of which six (6) are Non-Executive Independent Directors (including one (1) woman independent director) and one (1) is Executive Director (Promoter Director). The Board does not have any nominee director as on March 31, 2024. The Board structure is in compliance with the provisions of Companies Act, 2013 and Regulation 17 of Listing Regulations.

The composition of the Board is in compliance with the requirements of Regulation 17 of the Listing Regulations read with Section 149 and 152 of the Companies Act, 2013.

Mr. Sushobhan Dasgupta (DIN: 06381955), Vice Chairman and Global President (Non-Executive Director) retired on January 31, 2024 on account of superannuation. After, retirement of Mr. Sushobhan Dasgupta, the composition of Board of Directors is in compliance of Regulation 17(1) of SEBI Listing Regulation, 2015.

On an annual basis, the Company obtains from each Director, the details of the Board and Board Committee positions he / she occupies in other Companies and changes, if any, regarding their Directorships. Further, all Directors provide an annual confirmation that they do not attract any disqualification as prescribed under section 164 of the Companies Act, 2013 and Independent Directors confirm annually that they meet the criteria of independence as defined under Section 149(6) of the Companies Act, 2013 and Listing Regulations. Based on the confirmation/ declarations received from the Independent Directors and on evaluation of the relationships disclosed, the Board is of the opinion that the Independent Directors fulfil the conditions specified in Listing Regulations and are independent of the management.

The number of Directorship(s), Committee Membership(s) / Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI Listing Regulations.The details of directorship and other details as on March 31, 2024 are set out below;

Sr.	Name & DIN	Category	Age in years	Date of Initial appointment	No. of Directorships including this listed entity^	No. of Membership and Chairmanship of committees including this listed entity*		No. of equity shares held
						Membership	Chairman-ship	
1	Dr. Vikram Shah DIN: 00011653	Executive Chairman & Managing Director (Promoter)	61	30/08/2004	3	1	0	79,70,493
2	Mr. Vijay Kedia DIN: 00230480	Non-Executive Independent	64	18/10/2022	3	0	0	6,99,650
3	Mr. Shyamal Joshi DIN: 00005766	Non-Executive Independent	74	01/06/2010	7	4	2	Nil
4	Dr. Umesh Menon DIN: 00086971	Non-Executive Independent	53	20/12/2016	1	2	1	2,000
5	Mr. Tej Malhotra DIN: 00122419	Non-Executive Independent	73	23/02/2017	2	1	0	1,755
6	Dr. Ashok Bhatia DIN: 02090239	Non-Executive Independent	70	23/10/2017	1	0	0	300
7	Mrs. Sujana Shah DIN: 08100410	Non-Executive Independent	47	07/05/2018	2	1	0	Nil

^ Excludes Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

* Represents Chairmanship / Membership of Audit Committee and Stakeholder Relationship Committees of Public Limited Companies only

There is no inter-se relationship between the Board members. The terms of appointment of independent directors are not due for re-appointment.

The Board of Directors confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified in Listing Regulations, 2015 and are independent of the management.

Declaration of Independence

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and that they are independent of the management.

Disclosure of skill-sets/ expertise / competencies as identified by the Board of Directors

The diverse skill-sets of board members are important in today's dynamic and complex world. A group of directors with varied skill-sets and experience is critical for providing comprehensive guidance and direction to the Company. In terms of Schedule V of SEBI(LODR) Regulations, 2015, the details of skill-sets or competence identified by the Board of Directors as required to run its business effectively and efficiently are set out below;

Skill-sets/ competence required	Name of Directors who possess such skill-sets
Industry knowledge & experience	Dr. Vikram Shah and Dr. Ashok Bhatia
Project Management	Mr. Tej Malhotra & Dr. Vikram Shah
Marketing, Strategy & patient satisfaction	Dr. Ashok Bhatia & Dr. Vikram Shah

Skill-sets/ competence required	Name of Directors who possess such skill-sets
Cost analysis	Dr. Umesh Menon, Dr. Vikram Shah, Mr. Vijay Kedia
Account & Finance	Mr. Shyamal Joshi, Dr. Umesh Menon & Mrs. Sujana Shah
Information technology	Dr. Vikram Shah and Mr. Tej Malhotra
Talent Management & Leadership	Dr. Vikram Shah and Dr. Ashok Bhatia
Compliance & risk	Dr. Vikram Shah, Mr. Vijay Kedia, Mr. Shyamal Joshi & Mrs. Sujana Shah

II. Board Meetings and Attendance of Directors

During the year, six (6) meetings of the Board of Directors were held on May 18, 2023, July 20, 2023, October 27, 2023, January 18, 2024, February 7, 2024 and March 12, 2024. The maximum gap between any two consecutive board meetings was less than one hundred and twenty days. The required quorum was present for each meeting. The agenda papers along with the notes thereon, other supporting documents and all information as required under Regulation 17(7) of Listing Regulations were circulated in advance to the Board Members, except unpublished price sensitive information which may be provided at a shorter notice.

Details of Directors' attendance in Board Meetings held during the financial year 2022-23 and last Annual General Meeting are set out below;

Name of Director	No. of Board Meeting held and attended	Status of attendance at the last AGM held on August 14, 2023
Dr. Vikram Shah	6 / 6	Yes
Mr. Shyamal Joshi	6 / 6	Yes
Dr. Umesh Menon	6 / 6	Yes
Mr. Tej Malhotra	6 / 6	Yes
Dr. Ashok Bhatia	6 / 5	Yes
Mrs. Sujana Shah	6 / 6	Yes
Mr. Vijay Kedia	6 / 6	Yes
Mr. Sushobhan Dasgupta*	4 / 4	Yes

* Retired on account of superannuation w.e.f. January 31, 2024

III. Board Procedures

The Board has complete access to information of the Company and is regularly provided advanced detailed information as a part of the agenda papers or is tabled thereat. In addition, detailed quarterly performance report by Chief Financial Officer is presented in the quarterly Board meetings, encompassing all facets of the Company's operations during the quarter, including update of key projects, outlook, hospital business, home-care business, implant business, franchise business, capex, health & safety, corporate social responsibility etc. The Company provides the information as set out in Regulation 17 read with Part-A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances on a quarterly basis.

The Company Secretary attends the Board and Committee meetings and advises the Board on Compliances with applicable laws and governance. The important decisions taken at the Board/ Committee meetings are communicated to the concerned departments/ divisions. The draft minutes of the Board and its Committees are sent to the members for their comments and then the minutes are entered in the minute book within the time period provided in the Secretarial Standard.

IV. Independent Director's Meeting

As required under Regulation 25(3) of the Listing Regulations read with Schedule IV of the Companies Act, 2013, all the Independent Directors of the Company, met once during the year on January 9, 2024 without the attendance of Non-Independent Directors and Management Representatives. All the Independent Directors were present in the meeting.

The Independent Directors reviewed the performance of all the Directors and the Board as a whole. The Independent Directors also reviewed the performance of Chairman of the Company based on the views of other Board Members. They have also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

V. Familiarization Program to Independent Directors

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, operations review, quarterly and annual results, budgets, review of internal audit reports and action taken reports, statutory compliances, risk management, operations of subsidiaries and business strategy and risks involved to help them to understand Company's strategy, operations, services, technology, quality and such other areas from time to time.

The policy on familiarization program for independent directors and details of familiarization program imparted during FY 2023-24 are available on the Company's website at https://www.shalby.org/investors/ section under Company Policies & Codes

VI. Selection and appointment of Directors and their Remuneration

The Company has adopted Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, payment of remuneration to Directors, Senior Managerial personnel, KMPs and other employees.

VII. Confirmation as to directors neither being debarred nor disqualified by statutory authority

All the Directors of the Company have confirmed that they have not been debarred or disqualified by Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs or such other statutory authority from being appointed or continuing as directors of the Company and Company has obtained a certificate from Mr. Chintan I Patel, Practicing Company Secretary certifying that none of directors of our Company has been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI, Ministry of Corporate Affairs or any such statutory authority as stipulated under Regulation 34(3) of the Listing Regulations and the same is attached as Annexure - H to the Directors' Report.

VIII. Remuneration of Directors & Service Contract, Notice period and Severance Fees

I. Remuneration

The details of remuneration, perquisites and sitting fees paid to the Directors for the financial year 2023-24 are as under.

(₹ in million)

Name of Director	Category	Salary	Perquisites	Sitting fees	Total
Dr. Vikram Shah	Executive Chairman & Managing Director	Nil*	Nil	Nil	Nil
Mr. Sushobhan Dasgupta**	Non-Executive Vice Chairman and Global President	Nil	Nil	Nil	Nil
Mr. Shyamal Joshi	Non-Executive & Independent	Nil	Nil	0.195	0.195
Dr. Umesh Menon	Non-Executive & Independent	Nil	Nil	0.185	0.185
Mr. Tej Malhotra	Non-Executive & Independent	Nil	Nil	0.145	0.145
Mrs. Sujana Shah	Non-Executive & Independent	Nil	Nil	0.175	0.175
Dr. Ashok Bhatia	Non-Executive & Independent	Nil	Nil	0.105	0.105
Mr. Vijay Kedia	Non-Executive & Independent	Nil	Nil	0.125	0.125
Total		**Nil**	**Nil**	**0.930**	**0.930**

*Dr. Vikram Shah does not draw remuneration in his capacity as Managing Director. However, as per consultancy agreement entered into with him by the Company, he is entitled for Professional Fees. The Company has paid ₹ 10.05 mn. towards his professional fees during the year.

** Mr. Sushobhan Dasgupta retired w.e.f. January 31, 2024 on account of superannuation

None of the Directors have been paid commission, performance linked incentives. During the year Mr. Sushobhan Dasgupta, Non-Executive Director has exercised his stock options and Shalby Limited Employees Welfare Trust has transferred 42,735 equity shares at a price of ₹ 10/- each. He retired on account of superannuation w.e.f. January 31, 2024. None of the other directors are holding any Stock Options.

II. Criteria for payment to Non-Executive and Independent Directors

The criteria of making payment to the Non-Executive Directors is based on the varied roles played by them towards the Company. It is not just restricted to corporate governance or outlook of the Company but they also bring along with them significant professional expertise and rich experience across the wide spectrum of functional areas such as technology, corporate strategy, finance and other corporate functions. The Company seeks their expert advice on various matters in general management, strategy, business planning, finance, science, technology or intellectual property.

III. Service Contracts, notice period, severance fees

There is no pecuniary relationship or transactions exists between the Company and Non-Executive Directors.

The Company has executed an agreement with Dr. Vikram Shah, Chairman and Managing Director for a period of 5 years upto March 26, 2025. The notice period applicable for Dr. Vikram Shah, Chairman and Managing Director is 6 months. The Independent Directors have been appointed for a period of 5 years. None of the Directors are eligible for any severance fees.

B. AUDIT COMMITTEE

I. Composition and attendance

The composition of Audit Committee of the Company meets the requirements of Section 177 of the Act and Regulation 18 of Listing Regulations. The composition of Audit Committee as on March 31, 2024 are as under:

Sr.	Name	Position	Designation
1	Dr. Umesh Menon	Chairman	Non-Executive and Independent Director
2	Mr. Shyamal Joshi	Member	Non-Executive and Independent Director
3	Mr. Tej Malhotra	Member	Non-Executive and Independent Director
4	Mrs. Sujana Shah	Member	Non-Executive and Independent Director

All the members of the Audit Committee are Independent Directors and all are financially literate having vast experience in the area of finance, accounts & audit and strategy and management. There is no change in Audit Committee composition during the year under review.

The Committee met four (4) times during the year viz. May 18, 2023, July 20, 2023, October 27, 2023 and February 7, 2024. The maximum gap between any two Committee Meetings was less than one hundred twenty days. The details of Composition of the Committee as on March 31, 2024 and attendance for meetings held during the year is set out below;

Name of member	Dates of Committee meetings				No. of meeting held and attended
	18-05-2023	20-07-2023	27-10-2023	07-02-2024	
Dr. Umesh Menon (Chairman)	Yes	Yes	Yes	Yes	4 / 4
Mr. Shyamal Joshi	Yes	Yes	Yes	Yes	4 / 4
Mr. Tej Malhotra	Yes	Yes	Yes	Yes	4 / 4
Mrs. Sujana Shah	Yes	Yes	Yes	Yes	4 / 4

The Chairman of the Audit Committee has attended the last Annual General Meeting held on August 14, 2023.

II. Invitees to the Committee

The Statutory Auditors, Internal Auditors CFO, President, Group Chief Operating Officer and Group Human Resource Officer are regular invitees to the Audit Committee meetings. The Committee also invites other officials / executives, where it considers appropriate, to attend meetings. The Company Secretary of the Company acts as the Secretary to the Committee.

The Committee mandatorily reviews information such as internal audit reports related to internal control, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions and such other matters as prescribed in Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

III. Terms of Reference

The Audit Committee reviews the matter falling in its terms of reference and addresses larger issues that could be vital concern to the Company. The Committee constituted by the Board in terms of Section 177 of the Act, meets the requirement of provisions of Companies Act, 2013 as well as of the Listing Regulations. The powers, role and terms of reference of Committee include the matters as specified under the Act and Listing Regulations. The terms of reference of the Committee, broadly includes matters pertaining to review of financial reporting process, review of financial results and related information, approval and disclosures of related party transaction, adequacy of internal control systems, appointment and remuneration of Auditors, adequacy of disclosures, review of changes, if any, in accounting policies & practices, compliance with listing and other legal requirements relating to financial statements, review of utilization of loans and/or advances from / investment in its subsidiaries exceeding ₹ 100 crore or 10% of the asset size of subsidiary, implementing & monitoring system and process for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, reviewing adequacy of the functioning of system and processes for internal control w.r.t. SEBI PIT Regulations, reviewing the compliances with the provisions of SEBI PIT Regulations as per roles and powers as defined, Risk Management framework and other relevant matters.

C. NOMINATION AND REMUNERATION COMMITTEE

I. Composition and attendance

The composition of Nomination and Remuneration Committee of the Company meets the requirements of Section 178 of the Act and Regulation 19 of Listing Regulations. The composition of Nomination and Remuneration Committee as on March 31, 2024 are as under:

Sr.	Name	Position	Designation
1	Dr. Umesh Menon	Chairman	Non-Executive and Independent Director
2	Mr. Shyamal Joshi	Member	Non-Executive and Independent Director
3	Mrs. Sujana Shah	Member	Non-Executive and Independent Director

The Committee met three (3) times during the year viz. on May 18, 2023, October 27, 2023 and on February 7, 2024. The Composition of Committee and attendance for committee meetings held during the year is set out below:

Name of member	Dates of Committee meetings			No. of meeting held and attended
	18-05-2023	27-10-2023	07-02-2024	
Dr. Umesh Menon (Chairman)	Yes	Yes	Yes	3 / 3
Mr. Shyamal Joshi	Yes	Yes	Yes	3 / 3
Mrs. Sujana Shah	Yes	Yes	Yes	3 / 3

II. Terms of Reference

The powers, role and terms of reference of Nomination and Remuneration Committee include the matters as specified under the Act and Listing Regulations. The broad terms of reference of the Committee include formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees, formulation of criteria for evaluation of independent director, identification and assessing the person who are qualified to become or continue as director, recommending remuneration payable to Senior Management, monitoring and reviewing various human resource and compensation matters, administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes, granting of options to eligible employees, etc.

III. Performance Evaluation

Pursuant to applicable provisions of the Act and Listing Regulations, the Board has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board, its Committees, Chairman and Individual Directors, including Independent Directors.

A structured questionnaire was prepared covering various aspects of functioning of the Board and its Committees such as adequacy of constitution and composition of the Board and its committees, matters addressed in the Board and Committee meetings, processes followed at the meetings, Board's focus, regulatory compliances and corporate governance, etc. Similarly, for evaluation of individual director's performance, the questionnaire covers various aspects like his/her skills, experience and level of preparedness which allows the person to clearly add value to discussions and decisions; sufficient understanding and knowledge of the Company and the sector in which it operates; availability for Board meetings and attends the meeting regularly and timely, without delay; effective contribution to the Company and in the Board meetings; demonstrating highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.) and exercise of his / her own judgment and voices opinion freely.

Every member of the Board has submitted his/her response on a scale of 1 (strongly disagree) to 5 (strongly agree) and evaluated performance of Board, its Committees and individual directors, including Chairman of the Board. Evaluation of Performance of the Board, its Committees, every Independent Director and Non-Independent Directors, for the Financial Year 2023-24, has been carried out in the manner and process as per the policy in this respect.

D. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee oversees various aspects of interest of security holders and inter-alia, looks into expeditious redressal of shareholders' grievance such as issues involving transfer and transmission of shares, issue of duplicate certificates, recording dematerialization / rematerialization, non-receipt of dividend, annual report etc.

I. Composition and its attendance of members

The Committee comprises of three(3) directors as on March 31, 2024, out of which Chairman is Non-Executive Director. The committee has met four(4) times during the year viz. May 18, 2023, July 20, 2023, October 27, 2023 and February 7, 2024. The composition of the Committee as on March 31, 2024 and its attendance is set out below:

Name of member	Status in Committee	Dates of Committee meetings				No. of meeting held and attended
		18-05-2023	27-10-2023	07-02-2024	07-02-2024	
Mr. Shyamal Joshi	Chairman	Yes	Yes	Yes	Yes	4 / 4
Dr. Umesh Menon	Member	Yes	Yes	Yes	Yes	4 / 4
Dr. Vikram Shah	Member	Yes	Yes	Yes	Yes	4 / 4

II. Particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year

M/s. Kfin Technologies. Ltd., Hyderabad is Registrar and Share Transfer Agent of the Company to carry out the share transfer and other related work. Mr. Tushar Shah, AVP & Company Secretary of the Company is the Compliance Officer in terms of Regulation 6 of the Listing Regulations. The Share Transfer Agent has timely resolved/attended all the complaints and no complaint or grievance remained unattended / unresolved at the end of the year. Details of the complaints received and resolved during the year ended March 31, 2024 are set out below;

Particulars	No. of complaints
Opening as on April 1, 2023	0
Received during the year	8
Resolved during the year	8
Pending as at March 31, 2024	0

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

As required under Section 135 of the Companies Act 2013, the Company has constituted CSR Committee of Directors inter-alia to formulate Corporate Social Responsibility (CSR) Policy, to recommend the amount of expenditure to be incurred on the activities in line with objectives given in CSR policy, monitor the CSR policy and other matters as may be referred by the Board of Directors.

I. Composition and its attendance

The Committee comprises of three (3) Independent Directors as on March 31, 2024. The Committee met once viz. May 18, 2023 during the year under review. The composition of the committee and attendance is set out below;

Name of member	Status in the Committee	Date of Meeting 18-05-2023	No. of meeting held and attended
Mrs. Sujana Shah	Chairman	Yes	1 / 1
Mr. Shyamal Joshi	Member	Yes	1 / 1
Dr. Umesh Menon	Member	Yes	1 / 1

F. RISK MANAGEMENT COMMITTEE (RMC COMMITTEE)

Pursuant to regulation 21(5) of the SEBI Listing Regulations, 2015, the provisions in respect of Risk Management Committee is applicable to the Company.

I. Composition and its attendance

The Committee comprises of three directors (3) as on March 31, 2024. The Committee met twice (2) times during the year. viz. on July 15, 2023 and January 09, 2024, during the year under review. The composition of the committee and attendance is set out below;

Name of member	Status in the Committee	Date of meeting and attendance	
		15-07-2023	09-01-2024
Dr. Vikram Shah	Chairman	Yes	Yes
Mr. Shyamal Joshi	Member	Yes	Yes
Mrs. Sujana Shah	Member	Yes	Yes

The CFO and other functional heads are invitees to the Committee meetings. The Company Secretary of the Company acts as the Secretary to the Committee.

II. Terms of Reference

The Terms of Reference to Risk Management include framework for identification of internal and external Risk, including financial, operational, sectorial, sustainability, information technology and cyber security risk, measures of risk mitigation, overseeing of Risk Management policy, including evaluation of adequacy of risk management, ensuring appropriate methodology, process and systems are in place, review of Risk Management Policy, appointment and removal of Chief Risk Officer, etc.

G. Other Committees

In addition to the above referred committees, the Board has also constituted management committees of Directors to look into various routine business matters.

H. General Body Meetings

i. Annual General Meeting

The date and time of Annual General Meetings held during last three(3) years, and the special resolution(s) passed thereat, are as follows:

Year ended	Date & time	Venue	Special resolutions passed
31/03/2023	14/08/2023 at 4:00 p.m.	Through Video Conferencing	• Appointment of Dr. Ashok Bhatia as an Independent Director for first term of 5 years • Appointment of Mr. Vijay Kedia as an Independent Director for first term of 5 years • Authorization under Section 186 of the Companies Act, 2013 for enhancement of limits from ₹ 500 crore to ₹ 750 crore
31/03/2022	26/09/2022 at 4:00 p.m.	Through Video Conferencing	• Increase in borrowing powers of the Board under 180(1)(c) of the Companies Act, 2013 • To approve powers of Board under 180(1) (a) of the Companies, Act, 2013 • Authorization under Section 186 of the Companies Act, 2013
31/03/2021	27/09/2021 at 4:30 p.m.	Through Video Conferencing	Appointment of Mr. Shyamal Joshi (DIN: 00005766) as an Independent Director

ii. Details of Resolutions passed through postal ballot:

No resolution was passed through Postal Ballot process during the year under review.

I. Disclosures

i. Management Discussion Analysis

The Annual Report contains detailed report on Management Discussion and Analysis.

ii. Related Party Transactions

All the related party transactions that were entered into during the financial year were on arm's length basis and your Company has taken approval of audit committee, Board of Directors and shareholders whenever applicable. Pursuant to Regulation 23 of the Listing Regulations, all related party transactions were placed before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions for their review and approval.

During the year under review, there were no material transactions with related parties in terms of regulation 23 of SEBI Listing Regulations. The details of the related party transactions are provided in the Annexure - C (AOC -2) to the Directors' Report.

The Company has formulated Policy for Determining Material Subsidiaries and policy on dealing with Related Party Transactions. These policies are in line with Listing Regulations and is amended from time to time.

iii. Accounting Treatment

The Company has followed accounting treatment as prescribed in Indian Accounting Standard applicable to the Company.

iv. Compliance by the Company

The Company has complied with all the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other SEBI Regulations wherever applicable.

There was no stricture issued by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during any time in the past.

v. Vigil Mechanism and Whistle-Blower Policy

The Company has a Vigil Mechanism and Whistle-Blower Policy for establishing a vigil mechanism to report genuine concerns regarding unethical behavior and mismanagement, if any. No employee of the Company was denied access to the Audit Committee. Details relating to vigil mechanism are also mentioned in the Board's Report.

vi. Commodity price risk or foreign exchange risk and hedging activities

The Company is exposed to foreign exchange risk due to international revenue and international business operations. However, the Company has not any kind of exposure to commodity risk. Foreign exchange risk arose from international revenue in hospital business has no material impact on the overall risk profile of the group and hence converted on spot basis. International operations in overseas subsidiary have no realized foreign exchange risk due to end to end operations in foreign currency only.

vii. Compliance with Mandatory and Discretionary requirements

The Company has complied with all the mandatory requirements of Regulation 34 of the Listing Regulations.

viii. Details of utilization of funds raised through preferential allotment or qualified institutions placement under reg. 32(7A) of Listing Regulations.

This regulation is not applicable to the Company, as the Company has not raised any funds through preferential allotment or through qualified institutions placement.

ix. Dividend payment, Unclaimed Dividends and Unclaimed Shares

Dividend for the financial year 2023-24, if approved by the shareholders at the AGM, will be paid on or after _ 2024 to the shareholders

Unclaimed Dividend Details

Financial Year	Date of declaration of dividend	Dividend per share ₹	Due date for transfer to IEPF	Amount not claimed as on March 31, 2024
2018-19	August 26, 2019	0.50	01-Nov-2026	₹ 35,099.50
2019-20	September 14, 2020	0.50	15-Nov-2027	₹ 64,372.18
2020-21	September 27, 2021	1.00	28-Nov-2028	₹ 73,056.36
2021-22	September 26, 2022	1.00	27-Nov-2029	₹ 60,885.78
2022-23	August 14, 2023	1.10	25-Sep-2030	₹ 56,629.66

As on March 31, 2024, no amount of unclaimed dividend is due for transfer to the Investor Education and Protection Fund administered by the Central Government Pursuant to Section 124 and 125 of Companies Act, 2013.

The company does not have any unclaimed shares as on March 31, 2024 and hence company is not required to transfer unclaimed shares pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund), Rules, 2016 as notified from time to time.

The company has framed Dividend distribution policy pursuant to rules notified by SEBI and the said policy is made available on the website of the Company.

x. CMD & CFO Certification

The CMD and CFO of the Company have certified to the Board of Directors, inter-alia, the accuracy of the financial statements and adequacy of internal controls for the financial reporting as required under regulation 17(8) of the SEBI Listing Regulations for the financial year ended March 31, 2024 and the same is provided as an annexure to this report.

xi. Amount of fees paid to Statutory Auditors

Your Company has paid total fees of ₹ 3.22 million for all services rendered by statutory auditors of the Company. The subsidiaries of your Company have paid fees of ₹ 2.52 million to statutory auditors.

xii. Anti-Sexual Harassment policy at workplace

Your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace under the provisions of Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act 2013 and rules framed thereunder. The Company has anti Sexual harassment Committee in place to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, no complaint has been received. There were no complaints pending at March 31, 2024.

xiii. Credit Ratings

Your directors are pleased to inform you that during the year under review, the long term credit rating of the Company has been upgraded to "ICRA A+(Stable)" by ICRA Limited and the outlook on the long term rating is "Stable".

The rating of A+ indicates adequate degree of safety regarding timely servicing of financial obligations and low credit risk.

xiv. Legal Entity Identifier Code

The Reserve Bank of India has mandated vide its circular dated November 2, 2017 existing large corporate borrower having total exposure of ₹ 50 cr. and above to obtain Legal Entity Identifier Code (LEI). The borrower, who fails to obtain LEI code as applicable, will not be granted renewal or enhancement of credit facilities by banks.

Your company has renewed the LEI code during the year in accordance with said RBI circular and is valid upto March 25, 2028.

J. Means of Communication

a. **Newspapers:** The extracts of quarterly and annual financial results of the Company are generally published in leading daily newspaper in India viz. Financial Express (English and Gujarati editions).

b. **Disclosure to Stock Exchanges**: The Company also timely disseminate on the website of Stock Exchanges, all price sensitive matters or such other matters which in its opinion are material and have relevance to the shareholders.

c. **Website of the Company:** The Company's The Company's website https://www.shalby.org/ contains a separate dedicated section "Investors" where information for shareholders is available. Quarterly and Annual Financial results, disclosures and filing with the stock exchanges, official press releases, presentations to analysts and institutional investors and other general information about the Company are available in Investors' section on the Company's website.

d. **Annual Report:** Annual Report containing, inter alia, Board's Report, Auditors' Report, Audited Financial Statements and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis (MDA) Report and Business Responsibility Report form part of the Annual Report. The Annual Report of the Company and its subsidiaries are also available on the website of the Company

K. General Information for Shareholders

a) Annual General Meeting and Book Closure:

Date, time and venue of AGM: Thursday, September 26, 2024 at 4:00 p.m. IST through video conferencing facility

Book Closure Period: Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive)

b) **Financial Year:** April 1 to March 31

c) **Financial Results**:

First Quarter Results: by August 14

Half Year Results: by November 14

Third Quarter Results: by February 14

Annual Results: by May 30

d) **Listing on Stock Exchanges:** The Company's equity shares are listed on the following Stock Exchanges.

Listed at	Scrip code
National Stock Exchange of India Limited (NSE)	SHALBY
BSE Limited (BSE)	540797
ISIN : INE597J01018	
Company Identification Number (CIN) : L85110GJ2004PLC044667	

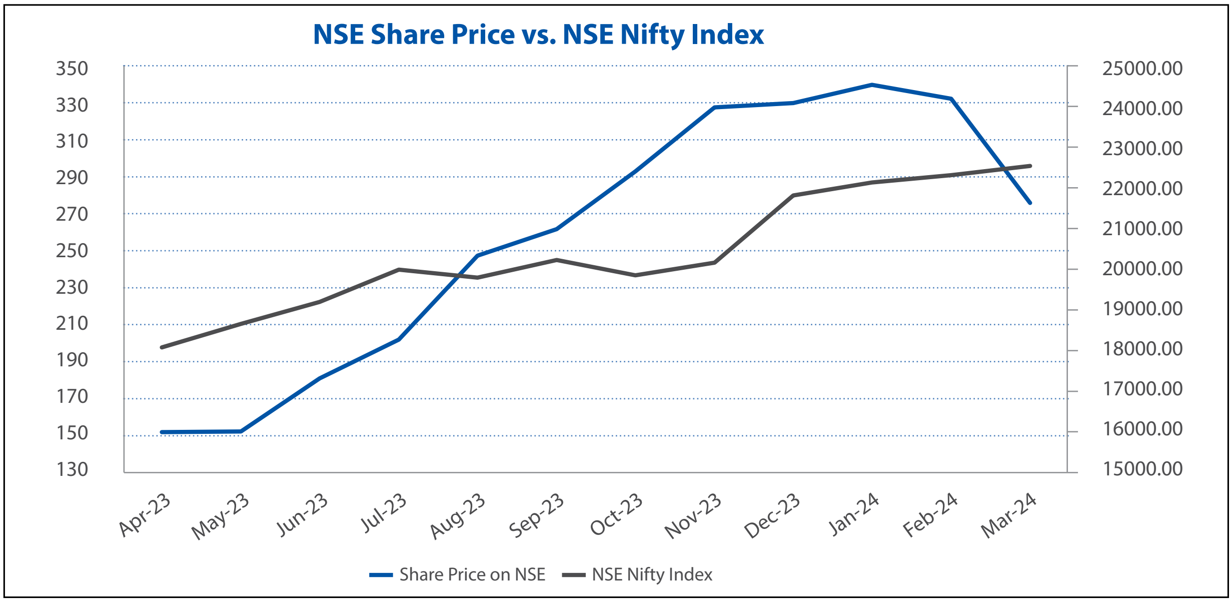
e) **Payment of Listing Fees:** The Company has paid annual listing fee for the financial year 2023 -24 to the BSE and NSE within the stipulated time.

f) **Payment of Depository Fees:** Annual Custody / Issuer fee has been paid within due date based on the invoices received from Depositories.

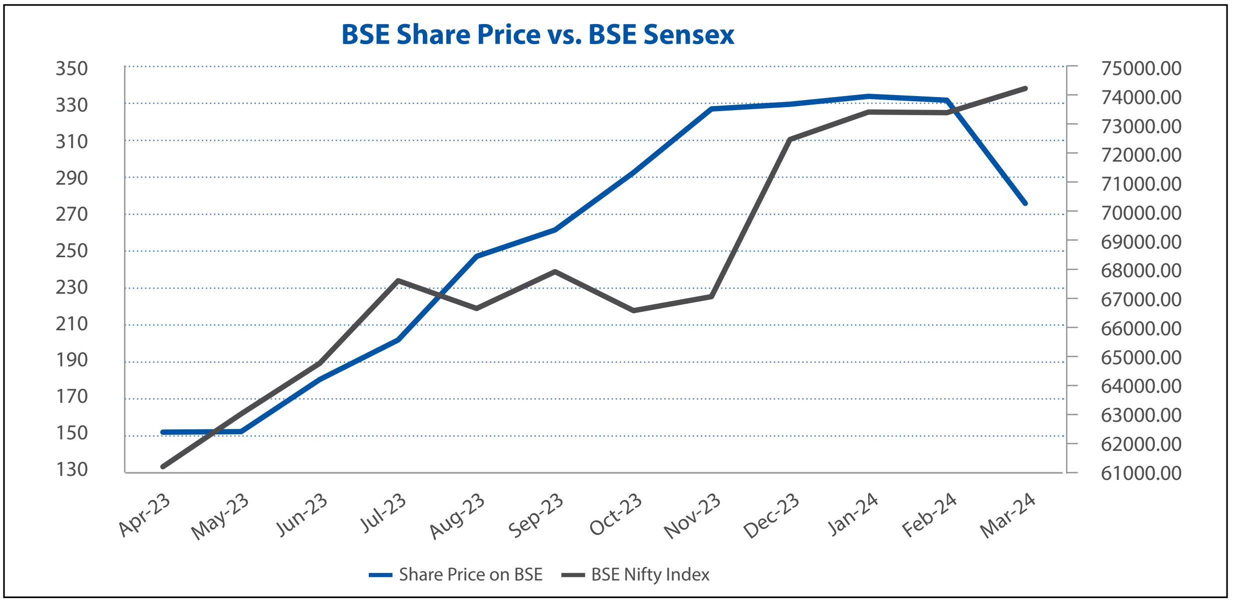
g) **Market Price data**: The monthly high and low market price of equity shares traded on NSE and BSE during FY 2023-24 is set out below;

Month	NSE				BSE			
	Share Price (₹)		Nifty Index		Share Price (₹)		BSE Sensex	
	High	Low	High	Low	High	Low	High	Low
Apr-23	152.10	134.20	18089.15	17312.75	152.00	134.50	61209.46	58793.08
May-23	152.50	135.00	18662.45	18042.40	152.25	134.80	63036.12	61002.17
Jun-23	181.00	136.55	19201.70	18464.55	180.50	135.90	64768.58	62359.14
Jul-23	202.00	169.35	19991.85	19234.40	201.90	170.00	67619.17	64836.16
Aug-23	247.30	185.10	19795.60	19223.65	247.25	184.30	66658.12	64723.63
Sep-23	261.65	225.80	20222.45	19255.70	261.50	225.75	67927.23	64818.37
Oct-23	292.85	229.00	19849.75	18837.85	292.55	229.00	66592.16	63092.98
Nov-23	327.35	277.60	20158.70	18973.70	327.00	277.85	67069.89	63550.46
Dec-23	329.60	286.60	21801.45	20183.70	329.50	286.90	72484.34	67149.07
Jan-24	339.50	287.15	22124.15	21137.20	333.85	287.80	73427.59	70001.6
Feb-24	332.00	260.80	22297.50	21530.20	331.70	261.00	73413.93	70809.84
Mar-24	275.85	210.35	22526.60	21710.20	275.95	212.05	74245.17	71674.42

Monthly High price of Shalby on NSE vs. Nifty Index



Monthly High price of Shalby vs. BSE Sensex



source: www.nseindia.com and www.bseindia.com

h) Distribution of equity holding as on March 31, 2024

No. of shares each of the face value of ₹ 10/- each	Shareholders		Equity Shares	
	Nos.	% of total shareholders	No of Shares	% of total shares
Upto 500	47,454	94.05	37,10,387	3.44
501 – 1,000	1,456	2.89	11,66,123	1.08
1,001 – 2,000	678	1.34	10,37,927	0.96
2,001 – 3,000	262	0.52	6,67,306	0.62
3,001 – 4,000	119	0.24	4,23,678	0.39
4,001 – 5,000	98	0.19	4.62.052	0.43
5,001 – 10,000	163	0.32	12,11,242	1.12
Above 10,000	226	0.45	9,93,30,055	91.96
Total	**50,456**	**100.00**	**108,009,770**	**100.00**

i) Shareholding Pattern as on March 31, 2024

Sr.	Category	No. of shares held	% of shares held
I	**Promoter and Promoter Group Shareholding**		
	Indian	8,01,83,373	74.24
II	**Public Shareholding**		
	Institutional		
	Foreign Portfolio Investor	52,65,671	4.88
	Mutual Fund	351	0.00
	Non-Institutional		
	Individual and HUFs	1,17,75,974	10.90
	Directors & Directors Relatives	7,03,705	0.65

Sr.	Category	No. of shares held	% of shares held
	Bodies Corporate	83,95,378	7.77
	NRIs	8,39,694	0.78
	NBFC Registered with RBI	-	-
	Clearing Members & Others	28,109	0.03
III	**Non-Public Non-Promoter Shareholding***	8,17,515*	0.76
	Total	**10,80,09,770**	**100.00**

(i) 220,250 Equity Shares held by Shalby Medicos Trust (Private Trust) through Mr Viral Shah Trustee Constituted by Company for the benefit of doctors associated or to be associated with our Company through subsisting valid contract of consultation for their services rendered in connection with our Companys business.

(ii) 5,97,265 Equity Shares held by Shalby Limited Employees Welfare Trust through Mr. Divyakant Kansara Trustee Constituted for the purpose of granting ESOP to the eligible employees to the Company.

j) Lock-in of Equity Shares

As on March 31, 2024, no shares were under lock-in period

k) Share Transfer system

The Company has very negligible shares in physical mode. The Company has appointed M/s. Kfin Technologies Ltd as its Registrar & Transfer Agent. No physical shares have been received for transfer of shares during the year. The Company has filed yearly certificate mandated under regulation 40(9) read with SEBI Circular no. SEBI/HO/MIRSD/ RTAMB/ CIR/P/2020/59, dated April 13, 2020 with the Stock Exchanges.

a) Dematerialization of Shares & Liquidity

During the year 2023-24, one request has been received for Transmission of 25 physical equity shares. As per SEBI circulars, Company has complied with the detailed procedure through Registrar and Transfer Agent and said 25 equity shares has been issued in dematerialization mode to the transferee.

As on March 31, 2024, total 99.98% shares were held in dematerialized form. The shares of the Company are frequently traded on both the stock exchanges and hence the shares of the Company are liquid.

b) Reconciliation of Share Capital Audit

During the year under review, the Reconciliation of Share Capital Audit under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018, were carried out by a Practicing Company Secretary for each quarter, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total paid-up, issued and listed capital.

The Reconciliation of Share Capital Audit Reports (the Audit report) confirm that the total issued, subscribed and paid-up capital is in agreement with the total number of shares in physical form and dematerialized form held with the depositories. The said Audit Reports for each quarter during financial year 2023-24 have been filed with Stock Exchanges within statutory timeline and the said reports are available in the investor section of our website under Announcement tab.

c) Details of Outstanding securities or any convertible instruments:

The Company has no outstanding GDRs, ADRs, Warrants or any convertible instrument as on March 31, 2024. However, the Company has issued ESOPs to eligible employee and the resulting equity shares have been channelized through secondary acquisition and hence there will not be any change in paid-up equity shares of the company pursuant to exercise of ESOPs.

d) Equity shares under suspense account:

The Company has no equity shares under Suspense Account and hence disclosure relating to the same is not applicable.

e) Out Units

State	Unit	Address
Gujarat	SG Shalby	Shalby Hospitals, Opposite Karnavati Club, SG Highway, Ahmedabad-380015
	Krishna Shalby	Krishna Shalby Hospitals, 319, Green City, Ghuma, Via Bopal, Ahmedabad-380058
	SOCE - Vijay	Shalby Orthopedic Centre of Excellence, Vijay Shalby Hospital, Vijay Cross Road, Near Navrangpura Fire Station, , Ahmedabad-380009
	Shalby Naroda	Near Haridarshan Cross Road, Naroda, Ahmedabad-382325
	Shalby Vapi	Near Cinepark, Vapi Silvassa Road, Vapi, District Valsad
	Shalby Surat	TP No.12 (Adajan), FP No.29, Near Navgun College, Rander Road, Surat-395009
Madhya Pradesh	Shalby Indore	Race Course Road, RS Bhandari Marg, Zanjeerwala Square, Indore
	Shalby Jabalpur	Plot B, Scheme No.5, Ahinsa Chowk, Kanchnar City Road, Vijay Nagar Colony, Jabalpur-482002
	SOCE – Gwalior	Shalby Orthopedic Centre of Excellence, Kampoo Road, Idgah, Lashkar Gwalior, Madhya Pradesh – 474001
Punjab	Shalby Mohali	Silver Oak Hospital, Phase-IX, Sector-63, SAS Nagar, Mohali
Rajasthan	Shalby Jaipur	Gandhipath Road, Sector - 3, F Block, Chitrakoot Scheme, Jaipur, Rajasthan 302021
Maharashtra	Zynova Shalby	Trimurti Arcade, Nr. Sarvodaya Trust, L.B.S. Marg, Ghatkopar(west), Mumbai-400 086
Uttar Pradesh	SOCE - Lucknow	Shalby Orthopedic Centre of Excellence, 506, Shastri Smarak Sansthan, IIM Road, Madiyanva, Mutkkipur, Lucknow, Uttar Pradesh – 226020
Jharkhand	SOCE - Ranchi	Old, HB Road, near Veterinary Hospital, Sirom Toly, New Garden, Kanka, Ranchi, Jharkhand 834001

Apart from above, company has various OPD centers.

f) Address for communication

Registered Office: Shalby Hospitals, Opp. Karnavati Club, S. G. Highway, Ahmedabad – 380015. Gujarat, India. Tel. No. +91 79 40203000, Fax: +91 79 40203120, Email: companysecretary@shalby.in

Corporate Office : Shalby Limited, B-301 & 302, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad 380015. Gujarat, India. Email: companysecretary@shalby.in

Company Secretary and Compliance Officer: Mr. Tushar Shah, AVP, Company Secretary and Compliance Officer, Shalby Limited, B-301 & 302, Mondeal Heights, Opp. Karnavati Club, S. G. Highway, Ahmedabad 380015. Gujarat, India. Email: companysecretary@shalby.in

Registrar & Transfer Agent : Kfin Technologies Limited, Selenium, Tower B, Plot 31 –32, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana, India, Tel: +91 40 6716 2222, Fax: +91 40 2343 1551, E-mail: einward.ris@kfintech.com

L. Prevention of Insider Trading

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has devised the Code of Conduct to regulate, monitor and report trading in Company's securities by persons having access to unpublished price sensitive information of the Company. The Company Secretary is the Compliance Officer for the purpose of this code. The insiders have submitted the required disclosures to the Company. The Prevention of Insider trading policy and Policy on leak of UPSI are available at the website of the Company.

M. Code of Conduct

The Board has laid down the code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.shalby.org. All Board Members and Senior Managerial Personnel have affirmed compliance with the code of conduct for the year ended on March 31, 2024 and a declaration to this effect duly signed by Chairman and Managing Director of the Company has been obtained and is reproduced below.

Declaration

All the Board Members and Senior Management Personnel have affirmed the compliance with Code of Conduct for the year ended March 31, 2024, as laid down by the Board of Directors pursuant to Regulation 17(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

For **Shalby Limited**

Place : Ahmedabad — **Dr. Vikram Shah**

Date : May 28, 2024 — Chairman & Managing Director

N. Company's Recommendations to the Shareholders

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), on the basis of SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at https://ris.kfintech.com/default.aspx# > Investor Services > Investor Support. Members are requested to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query, Complaints, check for status, KYC details, Dividend , Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the sign-up page https://kprism.kfintech.com/signup

The Company has following recommendations to members to mitigate/ avoid risks while dealing with shares and related matters:

If the physical folios are not updated with the KYC, their folios will be freeze and no service request will be entertained by the R & T Agent.

1. **Demat your shares**

   Members are requested to demat their physical shares through any of the Depository Participants (DPs) to avoid the problems involved in the physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in shares. Holding shares in demat form helps members to get immediate transfer. No stamp duty is payable on transfer of shares held in demat form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

2. **Register your National Electronic Clearing Service (NECS) Mandate**

   Members are encouraged to register an NECS mandate to Company or registrar and share transfer agent in case of shares held in physical form and ensure that the correct and updated particulars of their bank accounts are registered with the DPs in case of shares held in demat form. This would facilitate in receiving direct credits of dividends etc. from Company and avoiding postal delays and loss in transit.

3. **Encash your Dividends on time**

   Members who have not registered their bank details with Company or DP are requested to encash their dividend warrants promptly to avoid problems of revalidation/losing your right of claim due to transfer of unclaimed dividends to Investor Education and Protection Fund.

4. **Nominate your shares**

   Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH. 13 duly filled in, signed and send to the Company or RTA.

For and on behalf of the Board of Directors

Dr. Vikram I. Shah
Chairman & Managing Director
DIN : 00011653

Date : May 28, 2024
Place: Ahmedabad

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Registration No.: L85110GJ2004PLC044667 Nominal Capital: ₹ 1,177,500,000/-

To,
The Members
Shalby Limited
Opp: Karnawati Club, Sarkhej Gandhinagar Highway,
Nr. Prahladnagar Garden, Ahmedabad-380015, Gujarat

I have examined the compliance of conditions of corporate governance by **Shalby Limited**, for the year ended on March 31, 2024 as stipulated Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, pursuant to the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the mandatory conditions as stipulated in above mentioned Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with stock exchanges.

I further state that such Compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For, Chintan I Patel & Associates

Chintan Patel
Practicing Company Secretary
Mem no. F12315 |C.O.P. No. 20103
Peer Review No. 1755/2022
UDIN : F012315F000456572

Place: Ahmedabad
Date: May 28, 2024

CERTIFICATION BY MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO)

We, **Amit Pathak, Chief Financial Officer** and **Dr. Vikram Shah, Chairman and Managing Director**, have reviewed the audited Standalone and Consolidated financial statements and Cash Flow Statements of Shalby Limited for the year ended March 31, 2024 and pursuant to Reg. 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of our knowledge and belief, we hereby certify that:

(a) (i) these statement(s) do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

(ii) these statement(s) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transaction entered into by the Company during the year ended March 31, 2024 which are fraudulent, illegal or in violation of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.

(d) We further certify that we have indicated to the Auditors and Audit Committee that:

(i) There have been no significant changes in internal control over financial reporting during the year ended March 31, 2024;

(ii) There have been no significant changes in accounting policies during the year ended March 31, 2024; and

(iii) There have been no instances of significant fraud of which we have become aware involving management or an employee having significant role in the Company's internal control system over financial reporting.

Date: May 28, 2024	**Amit Pathak**	**Dr. Vikram Shah**
Place: Ahmedabad	Chief Financial Officer	Chairman and Managing Director

Business Responsibility and Sustainability Report

BRSR Section A: General Disclosures

Details of the listed entity

1.	Corporate Identity Number (CIN):	L85110GJ2004PLC044667
2.	Name of the Listed Entity:	Shalby Limited
3.	Year of Incorporation:	2004
4.	Registered Office Address:	Shalby Hospitals, Opp. Karnavati Club, S. G. Road, Ahmedabad 380051, Gujarat, India
5.	Corporate Office Address:	B-301, B-302, B-310 & B-311, Mondeal Heights, Opp. Karnavati Club, SG Highway, Ahmedabad- 380015
6.	E-mail:	companysecretary@shalby.in
7.	Telephone:	(079) 40203000
8.	Website:	https://www.shalby.org/
9.	Financial year for which reporting is being done	April 1, 2023 to March 31, 2024
10.	Paid-up Capital:	₹ 1,080,097,700
11.	Name of the Stock Exchange(s) where shares are listed:	Equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	• Dr. Vikram Shah, Chairman & Managing Director (DIN: 00011653) and Dr Nishita Shukla, Group COO • Contact number - +91 79402 03000 • E-mail ID: drnishita.shukla@shalby.org, cmd@shalby.org
13.	Reporting boundary:	Disclosure of Shalby BRSR is on Standalone basis
14.	Name of Assurance Provider :	NA
15.	Type of Assurance Obtained :	NA

Products / services

16. Details of business activities (accounting for 90% of the turnover):

Description of main activity	Description of business activity	% of turnover
Hospital and Medical Care	Hospital Activities	100

17. Products / Services sold by the entity (accounting for 90% of the entity's turnover):

Sr.	Product / Service	NIC Code	% of total turnover contributed
1	Hospital Services	86100	100%

Operations

18. Number of locations where plants and / or operations / offices of the entity are situated:

Locations	Number of plants	Number of offices / Units (incl. OPD centres)	Total
National	NA	77	77
International	NA	23	23

19. Markets served by the entity:

a) Number of locations:

Locations	Number
National (no. of states)	15 States
International (no. of countries)	5 Countries

b) What is the contribution of exports as a percentage of the total turnover of the entity?

Ans- 1.09%

c) A brief on types of customers:

The Company's customers include insured and non-insured patients across domestic and international locations, patients covered under various government sponsored schemes (CGHS/ ECHS/ other central & state govt. health schemes) for domestic geographies and patients covered under social security options, sponsored under institution/organisation cover for health coverage for international geographies. For Implant Business, the type of customers are Distributors and Surgeons and for Pharmaceuticals, we deal with Hospitals and Distributors.

Employees

20. Details as at the end of financial year:

a) Employees and workers (including differently abled):

Particulars	No.	% of total
Employees		
Permanent	**2853**	**100.00**
Male	1559	54.64
Female	1294	45.36
Other than Permanent	**640**	**100.00**
Male	352	55.00
Female	288	45.00
Total Employees	**3493**	**100.00**
Male	1911	54.71
Female	1582	45.29

WORKERS: The Company does not have any workers as defined in the BRSR Guidance Note.

b) **Differently abled employees and workers:** During the Financial Year 2023-24, the Company did not have any differently abled employees or workers as defined in the BRSR Guidance Note. However, the Company believes and offers equitable opportunity for all, hence is always open to hire such people.

21. Participation / Inclusion / Representation of women:

Particulars	No.	% of total
Board of Directors	**7**	
Female	1	14.29%
Key Management Personnel	**2**	
Female	0	0.00%

22. Turnover rate for permanent employees and workers:

	Turnover rate in FY2024	Turnover rate in FY2023	Turnover rate in FY2022
Permanent employees	**34.90%**	**58.7%**	**59.2%**
Male	17.70%	29.9%	30.6%
Female	17.20%	28.9%	28.6%
Permanent workers	Not applicable, as company is not into manufacturing business, it does not employ any workers		
Male			
Female			

Holding, Subsidiary and Associate Companies (including Joint Ventures)

23. Names of holding / subsidiary / associate companies / joint ventures:

Sr.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Mars Medical Devices Limited	Subsidiary	100.00%	Yes
2	Slaney Healthcare Private Limited	Subsidiary	100.00%	Yes
3	Shalby Hospitals Mumbai Private Limited	Subsidiary	100.00%	Yes
4	Yogeshwar Healthcare Limited	Subsidiary	94.68%	Yes
5	Vrundavan Shalby Hospitals Limited	Subsidiary	100.00%	Yes
6	Shalby International Limited	Subsidiary	100.00%	Yes
7	Shalby (Kenya) Limited	Subsidiary	100.00%	Yes
8	Griffin Mediquip LLP	Subsidiary	95.0%	Yes
9	PK Healthcare Private Limited	Subsidiary	87.26%	Yes
10	Ningen Lifecare Pvt. Ltd.	Step down Subsidiary	87.26%	Yes
11	Healers Hospital Private Limited	Subsidiary	100.00%	Yes
12	Shalby Advanced Technologies* (SAT)	Step down Subsidiary	100.00%	Yes
13	Shalby Global Technologies Pte Ltd* (SGT)	Step down Subsidiary	99.33%	Yes

* Mars Medical Devices Limited holds 100% equity shares in SAT and 99.33% equity shares in SGT.

CSR Details

24. CSR Activities

I. **Whether CSR is applicable as per section 135 of Companies Act, 2013**: YES

II. **Turnover (FY 2023-24):** ₹ 8,296.83 Million

III. **Net worth (as on March 31, 2024):** ₹ 10,621.76 Million

IV. **Total amount spent on CSR for FY 2023-24**: ₹ 24.03 Million

Transparency and Disclosures Compliances

25. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (Yes/No) If Yes, then provide web-link for grievance redress policy	FY 2023-24			FY 2022-23		
		Number of complaints filed	Number of complaints pending resolution at the end of the year	Remarks	Number of complaints filed	Number of complaints pending resolution at the end of the year	Remarks
Communities	-	-	-	-	-	-	-
Investors (other than shareholders)	Yes https://www.shalby.org/investors/	-	-	Investors can contact us via email id as mentioned on our website.	-	-	Investors can contact us via email id as mentioned on our website.
Shareholders	Yes https://www.shalby.org/investors/	8	Nil	-	13	Nil	-
Employees and workers	Yes https://myshalby.peoplestrong.com/	39	Nil	Employees can register their complaints on internal portal, which is not available to general public.	13	Nil	Employees can register their complaints on internal portal, which is not available to general public.
Customers	Yes info@shalby.org	-	-	Post service feedbacks are taken from customers	-	-	Post service feedbacks are taken from customers
Value Chain Partners	Yes info@shalby.org	-	-	-	-	-	-
Others	-	-	-	-	-	-	-

We have grievance mechanism in place for all stakeholders and all the grievances are resolved promptly by the concerned person.

26. Overview of the entity's material responsible business conduct issues: Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Accessible Healthcare	O	Accessible healthcare is fundamental to ensuring that all individuals have timely and equitable access to essential medical services and treatments, regardless of their background or socioeconomic status. By prioritizing accessibility to healthcare we can not only improve health outcomes but also foster a more inclusive and equitable society. We set up SOCE, a standalone orthopedics hospital as a franchise model to offer a comprehensive orthopedic center with easy access and quality treatment for all orthopedic-related issues, including joint replacement surgeries at affordable rates. Through proactive initiatives and ongoing community engagement, we are continuously working to enhance accessibility to healthcare services.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Community Support	O	Allocating resources for student training, internships, and community programs may benefit both the community and the organization. Shalby Academy has been extending support to the healthcare institutions to provide On-Job trainings along with experiential learning in various streams like nursing, paramedics, physiotherapy, healthcare administration & many more. More than 2000 students have been trained by our expert faculties. Shalby Academy is playing a crucial role in bridging the gap between industry requirements & academic delivery by providing various types of customized skilled training tool.	NA	Negative
3	Patient Safety and Service Quality	R	Mishandling safety and health issues could deter potential patients from seeking healthcare services, resulting in reduced patient volume. Moreover, any issues related to patient safety and service quality may harm Our reputation, diminishing patient trust and loyalty. It is essential to prioritize patient safety and service quality to uphold patient satisfaction, protect reputation, and secure ongoing success as a trusted healthcare provider.	Patient safety and service quality are at the heart of everything we do. We adhere strictly to rigorous safety protocols and best practices to minimize risks and prevent errors. Our healthcare professionals are dedicated to delivering evidence-based, patient-centered care that meets the highest standards of quality. We invest in the development and maintenance of infrastructure, including hospital buildings, patient rooms, medical equipment and machines, updated technology, and support facilities, to ensure optimal performance.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Customer Satisfaction	O	Enhancing customer satisfaction through personalized service, high-quality interactions in affordable and accessible manner can strengthen reputation and increase loyalty. Shalby Limited has implement robust customer feedback systems, and we address issues promptly to enhance service quality.	NA	Positive
5	Occupational Health and Safety	R	Giving utmost importance to Occupational Health and Safety is critical for establishing a secure work environment, attracting skilled talent, safeguarding the organization's reputation, and optimizing overall performance.	In our commitment to excellence and holistic care, ensuring the health and safety of our staff has been a cornerstone of our operations at Shalby. Throughout this past year, we have continued to prioritize Occupational Health and Safety (OHS) as a fundamental aspect of our organizational culture.	Negative
6	Diversity and Inclusion	O	Valuing diverse talents and perspectives fosters creativity, innovation, and effective problem-solving. Implementing inclusive recruitment strategies helps attract a diverse range of candidates, promotes fairness, and improves the overall talent pool. We strive to provide leadership training focused on diversity and inclusion, establish clear inclusivity goals, and model inclusive behaviors at all levels of leadership.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Training and Development	O	Investing in employee training, engagement, and retention enhances the workforce's skills, expertise, and motivation. A skilled and dedicated workforce leads to higher patient satisfaction and improved operational performance. At Shalby, we have various employees training and development programmes designed to improve skills and efficiency of employees and also support career growth initiatives.	NA	Positive
8	Employee Engagement & Empowerment	O	Allocating resources to employee training, engagement, and retention enhances the workforce's skills, expertise, and motivation. A proficient and committed workforce results in increased patient satisfaction and enhanced operational performance. We prioritize creating a supportive and inclusive workplace where every individual feels valued and respected. We believe in empowering our employees by providing opportunities for professional growth, training, and career development.	NA	Positive
9	Corporate Governance	O	Strong Corporate Governance enhances investor confidence, reduces risks, and supports responsible decision-making. We at Shalby believe in being transparent and we commit to adhere to good governance practices at all times. The Board of Directors is at the core of Company's Corporate Governance practices and oversees how management serves and protects the long term interests of its stakeholders.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
10	Risk Management	R	Inadequate management of critical risks such as medical emergencies, natural disasters, or cyber-attacks can disrupt services, damage reputation, and lead to financial losses.	We have developed and implemented comprehensive risk management strategies, including crisis response plans, and conduct regular simulations and training. Our Risk Management policy underscores a commitment to maintaining a structured approach to risk management, ensuring resilience and stability across all levels.	Negative
11	Transparency and Disclosure	O	Transparent communication about billing practices, treatment options, and care procedures fosters trust and confidence among patients. This can lead to higher patient satisfaction and loyalty. Open communication about organizational goals, performance, and decision-making processes can improve employee morale. Transparent practices contribute to a positive work environment and may reduce turnover rates. We prioritize transparency through various channels of communication to engage openly with stakeholders, and address concerns promptly. We strive to build trust among patients, employees and investors, while nurturing a culture of accountability and integrity.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
12	Business Ethics and Compliance	O	Strong ethical leadership enhances corporate reputation and employee trust. As a healthcare institution, we acknowledge our duty to maintain integrity and ethical conduct across all aspects of our operations. We have implemented Code of Conduct for Directors and Senior Management for honest and ethical conduct within the entity, we also encourage ethical behavior among the employees through various sessions on behavioral topics.	NA	Positive
13	Regulatory Compliance and Framework	R	Non-compliance with regulatory requirements can lead to legal penalties, operational disruptions, and damage to the company's reputation.	We have established policies and procedures to timely address regulatory issues and a dedicated team to monitor regulatory changes, and update policies and procedures accordingly.	Negative
14	Business Continuity	R	Inadequate continuity planning can result in unpreparedness for disruptions, leading to extended downtime and operational challenges. Unexpected disruptions such as natural disasters, cyber-attacks, or other emergencies can lead to significant interruptions in business operations.	Establish a robust business continuity framework, involving all key departments in planning, and continuously update plans based on risk assessments. Develop and implement a comprehensive business continuity plan, conduct regular drills, and ensure backup systems are in place.	Negative
15	Carbon Emissions	R	Human health is increasingly impacted by climate change and ecological degradation, which undermine the effectiveness of healthcare systems. High carbon emissions and greenhouse gases (GHGs) contribute to global warming, adversely affecting the entire ecosystem and health outcomes.	Shalby Hospital focused on reducing carbon emissions by upgrading to energy-efficient systems, optimizing energy usage, and reducing overall energy consumption across its facilities. This included the installation of LED lighting, energy-efficient HVAC systems, and smart energy management solutions. We have implemented comprehensive carbon reduction strategies and invest in energy-efficient technologies to mitigate emissions.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
16	Waste Management	R	Improper disposal of waste poses a genuine threat to environmental degradation, potentially polluting air, water bodies, and soil, thereby adversely affecting the ecosystem.	Shalby Hospital enhanced its waste management practices by implementing comprehensive waste segregation protocols. This ensures proper separation of medical, hazardous, and general waste. We are dedicated to ensuring that our waste management practices adhere to the highest standards of environmental stewardship and regulatory compliance. Throughout the year, we have implemented robust waste segregation practices, recycling initiatives, and safe disposal methods for biomedical and hazardous waste.	Negative
17	Water & Energy Management	O	We recognize the impact of healthcare operations on environment and significance of energy efficiency & water management, we prioritize minimizing our water use and emissions. We aim to reduce wastage or expenditure by using water/energy efficient equipment. To address water scarcity and promote conservation, the hospital introduced watersaving technologies such as low-flow faucets and fixtures. We have energy optimization practices implemented in transformer operation such as introduction of motion sensor for lights to reduce power. These initiatives are aligned with our objective to diminish the organization's energy footprint and advocate for environmental stewardship.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
18	Fire Risk	R	Fire risk poses a significant threat to safety, operational continuity, and property. It can lead to severe damage, loss of assets, interruption of services, and potential harm to staff and patients.	We have implemented comprehensive fire safety protocols for dealing with fire-related emergencies and have provided uniform guidelines for managing patients/ situations in case of emergency. We regularly review and update fire safety practices to ensure compliance with current regulations.	Negative
19	Economic performance	R	Economic uncertainties, market fluctuations, and cost pressures can affect revenue generation and profitability. Failure to achieve desired financial performance may hinder investment opportunities, expansion plans, and resource allocation for quality healthcare services.	Focus on achieving financial targets through improved operational efficiency, cost management, and strategic financial planning. Implement effective financial management practices, optimize operational efficiencies, and pursue strategic investments to boost economic performance.	Negative
20	Operational Efficiency and Supply chain	O	Integrating advanced technologies into operations and supply chain management can enhance efficiency, improve visibility, and support better decision-making. Shalby has diversified its core hospital services business into related and high-growth implant product offerings with high quality US FDA approved implants. We constantly endeavour to integrate implant design and innovative technology for launching innovative new products and surgical techniques in the market for improving the healthcare ecosystem.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
21	Research & Development (R&D)	O	Investing in R&D can lead to innovative products, improved processes, and competitive advantages. It drives growth, enhances market positioning, and can lead to the development of new technologies and solutions.	NA	Negative
22	Data Security & Privacy	R	Privacy and data security are increasingly critical in healthcare due to the digitalization of sensitive data. This transformation brings about significant concerns regarding the protection of various types of information such as patients personal information, insurance details, billing records, financial transactions etc.	Ensuring the integrity and security of sensitive patient information is our utmost priority. Adhering rigorously to compliance standards set by the National Accreditation Board for Hospitals & Healthcare Providers (NABH) and the new Data Protection and Digital Privacy (DPDP) Act of 2023, we have implemented robust measures. Our stringent controls prevent unauthorized sharing of patient data, coupled with continuous monitoring and proactive security enhancements.	Negative
23	Digitization	O	Digital tools can improve patient communication, access to health information, and overall satisfaction. Digitization allows for the efficient management of appraisal processes and training programs, leading to improved tracking of employee performance and fostering a culture of continuous improvement.	NA	Positive

BRSR Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
Principle 3 (P3)	Businesses should promote the well-being of all employees.
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
Principle 5 (P5)	Businesses should respect and promote human rights.
Principle 6 (P6)	Businesses should respect, protect and make efforts to restore the environment.
Principle 7 (P7)	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8 (P8)	Businesses should support inclusive growth and equitable development.
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

	Disclosure questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	Policy and management processes									
1	**a. Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs.**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies	https://www.shalby.org/wp-content/uploads/2017/10/Business-Responsibility-Sustainibility-Policy-v3.pdf								
2	**Whether the entity has translated the policy into procedures.**	Yes								
3	**Do the enlisted policies extend to your value chain partners?**	Other vendors/suppliers/contractors do not participate in Company's BR initiatives.								
4	**Name of the national and international codes / certifications / labels / standards adopted by your entity and mapped to each principle**	NABH								
5	**Specific commitments, goals and targets set by the entity with defined timelines**	None								

6. **Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met:**
   Collective efforts are taken by the Company and its stakeholders to adopt and implement the policies to ensure a sustainable existence for all.

7. **Statement by director responsible for the business Responsibility & Sustainability report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure).**
   As a participant in the healthcare sector, our company places significant importance on Environmental Sustainability, Social Sustainability, Economic Sustainability, and Governance principles. We operate various CSR programs aimed at improving healthcare access for underserved populations. We support our team members through comprehensive assistance and opportunities for career advancement. We prioritize sustainable economic growth and effective governance to uphold accountability and ensure our business aligns with social objectives. Regular reviews are conducted to assess the positive impact and value generated for all stakeholders.

8. Details of the highest authority responsible for implementation and oversight of the business responsibility policy (ies):

- Dr. Vikram Shah, Chairman & Managing Director (DIN: 00011653) and Dr Nishita Shukla, Group COO
- Contact number- +91 79402 03000
- E-mail ID: drnishita.shukla@shalby.org, cmd@shalby.org

9. Does the entity have a specified committee of the board / director responsible for decision making on sustainability related issues? If Yes, provide details.

Yes. The Directors and Senior Management Team monitors various aspects of Environmental, Social & Governance responsibilities of the Company on a continuous basis. The Company has formulated CSR committee for reviewing and taking decisions on CSR spending which is done in line with Sustainability. The Company's business responsibility performance is reviewed by the Board of Directors and CSR committee on an annual basis.

10	Details of Review of NGRBCs by the Company.		
	Subject for review	Indicate whether review was undertaken by director / committee of the board / any other committee P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9	Frequency (annually / half yearly / quarterly / any other) P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9
a	**Performance against above policies and follow up action**	The Board/committee assess the Business conduct & performance.	The Board/committee assess the BR performance annually.
b	**Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances**	The Company is in compliance with the statutory requirements as applicable.	

		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
11	**Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? If yes, provide name of the agency.**	The policies are reviewed by the Board and Senior Management Team and are amended periodically. The risks factors - existing and potential, both are periodically reviewed by the Internal Auditors and placed before the Board of Directors.								

12	**If principles not covered by a policy, provide reasons for the same.**									
	Questions	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
a	The entity does not consider the Principles material to its business					NA				
b	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles					NA				
c	The entity does not have the financial or / human and technical resources available for the task					NA				
d	It is planned to be done in the next financial year (Yes/No)					NA				
e	Any other reason					NA				

BRSR Section C: Principle 1

Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	2	• Familiarisation programme • During the year, the Board of Directors and Key Managerial Personnel spent considerable time on various updates comprising of business, environmental, social and governance	100%
Key Managerial Personnel			100%
Employees other than BoD and KMPs	1929	• sessions on Clinical Topics • sessions on Behavioral Topics	100%
Workers	NA		

2. **Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

	NGRBC Principle	Name of the regulatory / enforcement agencies judicial institutions	Amount (In INR)	Brief of the case	Has an appeal been preferred?
Monetary	NA				
Penalty / Fine					
Settlement					
Compounding fee					
Non-Monetary	NA				
Imprisonment					
Punishment					

3. **Of the instances disclosed in question 2 above, details of the appeal / revision preferred in cases where monetary or non-monetary action has been appealed.**

   Nil

4. **Does the entity have an anti-corruption or anti-bribery policy? If Yes, provide details in brief and if available, provide a web-link to the policy.**

   Yes, the Company has zero-tolerance against bribery and corruption. The Company is maintaining the highest standards of corporate governance and ethical business conduct. Focused efforts are undertaken to ensure that all disclosure requirements are met adequately. In line with this, the Company's Code of Conduct does not allow any employee to engage in practices that are abusive, corrupt or related to bribes. This policy supports the value creation for all stakeholders in a fair and transparent manner with integrity and accountability.

5. **Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:**
Nil

6. **Details of complaints with regard to conflict of interest:**
Nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**
Nil

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured):**

Particulars	FY 2023-24	FY 2022-23
Number of days of accounts payables	84.98	84.88

9. **Open-ness of business**
Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties:

Parameter	Metrics		FY 2023-24	FY 2022-23
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	Nil	Nil
	b.	Number of trading houses where purchases are made from	NA	NA
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a.	Sales to dealers/ distributors as % of total sales	0%	0%
	b.	Sales (Sales to related parties / Total Sales)	0%	0%
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0%	0%
Share of RPTs in	a.	Purchases (Purchases with related parties / Total Purchases)	20.55%	19.91%
	b.	Sales (Sales to related parties / Total Sales)	0%	0%
	c.	Loans & advances (Loans & advances given to related parties / Total loans & advances)	8.12%	3.32%
	d.	Investments (Investments in related parties / Total Investments made)	77.33%	47.91%

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the principles during the financial year:**

Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
1	The company has achieved the reduction in generation of waste, raw material, and other resources through various initiatives like environment awareness campaigns, training, and monthly monitoring of hazardous & non-hazardous waste.	100

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? If Yes, provide details of the same.

1) Yes, every Director of the Company discloses his concern or interest in any Company or Companies or bodies corporate, firms, or other association of individuals and any change therein, at the first Board Meeting of the in which he participates and thereafter at the first Board Meeting held in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, which includes the shareholding, in such manner as prescribed.

2) Further every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement entered into or to be entered into:

(a) With a body corporate in which such Director or such Director in association with any other Director, holds more than two percent shareholding of that body corporate or is a Promoter, Manager, Chief Executive Officer of that body corporate or;

(b) With a firm or other entity in which, such Director is a Partner, Owner or Member, as the case may be, discloses the nature of his concern or interest at the meeting of the board in which the contract or arrangement is discussed and does not participate in such meetings.

The details of the aforesaid transactions are also entered into a register prescribed for the purpose under the Companies Act, 2013 and placed before the board for noting.

3) Every director of the company discloses his material interest, if any, directly or indirectly, or on behalf of the third parties, in any transaction or matter directly affecting the company at the beginning of every year.

BRSR Section C: Principle 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Since the Company is not into manufacturing business, no R&D and Capital Expenditure investments were made.

2. Does the entity have procedures in place for sustainable sourcing? If Yes, what percentage of inputs were sourced sustainably?

Ans: The Company ensures sustainable sourcing to maintain the quality and safety of materials procured from vendors. We are committed to reducing our energy and water consumption by adopting innovative techniques and alternative methods. For instance, this includes using infrared controllers for water taps, implementing rainwater harvesting systems in our new projects, reusing wastewater for irrigation, and employing motion sensors for lighting automation. In our healthcare service business, the products and services we use are regulated by statutory requirements and internal SOPs. Therefore, we procure these items from approved vendors who adhere to our stringent standards for quality, social responsibility, and environmental sustainability.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) Other waste.

Ans: The Company thrives to maintain quality standards, reduce waste generation, and segregate recyclable waste at hospitals. The Company ensures that all its procedures are in keeping with applicable rules and safety regulation. It also strictly adheres to legal and safety requirements. The Company ensures to dispose of bio-medical and other waste in accordance with the government guidelines. Recyclable wastes were collected and disposed of through authorized recycler. E-waste generated at the facility were disposed of through authorized agent. We have policy in place to dispose of bio medical waste in accordance with the guideline of the government and to ensure minimum generation of radiation in and around the hospital.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities. If Yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution

Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility does not apply to our company as we are engaged in providing healthcare services and do not fall under the category of "Producer" according to the Plastic Waste Management Rules, 2016 (as amended by the Plastic Waste Management Rules, 2022).

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If Yes, provide details in the following format?**

   Since the Company is not into manufacturing business, its business activities has nil or minimum impact on environment aspects. However, the Company is diligent on the matter, and would promptly consider / execute the control over the same if its business activities would in any way impact the environment, in future.

2. **If there are any significant social or environmental concerns and / or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

	Name of product / service	Description of the risk / concern	Action taken
1	Electricity used in all units & offices	Carbon emission	Implementation of HVAC efficiency

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

   Not applicable, as company is not into manufacturing business.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed.**

   Since the Company is not into manufacturing business, its business activities has nil or minimum impact on environment aspects, there is nil or negligible information which are not measurable.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

   Not Applicable since the Company operates under service industry.

BRSR Section C: Principle 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1.a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B / A)	No. (C)	% (C / A)	No. (D)	% (D / A)	No. (E)	% (E / A)	No. (F)	% (F / A)
Permanent employees											
Male	1559	NA	NA	1559	100	NA	NA	NA	NA	NA	NA
Female	1294	NA	NA	1294	100	1294	100	NA	NA	NA	NA
Total	**2853**			**2853**	**100**						
Other than Permanent employees											
Male	352	NA	NA	352	100	NA	NA	NA	NA	NA	NA
Female	288	NA	NA	288	100	288	100	NA	NA	NA	NA
Total	**640**			**640**	**100**						

1.b. Details of measures for the well-being of workers:

The company is not into the manufacturing business hence does not employ any workers.

1.c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) –

	FY 2023-24	FY 2022-23
Cost incurred on wellbeing measures as a % of total revenue of the company	0.01%	0.01%

2. Details of retirement benefits, for current financial year and previous financial year:

Benefits	FY2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority
PF	88.85%	NA	Yes	76%*	NA	Yes
Gratuity	98.35%		Yes	100.0%		Yes
Employee State Insurance (ESI)	26.88%		Yes	34.7%		Yes
Others	-		-	-		-

*Some of the employees have not opted for Provident fund scheme

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Not applicable. However, Most of the offices/ workplace are well equipped for accessibility to differently abled persons.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

We recognize the importance of maintaining a diverse work environment through the creation of a strong and healthy work environment that fosters innovation and shared learning experiences. Our anti-discrimination policy educates employees on discrimination and harassment topics, as well as how to address them and report them when they occur. Diversity metrics are monitored on an ongoing basis, and appropriate measures are in place. We provide equal employment opportunities that allow all individuals to maximize their capabilities and thereby enrich our work environment.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Return to work rate	Retention rate
Permanent employees		
Male	Paternity leave not applicable	Paternity leave not applicable
Female	100%	9.5%
Total	**42[100%]**	**4[9.5%]**
Permanent workers	Not Applicable, as the Company does not have any workers as defined in the BRSR Guidance Note.	
Male		
Female		
Total		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If Yes, give details of the mechanism in brief:

	If Yes, then give details of the mechanism in brief
Permanent Workers	Not Applicable, as the Company does not have any workers as defined in the BRSR Guidance Note.
Other than Permanent Workers	
Permanent Employees	The company has implemented an online system of Employee Grievance Redressal (E Care) that is integrated with its HRMS. This mechanism enables all employees to raise their grievances through the online portal, which is accessible 24/7. The portal is designed to ensure that all employee grievances are addressed promptly and efficiently. Once a grievance is raised, it is assigned to the concerned department or personnel for redressal. The grievance is then resolved within 48 hours and the employee is provided with an update on the status of their grievance. This online system ensures transparency and accountability in their grievance redressal process and helps to maintain a positive work environment.
Other than Permanent Employees	NA

7. Membership of employees and worker in association(s) or unions recognized by the listed entity:

The Company does not have any employee associations. The Company, however, recognises the right to freedom of association.

8. Details of training given to employees and workers:

	FY2023-24					FY 2022-23				
	Total (A)	Health and safety measures		Skill upgradation		Total (A)	Health and safety measures		Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						2678	2491	93%	2412	90%
Male	1559	1294	83%	1403	90%	1481	1394	94%	1294	87%
Female	1294	1105	85%	1152	89%	1197	1097	92%	1118	93%
Total	**2853**	**2399**	**84%**	**2555**	**90%**	**2678**	**2491**	**93%**	**2412**	**90%**
Workers	Not Applicable, as the Company does not have any workers as defined in the BRSR Guidance Note.					Not Applicable				
Male										
Female										
Total										

9. Details of performance and career development reviews of employees and worker:

.	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1559	1173	75.24%	1481	1481	100%
Female	1294	853	65.92%	1197	1197	100%
Total	**2853**	**2026**	**71.01%**	**2678**	**2678**	**100%**
Workers	The company is not into manufacturing business and hence not required to employ any workers.					
Male						
Female						
Total						

10. Health and safety management system:

a) Whether an occupational health and safety management system has been implemented by the entity? If Yes, the coverage such system?

Yes, Company provides free medical checkup to it's employees and it is covered under NABH & NABL certified.

b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company adheres to rigorous procedures and continuous monitoring to ensure compliance with legal and safety standards. In light of potential risks, the Company places particular emphasis on adhering to radiation surveillance procedures and maintaining comprehensive records for legal purposes.

c) Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.

Employees are trained to report unsafe conditions to their reporting managers.

d) Do the employees / worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

11. Details of safety related incidents:

Safety Incident / Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company provides a systematic way to ensure a safe and healthy workplace for all employees

Key measures taken includes –

a. Education on Health and Safety at workplace

b. Training on Disaster Management measures such as Fire Mock Drill etc.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	23	Nil	The complaints were disposed-off as per the respective guidelines	3	Nil	The complaint was disposed off as per the respective guidelines
Health and Safety	0	0	-	10	Nil	The complaint was disposed off as per the respective guidelines

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
	FY 2023-24	FY 2022-23
Health and safety practices	100% NABH, PCB	100% NABH, PCB
Working Conditions	100% NABH, PCB	100% NABH, PCB

15. Provide details of any corrective action taken or underway to address safety-related incidents and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

None. Risk assessment of health and safety practices is a on-going process and required steps are taken from time to time depending on the risk foreseen.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (B) Workers?

Yes, the Company provides accidental death benefit covering all employees through insurance policy.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

HR department obtains a copy of all challan filed by such partners like PF, ESIC etc

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

No such incident was reported by any of the employee during the year.

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

No

5. Details on assessment of value chain partners:

NA

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company has not so far received any report of significant risk / concern due to nil or minimum exposure to health hazards.

BRSR Section C: Principle 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity

Internal and external group of stakeholders have been identified. Presently the given stakeholder groups have the immediate impact on the operations and working of the company. This includes Employees, Shareholders & Investors, Customers, Communities and Vendors.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

	Stakeholder Group	Whether identified as vulnerable and marginalized group	Channels of communication	Frequency of engagement (annually / half yearly / quarterly / others)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Employees	No	E-mail, SMS, meetings, Whatsapp, Various learning and development initiatives	Ongoing	Business Communication, Employee Policy & Benefits, Regular Company updates / Training Needs, Health and Wellness and Growth Opportunities.
2	Vendors	No	E-mail, Digital meetings, In person meetings	As and when required	To ensure that the highest standard of quality and timely availability is ensured for seamless business operations
3	Customers	No	SMS, Website, E-mail, Calls	Ongoing	Customer Satisfaction and feedback, complaint and queries
4	Shareholders& Investors	No	E-mail, Website, Analyst Meets, etc.	Annual	Requests / Resolution, to share the financial performance, achievements, challenges, future roadmap and resolving their queries and grievances.

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   A continuous connect enables aligning of expectations, thereby helping the Company to serve its stakeholders better. The Board is periodically reported on various developments and their deliberation / advice is sought upon.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics. If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   We recognize the importance of engaging with our stakeholders, we use patient feedback to refine our care protocols and improve patient satisfaction.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable / marginalized stakeholder groups.**

   The Company actively participates in the CSR activities organized. Kindly refer to the Corporate Social Responsibility Report given as Annexure - D to Director's report separately in Annual Report.

BRSR Section C: Principle 5

Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:**

	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	2853	2596	90.99%	2678	-	-
Other than permanent	640	541	84.53%	683	-	-
Total Employees	**3493**	**3137**	**89.81%**	**3361**	**-**	**-**
Workers	Not applicable, as company is not into manufacturing business, it does not employ any workers					
Permanent						
Other than permanent						
Total Workers						

2. **Details of minimum wages paid to employees and workers:**

	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage (B)	% (B / A)	More than Minimum Wage (C)	% (C / A)	Total (A)	Equal to Minimum Wage (B)	% (B / A)	More than Minimum Wage (C)	% (C / A)
Employees										
Permanent	**2853**	**-**	**-**	**2853**	**100%**	**2678**	**-**	**-**	**2678**	**100%**
Male	1559	-	-	1559	100%	1481	-	-	1481	100%
Female	1294	-	-	1294	100%	1197	-	-	1197	100%
Other than Permanent	**640**	**-**	**-**	**640**	**100%**	**1327**	**-**	**-**	**1327**	**100%**
Male	352	-	-	352	100%	819	-	-	819	100%
Female	288	-	-	288	100%	508	-	-	508	100%
Workers	Not applicable, as company is not into manufacturing business, it does not employ any workers									
Permanent										
Male										
Female										
Other than Permanent										
Male										
Female										

3. Details of remuneration / salary / wages:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	6	₹ 1,45,000/-	1	₹ 1,75,000/-
Key Managerial Personnel	2	₹ 47,31,012/-	0	N.A.
Employees other than BoD and KMP	2088	₹ 1,85,275/-	1852	₹ 1,71,653/-
Workers	NA	NA	NA	NA

* None of the Board members have received remuneration, except sitting fees as disclosed in Corporate Governance Report.

During the year under review some of the employees have worked for part of the year and accordingly calculation has been shown.

b. Gross wages paid to females as % of total wages paid

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages.	33.32%	34.25%

4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The company operates an internal portal dedicated to addressing human rights issues and concerns, accessible via https://myshalby.peoplestrong.com/. Oversight of this portal falls under the purview of the Chief Human Resources Officer as part of the vigil mechanism and whistleblower policy. Employees and stakeholders are encouraged to use this platform to raise any concerns or issues they may have. Regular reviews of submissions are conducted by the Audit Committee to ensure effective oversight and resolution.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at						
workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour / Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on the Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees/workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Company has adopted a Policy on prevention, prohibition, and redressal of sexual harassment at workplace under the provisions of Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed thereunder. The Company has Internal Committee to redress complaints received relating to sexual harassment.

9. Do human rights requirements form part of your business agreements and contracts?

The Company endeavors to cover the human rights requirements in its business agreements and contracts.

10. Assessments for the year:

	% of plants and offices that were assessed (by the entity or statutory authorities or third parties)
Child labour	100%
Forced / involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	NA

NA: Not Applicable

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

All employees must mandatorily submit a copy of govt. ID Proof like Aadhar card to ensure they are not minor. An employment application form is in place to be filled by applicant to ensure he is applying to the job voluntarily and not under any external pressure.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

The Company has not received any grievances or complaints related to human rights. However, the Company remains dedicated to adjusting and adopting its business processes to address any issues that may arise.

2. Details of the scope and coverage of any Human rights due diligence conducted.

Various mechanism and policies with respect to Human rights are in place for redressal. The Company follows zero tolerance to child, forced or compulsory labour.

3. Is the premise / office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

All the hospital units and offices are well equipped and is accessible for differently abled visitors.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	No assessment was carried for value chain partners
Discrimination at workplace	
Child Labour	
Forced Labour / Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at question 4 above.

So far, the Company has not received any complaint in the matter, hence no corrective action was taken.

BRSR Section C: Principle 6

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**-**	**-**
From non-renewable sources		
Total electricity consumption (D)	59.37 TJ	58.79 TJ
Total fuel consumption (E)	2.31 TJ	2.21 TJ
Energy consumption through other sources (F)	-	-
Total energy consumed from nonrenewable sources (D+E+F)	**61.68 TJ**	**61.00 TJ**
Total energy consumed (A+B+C+D+E+F)	**61.68 TJ**	**61.00 TJ**
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.0000000074	0.0000000086
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	-	-
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.	**No**	**No**

TJ = Tera Joules

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If Yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken.

NA

3. **Provide details of the following disclosures related to water:**

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	16160	16171
(ii) Groundwater	167011	184784
(iii) Third party water	61048	56935
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**244219**	**257890**
Total volume of water consumption (in kilolitres)	**244219**	**257890**
Water intensity per rupee of turnover (Water consumed / turnover)	**0.0000294352**	**0.0000364243**
Water intensity (optional) – the relevant metric may be selected by the entity	**-**	**-**
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?) If yes, name of the external agency.	**No**	

4. **Provide the following details related to water discharged:**

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater	16920	17202
- No treatment	3040	3422
- With treatment – STP	13880	13780
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	**16920**	**17202**

Water being both vital to protecting patient health and for daily hospital operation we pay special attention to the leakages in tabs, wastage of water in washing and drinking areas is avoided. There are infrared controllers in water taps as they provide water only when required, they get switch off automatically and can save between 5 to 15% of water per tap per year; Rainwater harvesting system is installed at our Greenfield to conserve natural resources.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If Yes, provide details of its coverage and implementation.**

As a part of water conservative initiatives, domestic wastewater generated from the hospitals is recycled in STP plant and it is being re-used in the hospitals for suitable purposes, i.e., gardening, flushing and use in cooling tower etc.

6. Please provide details of air emissions (other than GHG emissions) by the entity:

Parameter	Unit	FY2023-24	FY 2022-23
NOx	The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical fixtures in stores and offices.		
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency			

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:

Parameter	Break-up	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions	CO_2	Metric tonnes	The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical instruments in units and offices.	The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical instruments in units and offices.
	CH_4	Metric tonnes		
	N_2O	Metric tonnes		
	HFCs	Metric tonnes		
	PFs	Metric tonnes		
	SF_6	Metric tonnes		
	NF_3	Metric tonnes		
	Total	**Metric tonnes**		
Total Scope 2 emissions	CO_2	Metric tonnes	The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical instruments in units and offices.	The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical instruments in units and offices.
	CH_4	Metric tonnes		
	N_2O	Metric tonnes		
	HFCs	Metric tonnes		
	PFs	Metric tonnes		
	SF_6	Metric tonnes		
	NF_3	Metric tonnes		
	Total	**Metric tonnes**		
Total Scope 1 and Scope 2 emissions per rupee of turnover				
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		**CO_2 equivalent/ Metric tonnes**		
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.			No	

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

We recognize our responsibility towards the environment and have a clear focus on reducing carbon footprint and optimizing resources. We ensure adherence to the local environmental regulations including the International Finance Corporation (IFC) performance standards, sustainability standards, and the World Bank Group Environment, Health and Safety (EHS) guidelines.

9. Provide details related to waste management by the entity:

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	NA	NA
E-waste (B)	NA	NA
Bio-medical waste (C)	194.39	234.31
Construction and demolition waste (D)	NA	NA
Battery waste (E)	NA	NA
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	NA	NA
Other Non-hazardous waste generated (H). Please specify, if any.	NA	NA
Total (A+B + C + D + E + F + G + H)	**194.39**	**234.31**
Waste intensity per rupee of Turnover (Total waste generated / Revenue from operations)	0.0000000234	0.0000000331
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	NA	NA
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	NA	NA
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total		
Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? If Yes, name of the external agency.	No	No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Ans: Hospitals generate biomedical waste, as a by-product of healthcare services that can potentially pose serious health and environmental impacts if not handled correctly. At Shalby, we take this topic very seriously by putting in place an effective management system of healthcare waste which addresses the basic elements of waste minimization, segregation and identification by sorting into categories including medical, general, recycled and food waste. The company has achieved the reduction in generation of waste, raw material and other resources through various initiatives like environment awareness campaigns, training and monthly monitoring of hazardous & non- hazardous waste. We are not producing carbon but and at the same time, we have policy in place to dispose of bio medical waste in accordance with the guideline of the government and to ensure minimum generation of radiation within the hospital.

11. If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details:

The Company has no operations/offices in/around ecologically sensitive areas. Hence, required environmental approval/ clearances are not applicable for the Company.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Environmental impact assessments of projects have not been undertaken for FY 2023-24.

13. Is the entity compliant with the applicable environmental law / regulations / guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder. If not, provide details of all such non-compliances:

Yes. The Company is in compliance with applicable environment regulations.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres). For each facility / plant located in areas of water stress, provide the following information:

NA

2. Please provide details of total Scope 3 emissions and its intensity:

NA

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct and indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

The Company has no operations/offices in/around ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives:

None

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link.

NA

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No adverse impact to environment have been reported by the value chain partners of the Company.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

NA

BRSR Section C: Principle 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1.a. Number of affiliations with trade and industry chambers / associations.

The Company had 6 affiliations for the period under review.

1.b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to:

	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations
1	Confederation of Indian Industry (CII)	National
2	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
3	Gujarat Chamber of Commerce and Industry (GCCI)	State
4	Ahmedabad Hospital & Nursing Home Association	Regional
5	Nathealth	National
6	Indian Chamber of Commerce	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

NA

Leadership Indicators

1. Details of public policy positions advocated by the entity:

NA

BRSR Section C: Principle 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

The Company has not undertaken any Social Impact Assessments of projects for FY 2023-2024.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

NA

3. Describe the mechanisms to receive and redress grievances of the community.

For complaints received through emails, website or calls, the company has processes in place to monitor these complaints, if any, for early resolution and closure. There is a feedback/complaint option available on the Shalby website which can be filled and submitted.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs small producers	NA	
Sourced directly from within the district and neighbouring districts		

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2023-24	FY 2022-23
Rural	-	-
Semi-Urban	-	-
Urban	31%	-
Metropolitan	69%	-

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: question 1 of Essential Indicators above).**

   NA

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.**

State	Aspirational District	Amount spent (In INR)
Gujarat	Ahmedabad	₹ 24.03 million

3.a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups?**

No

3.b. **From which marginalized / vulnerable groups do you procure?**

NA

3.c. **What percentage of total procurement (by value) does it constitute?**

NA

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.**

   NA

   Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

   During the year there were no intellectual property related disputes.

Name of authority	Brief of the Case	Corrective action taken
-	-	-

5. **Details of beneficiaries of CSR Projects:**

CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
Raginiben Bipinchandra Sevakarya Trust	Unidentifiable	100%
Arya Foundation	Unidentifiable	100%

BRSR Section C: Principle 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**
The Company uses CRM system for providing proactive service and communication to the customer. There are various channels available for the customer to connect with the Company which is tracked through CRM. Any service or product performance/ deficiencies trends through store and online interfaces are mapped on database in CRM systems and taken up for necessary action by concerned team members. Customers are updated about the actions taken and the customer service team ensures that necessary actions are being taken for the service requests/grievances.

2. **Turnover of products and / services as a percentage of turnover from all products / service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	-
Safe and responsible usage	-
Recycling and / or safe disposal	-

3. **Number of consumer complaints in respect of the following:**

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive trade practice	Nil	Nil	NA	Nil	Nil	NA
Unfair trade practices	Nil	Nil	NA	Nil	Nil	NA
Other	Nil	Nil	NA	Nil	Nil	NA

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

5. **Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes / No) If available, provide a web-link of the policy.**
Yes, The Organization has input board affirmed approaches such as Cyber Security Approach, Social Media Security Arrangement, and Data Security Arrangement to guarantee adequate shields are input to anticipate any information spillage.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**
The Company has so far not received any report on cyber security and data privacy issues with respect to customers; nor instances of product recalls due to safety issues ; neither has been imposed upon any penalty / action taken by regulatory authorities on safety of products / services.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches: Nil

b. Percentage of data breaches involving personally identifiable information of customers: NA

c. Impact, if any, of the data breaches: NA

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

www.shalby.org

2. Steps taken to inform and educate consumers about safe and responsible usage of products and / or services.

NA

3. Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services.

NA

4. Does the entity display product information on the product over and above what is mandated as per local laws? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?

The Company has in place the practice of receiving feedback from every patient being treated at Shalby Hospitals to improve its system, process and to improve patients' satisfaction; Shalby Hospitals serve the patients through its network of hospitals and OPDs in India and abroad. Patients' complaints are being addressed on daily basis through patient coordinator and floor manager in every unit of Shalby Limited; Our innovations such as the 'ZERO technique' and innovated OS Needle have helped in reducing the time under surgery and the length of hospital stay.

Independent Auditor's Report

To the Members of Shalby Limited

Report on the Audit of the Standalone Financial Statements

Auditor's Opinion

We have audited the accompanying standalone financial statements of Shalby Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr	Key Audit Matter	Auditor's Response
1	**Evaluation of uncertain tax positions** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 36 to the Standalone Financial Statements.	Based on our audit procedures, we have conducted a thorough assessment of the Company's uncertain tax positions, which are deemed critical due to their potential impact on the standalone and consolidated financial statements. Our approach included gaining a comprehensive understanding of the process for identifying tax claims, litigations, and contingent liabilities, alongside testing key controls within this framework. We critically evaluated the Company's management positions through extensive discussions with Legal Counsel, Head of Tax, and operational management, focusing on the probability of success in significant cases and the potential magnitude of losses. Furthermore, we examined external legal opinions and other pertinent evidence to corroborate management's risk assessments concerning legal claims. Additionally, our engagement with tax specialists provided a technical appraisal of the Company's local tax strategies. Finally, we assessed the disclosures within the financial statements to ensure they appropriately reflect the underlying facts and circumstances of the tax and legal exposures, aligning with relevant accounting standards.

Sr	Key Audit Matter	Auditor's Response
		Based on our comprehensive audit procedures and evaluations conducted, we conclude that management's determination of the Outstanding Tax Position as at the year-end is reasonable and appropriately disclosed in the financial statements.
2	**Allowance for expected credit loss related to trade receivables** As stated in Note 15, the company has determined the allowance for credit loss based on historical loss experience which is adjusted to reflect current and estimated future economic conditions. The historical loss experience model required revisions considering the overall economic conditions and its impact on the customers' business operations/ability to pay dues. Based on such analysis the Company has recorded an allowance aggregating to ₹ 131.22 Million as included in Note 15 of the standalone financial statements. We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.	The Company exercises significant judgment in assessing and calculating the Expected Credit Losses (ECL) on Trade Receivables as per the requirement of Ind AS 109. Owing to the nature of operations of the Company and related customer profiles, for the purpose of expected credit loss assessment of trade receivables, the Company exercises significant judgement to estimate timing and amount of realization of trade receivables which involves consideration of ageing status, credit information of its customers, historical trends of collection and expected deduction basis past trends. Considering the significant judgement involved, high estimation uncertainty and materiality of amounts involved, we have identified allowance for expected credit loss on trade receivables as a key audit matter. Our audit focused on the allowance for expected credit losses (ECL) on trade receivables, recognizing its significance due to the Company's reliance on judgment for assessing and calculating ECL under Ind AS 109. We began by understanding the Company's process for calculating, recording, and monitoring impairment losses, ensuring adherence to Indian Accounting Standards (Ind AS). Sampling from the receivables ageing report, we verified the accurate classification of items by comparing individual entries with supporting documentation. Our analysis delved into management's methodology, particularly assessing historical payment trends of customers to validate the approach used for determining ECL provision. This included evaluating whether historical data used for assumptions accurately reflected current economic conditions. Additionally, we scrutinized the adequacy and appropriateness of disclosures in the financial statements concerning the provision for expected credit losses and trade receivables. Based on these procedures, we conclude that the management's determination of the allowance for expected credit losses on trade receivables and the corresponding disclosures in the financial statements are reasonable and compliant with applicable standards.
3	Impairment assessment of carrying value of investments in subsidiaries: The Company's equity investments in unlisted wholly owned subsidiaries as of March 31, 2024, amounting to ₹ 4,324.93 Million, are a key audit matter due to the critical nature of the annual impairment assessment. Management's determination involves reviewing business forecasts using a discounted cash flow model, assessing recoverable amounts based on future cash flow estimates, and making	The Company's equity investments in unlisted wholly owned subsidiaries as of March 31, 2024, amounting to ₹ 4,324.93 Million, are accounted for at cost (net of provision) in accordance with Ind AS 27 on 'Separate Financial Statements'. The management conducts an annual impairment assessment for each investment, a process deemed critical in our audit of the standalone financial statements. This assessment involves reviewing the subsidiaries' business forecasts using a discounted cash flow valuation model. Management determines the recoverable amounts based on their estimates of future cash flows and exercises judgment regarding

Sr	Key Audit Matter	Auditor's Response
	significant judgments on investees' performance and related assumptions. Our audit focused on evaluating the effectiveness of internal controls, reviewing management's impairment analysis and valuation reports, and ensuring the accuracy and completeness of disclosures in the standalone financial statements.	the investees' performance, including key assumptions related to discount and long-term growth rates. In our audit procedures, we obtained an understanding of the internal controls related to investments, focusing particularly on impairment assessment. We tested the operating effectiveness of these controls during the year ended March 31, 2024, and reviewed management's evaluation of the impairment analysis, including the future cash flows used in the valuation model. Additionally, we obtained and reviewed the valuation report on impairment testing prepared for the standalone financial statements and assessed the fair value certifications provided by subsidiary auditors. Our engagement of valuation specialists helped us evaluate the methodologies, impairment calculations, and underlying assumptions applied by management in the impairment testing process. Furthermore, we evaluated the appropriateness of disclosures in the standalone financial statements, ensuring their completeness and mathematical accuracy. Based on the audit procedures performed, we conclude that the management's determination of the amounts and disclosure of investments in subsidiaries as at March 31, 2024, is reasonable and consistent with applicable accounting standards. The impairment assessment process was comprehensive, supported by robust internal controls and external validations, providing a reliable basis for financial statement presentation.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order") issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure A"** a statement on the matters specified in paragraphs 3 & 4 of the Order to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended.

   (e) On the basis of the written representations received from the directors as on 31stMarch, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31stMarch, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control with reference to financial statements.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 read with Schedule V to the Act:

   In our opinion and to the best of our information and according to the explanations given to us, the company has not paid remuneration to any directors, hence provisions of section 197 read with Schedule V to the Act is not applicable to the company.

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   I. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note no 36 to the financial statements.

   II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   III. There were no amounts which were required to be transferred to the investor's education and protection fund by the company.

   IV. (i) The Management has represented that, to the best of their knowledge and belief, other than as disclosed in the Note 52 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (ii) the management has represented, that, to the best of their knowledge and belief, no funds have been received by the company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

   (iii) Based on such audit procedures, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

V. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 19 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

VI. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software, except that no audit trail was enabled at the database level for accounting software to log any direct changes.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2024.

For **T R Chadha & Co LLP**
Firm's Reg. No.: 006711N \ N500028
Chartered Accountants

Brijesh Thakkar
(Partner)
Membership No – 135556
UDIN: 24135556BKABDD5699

Place: Ahmedabad
Date: 28/05/2024

ANNEXURE A

Annexure to Independent Auditors' Report for the year ended 31st March 2024

(Referred to in Paragraph 1 under the Heading of "Report on Other Legal and Regulatory Requirements" section of our Report of even date)

Based on the Audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us in the normal course of audit, we report that:

(i) Property, Plant & Equipment and Intangible Assets

a) A) The Company has maintained proper records showing full particulars, including quantitative details and situtation of Property, Plant & Equipment.

B) The Company has maintained proper records showing full particulars, of Intangible Assets.

b) The company has a programme of physical verification to cover all the items of Property, Plant & Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant & Equipment were physically verified by the management during the year and no material discrepancies were noticed on such verification.

c) The title deeds of all immovable properties (other than those that have been taken on lease) disclosed in the financial statements included in (Property, Plant and Equipment, Capital Work in Progress, Investment Property and non-current assets held for sale) are held in the name of the company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed in the financial statements (as Property, Plant and Equipment, right-of use asset, capital-work-in-progress, investment property and non-current asset held for sale) as at the balance sheet date, the lease agreements are duly executed in favour of the company.

d) The company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.

e) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

(ii) Inventories

a) Inventories were physically verified during the year by the Management at reasonable intervals. The coverage and procedure of such verification by the management is appropriate having regard to size of the company and nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on physical verification of inventories when compared with books of account.

b) The company has been sanctioned working capital limits in excess of ₹ 5 Crores, in aggregate, at any points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and statements comprising (stock statements, book debt statements, credit monitoring arrangement reports, statements on ageing analysis of the debtors / other receivables, and other stipulated financial information) filed by the company with such banks are in agreement with the unaudited books of account of the company of the respective quarters and no material discrepancies have been observed.

(iii) Loans given

The Company has made investments in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

a) The Company has provided loans or advances in the nature of loans, stood guarantee, or provided security during the year and details of which are given below:

(₹ in Million)

Particulars	Investment	Loans	Gurantees*
Aggregate amount granted / provided during the year:			
- Subsidiaries (Including Step Down Subsidiary)	2,559.20	15.00	0.00
Balance outstanding as at balance sheet date in respect of above cases:			
- Subsidiaries (Including Step Down Subsidiary)	4,307.76	15.00	2,028.18

(* Given in Foreign Currency and converted into INR @ closing rate)

b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

c) The Company has granted loans or provided advances in the nature of loan are payable on demand. During the year the Company has not demanded such loan or advances in the nature of loan. Having regard to the fact that the repayment of principal has not been demanded by the Company, in our opinion the repayments of principal amounts is regular. Further, all the loans given are interest free, hence the reporing w.r.t recovery of interest does not arise.

d) In respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

e) None of the loans or advances in the nature of loans granted by the Company have fallen due during the year as all the loans given are repayable on demand and the same has not been demanded by the company.

f) The company has granted loans or advances in the nature of loans which are repayable on demand. Details are as under.

(₹ in Million)

Particulars	All Parties	Promoters	Related Parties
Aggregage of Loans \ Advances in the nature of Loan, Repayable on Demand	-	-	15.00
% of loans / advances in the nature of loans to the total loans	-	-	100%

(iv) Compliance of Sec. 185 & 186

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) Public Deposit

The Company has not accepted deposits or amounts which are deemed to be deposits, during the year. Accordingly reporting under paragraph 3 clause (v) does not arise.

(vi) Cost Records

The company is maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act in respect of service carried out by the company. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) Statutory Dues

a) The Company has generally been regular in depositing its undisputed statutory dues including Provident Fund, Income-tax, Goods and Service Tax, Customs duty, cess and other material statutory dues applicable to it to the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months as on 31st March 2024.

b) According to the information and explanations given to us, the company has no disputed outstanding statutory dues as at March 31, 2024 other than as stated below:

(₹ in Million)

Name of the Statue	Nature of the Dues	Amount	Promoters	Related Parties
Income Tax	Demand Notice issued by Tax Department	41.42	AY 2015-16	Commissioner of Income Tax
		0.60	AY 2018-19	
		0.26	AY 2019-20	
		0.90	AY 2021-22	
		4.72	AY 2022-23	

(viii) There are no transactions / previously unrecorded income which are required to be recorded in the books of accounts have been surrendered of disclosed as income during the year in the tax assessments under the Income-Tax Act, 1961

(ix) Appplication & Repayment of Loans & Borrowings:

a) Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

b) The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) Term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

d) On an overall examination of the financial statements of the company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the company.

e) On an overall examination of the financial statements of the company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) The company has not raised any loans during the year, on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly reporting under paragraph 3 clause (ix)(f) of the order does not arise.

(x) Application of funds raised through Public Offer:

a) During the year, company has not raised any funds through Initial Public Offer or Further Public Offer (including debt instruments). Accordingly, reporting under paragraph 3 clause (x)(a) of the order does not arise.

b) The company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year. Accordingly, reporting under paragraph 3 clause (x)(b) of the order does not arise.

(xi) Fraud

We have neither come across any instances of fraud by the company or any fraud on the company noticed or reported during the year, nor have been informed of any such instances by the management. Accordingly, reporting under paragraph 3 clause (xi) (b) & (c) of the order does not arise.

(xii) The company is not a Nidhi Company and hence reporting under clause (xii) of the paragraph 3 of the order is not applicable.

(xiii) All the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.

(xiv) Internal Audit

a) Company has an adequate internal control system commensurate with the size and the nature of its business.

b) We have considered internal audit reports of the company issued for the period July, 2023 to March, 2024.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with them, during the year. Accordingly, provisions of section 192 of the Act are not applicable.

(xvi) Registration u/s 45-IA of RBI Act

a) The company is not required to be registered under section 45-IA of the Reserve Bank of India, 1934. Accordingly, reporting under paragraph 3 clause (xvi) (a),(b)&(c) of the order does not arise.

b) The group does not have any CIC as part of the group. Accordingly, reporting under paragraph 3 clause (xvi) (d) of the order does not arise.

(xvii) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordinlgy, reporting under paragraph 3 Clause (xviii) of the order does not arise.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, Our knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) Corporate Social Responsibility

The company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of Section 135 of the said Act. Accordinlgy, reporting under paragraph 3 Clause (xx) of the order does not arise.

For **T R Chadha & Co LLP**
Firm's Reg. No-: 006711N \ N500028
Chartered Accountants

Brijesh Thakkar
(Partner)
Membership No – 135556
UDIN: 24135556BKABDD5699

Place: Ahmedabad
Date: 28/05/2024

ANNEXURE B

THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SHALBY LIMITED

(Referred to in Paragraph 2(F) under the Heading of "Report on Other Legal and Regulatory Requirements" section of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of Shalby Limited ("the Company") as of 31 March, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on, "the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Re sponsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March, 2024, based on, "the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **T R Chadha & Co LLP**
Firm's Reg. No-: 006711N \ N500028
Chartered Accountants

Brijesh Thakkar
(Partner)
Membership No – 135556
UDIN: 24135556BKABDD5699

Place: Ahmedabad
Date: 28/05/2024

Standalone Balance Sheet

as at March 31, 2024

(₹ In Million)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	5	5,716.80	5,801.48
Capital work-in progress	5	52.36	56.65
Right of Use Assets	6	62.68	75.08
Goodwill	7	81.97	81.97
Intangible Assets	8	131.38	69.77
Intangible assets under development	8	-	43.81
Financial Assets			
Investments	9	2,808.23	749.03
Other Financial Assets	10	39.91	41.33
Income Tax Assets (Net)	11	181.35	265.12
Other non current assets	13	346.94	343.05
		9,421.62	**7,527.29**
Current assets			
Inventories	14	174.75	178.97
Financial assets			
Investments	9	2,306.45	2,378.93
Trade Receivables	15	1,177.09	896.39
Cash and Cash Equivalents	16	92.04	32.99
Other Bank Balances	17	0.23	0.24
Other Financial Assets	10	531.03	588.02
Other Current Assets	13	36.65	53.71
		4,318.24	**4,129.25**
Total Assets		**13,739.86**	**11,656.54**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	1,074.13	1,073.10
Other Equity	19	9,547.63	8,630.13
		10,621.76	**9,703.23**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	20	1,031.15	146.11
Lease Liability	21	62.05	74.61
Other Financial Liabilities	22	4.07	3.47
Provisions	23	29.78	23.63
Deferred Tax Liabilities (Net)	12	823.79	561.80
Other Non-current Liabilities	24	85.66	93.63
		2,036.50	**903.25**
Current liabilities			
Financial Liabilities			
Borrowings	20	109.09	108.85
Lease Liability	21	12.56	11.23
Trade Payables	25		
- Total Outstanding dues to Micro Enterprise & Small Enterprise		0.24	-
- Total Outstanding dues to Other than Micro Enterprise & Small Enterprise		727.49	727.69
Other Financial Liabilities	22	94.05	87.35
Provisions	23	28.19	13.83
Other Current liabilities	24	109.98	101.10
		1,081.60	**1,050.06**
Total Equity and Liabilities		**13,739.86**	**11,656.54**
Material Accounting Policies	1 to 4		
The accompanying notes are an integral part of the financial statements.	5 to 56		

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ In Million)

Particulars	Notes	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
INCOME			
Revenue from Operations	26	8,296.83	7,080.17
Other Income	27	207.04	195.66
Total Income		**8,503.86**	**7,275.83**
EXPENSES			
Operative expenses	28	4,756.67	4,153.68
Purchase of stock in trade	29	105.08	91.51
Changes in inventories	30	(3.90)	(4.64)
Employee benefits expense	31	995.26	867.59
Finance Cost	32	28.86	31.01
Depreciation and Amortization	33	370.76	370.64
Other Expenses	34	668.01	552.49
Total Expenses		**6,920.75**	**6,062.26**
Profit before exceptional items and tax		**1,583.11**	**1,213.56**
Exceptional Items		-	-
Profit Before Tax		**1,583.11**	**1,213.56**
Current tax		587.81	348.36
Adjustment of earlier years		5.56	0.03
MAT Credit Entitlement		-	(4.13)
Deferred tax		(48.70)	61.23
Total tax expense:		**544.66**	**405.48**
Profit for the year from continuing operations		**1,038.45**	**808.08**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans		3.55	3.95
Income tax effect on above		(1.24)	(1.38)
		2.31	**2.57**
Total comprehensive income for the year, net of tax		**1,040.76**	**810.65**
Earning per Equity Share (Face value of ₹ 10/- each)	35		
Basic (In ₹)		9.67	7.52
Diluted (In ₹)		9.67	7.48
Material Accounting Policies	1 to 4		
The accompanying notes are an integral part of the financial statements.	5 to 56		

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

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Place : Ahmedabad
Date : May 28, 2024

Standalone Cash Flow Statement

for the year ended March 31, 2024

(₹ In Million)

Particulars			Year Ended March 31, 2024	Year Ended March 31, 2023
A.	**Cash flow from Operating Activities**			
	Net Profit before Tax as per Statement of Profit & Loss		1,583.11	1,213.55
	Adjustments for			
	Depreciation and amortisation		370.76	370.64
	Finance cost		28.86	31.01
	Interest Income			
	- on fixed deposits with Bank		(32.26)	(68.34)
	- on other financial assets		(31.30)	(45.30)
	Gain on Sale of Investment		(80.39)	(18.57)
	Loss/(gain) on sale of property plant & equipment (net)		(2.23)	0.27
	Provision for doubtful debts		0.70	-
	Net Loss/(Gain) on foreign exchange fluctuations		(1.42)	(1.96)
	ESOP Compensation Expenses		10.06	8.16
	Sundry balances written back		0.35	-
	Operating profit before working capital changes		**1,846.26**	**1,489.47**
	Adjustments for			
	(Increase) / Decrease in Inventories		4.22	2.14
	(Increase) / Decrease in Trade receivables		(281.40)	46.61
	(Increase) / Decrease in Other Non current financial assets		0.07	14.52
	(Increase) / Decrease in Other current financial asset		(16.30)	254.94
	(Increase) / Decrease in Other non current asset		(0.41)	1.35
	(Increase) / Decrease in Other current assets		17.06	(27.09)
	Increase / (Decrease) in Trade Payables		(0.31)	131.80
	Increase / (Decrease) in Provisions		16.96	4.00
	Increase / (Decrease) in Other Non current financial liabilities		0.60	(0.68)
	Increase / (Decrease) in Other Non current liabilities		(7.97)	(9.58)
	Increase / (Decrease) in Other current financial liabilities		7.74	(12.45)
	Increase / (Decrease) in Other current liabilities		8.88	20.94
	Cash generated from operations		1,595.38	1,915.98
	Direct taxes Refund / (Paid)		(197.66)	(270.71)
	Net Cash from / (used in) Operating Activities	[A]	**1,397.72**	**1,645.28**
B.	**Cash flow from Investing Activities**			
	Purchase of property, plant and equipment		(312.64)	(34.50)
	Proceeds from Sale of property, plant and equipment		19.32	5.86
	Payment for purchase of investments		(3,236.17)	(5,235.85)
	Proceeds from Sale of Investment		3,893.14	4,227.11
	Investment in Equity Shares of Subsidiary Company		(2,063.30)	(479.73)
	Investment in Preference Shares of Subsidiary Company		(500.00)	(1,000.00)
	(Investment in) / Proceed from Bank Deposit and other Bank Balance		70.56	673.98
	Interest received		69.06	119.12
	Net Cash from / (used in) Investing Activities	[B]	**(2,060.05)**	**(1,724.02)**

Standalone Cash Flow Statement

for the year ended March 31, 2024

(₹ In Million)

Particulars		Year Ended March 31, 2024	Year Ended March 31, 2023
C. Cash flow from financing activities			
Repayment of Borrowing		(114.72)	(310.24)
Proceeds from Short term borrowing		-	150.00
Proceeds from Long Term borrowing		1,000.00	2.14
Repayment of Finance lease liabilities		(17.01)	(16.57)
Interest paid		(19.27)	(24.66)
Dividend Paid (Including Dividend Distribution Tax)		(129.61)	(108.01)
Proceeds from allotment of equity shares - ESOP		1.03	-
Purchase of Treasury shares		-	(75.43)
Dividend received from Treasury shares		0.97	0.63
Net cash from / (used in) Financing Activities	**[C]**	**721.39**	**(382.14)**
Net Increase / (Decrease) in cash & cash equivalents	**[A+B+C]**	**59.06**	**(460.88)**
Opening balance of Cash and cash equivalents		32.99	493.86
Closing balance of Cash and cash equivalents		**92.04**	**32.99**
Components of Cash and cash equivalent (Refer Note no:-16)			
Balances with scheduled banks		83.58	26.40
Fixed Deposits with maturity less than 3 months		-	-
Cash in hand		8.46	6.59
Total		**92.04**	**32.99**

Explanatory Notes to Cash Flow Statement

1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.

2 In Part A of the Cash Flow Statements, figures in brackets indicates deductions made from the net profit for deriving the cash flow from operating activities. In part B & part C, figures in brackets indicates cash outflows.

3 Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.

4 Reconciliation of borrowings as disclosed in financing activities

(₹ In Million)

Particulars	April 1, 2023	Proceeds	Repayments	March 31,2024
Borrowings	254.96	1,000.00	114.72	1,140.24

(₹ In Million)

Particulars	April 1, 2022	Proceeds	Repayments	March 31,2023
Borrowings	413.06	152.14	310.24	254.96

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
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DIN: 00011653

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DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Standalone Statement of changes in Equity

for the year ended March 31, 2024

A. Equity share capital

[₹ in Million]

As at April 1, 2022	**1,080.10**
Changes due to prior period errors	-
Restated Balance as April 1 ,2022	1,080.10
Changes during the year 2022-23	(7.00)
As at March 31, 2023	**1,073.10**
Changes due to prior period errors	-
Restated Balance as April 1 ,2023	1,073.10
Changes during the year 2023-24	1.03
As at March 31, 2024	**1,074.13**

B. Other equity

Particulars	Reserves and Surplus				Total equity
	Securities Premium	Capital Redemption reserve	Retained Earnings	Reserve for Shared based Payment	
Balance as at April 1, 2022	**4,438.67**	**5.33**	**3,543.13**	**-**	**7,987.13**
Profit for the year	-	-	808.08	-	808.08
Premium paid on purchase of treasury shares	(68.43)	-	-	-	(68.43)
Dividend Received from Treasury Shares	-	-	0.63	8.16	8.79
Dividend paid (including dividend distribution tax)	-	-	(108.01)	-	(108.01)
Other comprehensive income for the year	-	-	2.57	-	2.57
Balance as at March 31, 2023	**4,370.24**	**5.33**	**4,246.40**	**8.16**	**8,630.13**
Balance as at April 1, 2023	**4,370.24**	**5.33**	**4,246.40**	**8.16**	**8,630.13**
Profit for the year	-	-	1,038.45	-	1,038.45
ESOP compensation expenses for the year	-	-	-	10.06	10.06
Premium collected on issue of ESOP shares	10.05	-	-	(10.05)	-
Dividend Received from Treasury Shares	-	-	0.91	-	0.91
Dividend paid (including dividend distribution tax)	-	-	(129.61)	-	(129.61)
Other comprehensive income for the year	-	-	(2.31)	-	(2.31)
Balance as at March 31, 2024	**4,380.29**	**5.33**	**5,153.84**	**8.17**	**9,547.63**

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
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Brijesh Thakkar
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Place : Ahmedabad
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AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 1: Corporate Information

Shalby Limited (the company) is a company engaged in healthcare delivery space and listed with bourses in India. The registered office of the Company is located at Opposite Karnavati Club, Sarkhej Gandhinagar Highway, Near Prahladnagar Garden, Ahmedabad – 380015. The company operates as a chain of multi-specialty hospitals across India. The business of the company is to offer tertiary and quaternary healthcare services to patients in various areas of specialization such as orthopedics, complex joint replacements, cardiology, neurology, oncology, renal transplantations etc.

The standalone Ind AS financial statements for the year ended March 31, 2024 were authorized for issue in accordance with resolution passed by the Board of Directors of the company on May 28, 2024.

Note 2: Basis of Preparation & Compliance with Ind AS

The financial statements of the Company as at and for the year ended March 31, 2024 has been prepared in accordance with Indian Accounting standards ('Ind AS') notified under section 133 of the Companies Act, 2013 ('Act') and the Companies (Indian Accounting Standards) Rules issued from time to time and other relevant provisions of the Companies Act, 2013 (collectively called as Ind AS).

2.1 Basis of Measurement

The Standalone Ind AS financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

a) Financial instruments (assets / liabilities) classified as Fair Value through profit or loss or Fair Value through Other Comprehensive Income are measured at Fair Value.

b) The defined benefit asset / liability is recognized as the present value of defined benefit obligation less fair value of plan assets.

c) Assets held for sale measured at fair value less cost to sales

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

2.2 Functional and Presentation Currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian Rupee is the functional currency of the Company.

The standalone financial statements are presented in Indian Rupees (₹) which is the company's presentation currency, and all the values are rounded to the nearest million except when otherwise stated.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

2.3 Current and non-Current classification:

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

An asset is classified as current if it satisfies any of the following criteria:

a) It is expected to be realized or intended to be sold or consumed in the Company's normal operating cycle,

b) It is held primarily for the purpose of trading,

c) It is expected to be realized within twelve months after the reporting period, or

d) It is a cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current.

An liability is classified as current if it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycle,

b) it is held primarily for the purpose of trading,

c) it is due to be settled within twelve months after the reporting period

d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current. Current liabilities include current portion of non-current financial liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Note 3: Critical and Significant accounting judgments, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of standalone financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognised in the standalone financial statements.

3.1 Impairment of investments in subsidiaries

The Management reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

3.2 Useful lives of property, plant and equipment

The Management reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods. As at March 31, 2024 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

3.3 Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3.4 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

3.5 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

3.6 Allowance for uncollectible trade receivables

Trade receivables, predominantly from Government schemes/insurance companies and corporates which enjoy high credit ratings are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Individual trade receivables are written off when management deems it not to be collectible.

The company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix considering the nature of receivables and the risk characteristics. The provision matrix takes into accounts historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the day of the receivables are due and the rates as given in the provision matrix.

3.7 Impairment of Property, Plant & Equipment

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss which is material in nature is accounted for.

3.8 Litigations

The provision is recognized based on the best estimate of the amount desirable to settle the present obligation arising at the reporting period and of the income is recognized in the cases involving high degree of certainty as to realization.

Note 4(a) : Material Accounting Policies

The Company has applied the following accounting policies to all periods presented in the financial statements.

4.1 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

(a) Financial Assets

Financial Assets comprises of investments in equity instruments, trade receivables, cash and cash equivalents and other financial assets.

Initial Recognition:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit or Loss, transaction costs that are attributable to the acquisition of financial assets. Purchases or sales of financial assets that requires delivery of assets within a period of time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company committed to purchase or sell the asset.

Subsequent Measurement:

(i) Financial assets measured at amortized Cost:

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and where contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at Fair Value through Other Comprehensive Income (FVTOCI):

Financial Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial assets give rise on specified dates to

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in Other Comprehensive Income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes on equity instruments at FVTOCI, excluding dividends are recognized in Other Comprehensive Income (OCI).

(iii) Fair Value through Profit or Loss (FVTPL):

Financial Assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit and Loss.

De-recognition of Financial Assets:

Financial Assets are derecognized when the contractual rights to cash flows from the financial assets expire or the financial asset is transferred and the transfer qualifies for de-recognition. On de-recognition of the financial assets in its entirety, the difference between the carrying amount (measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the Statement of Profit and Loss.

(b) Financial Liabilities

Initial Recognition and Measurement

Financial Liabilities are initially recognized at fair value plus any transaction costs, (if any) which are attributable to acquisition of the financial liabilities.

Subsequent Measurement:

Financial Liabilities are classified for subsequent measurement into following categories:

(i) Financial liabilities at Amortized Cost:

The Company is classifying the following under amortized cost:

- Borrowing from Banks
- Borrowing from Others
- Trade Payables
- Other Financial Liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus cumulative amortization using the effective interest method of any differences between the initial amount and maturity amount.

(ii) Financial liabilities at Fair Value through Profit or Loss:

Financial liabilities held for trading are measured at Fair Value through Profit or Loss

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

(c) Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

(d) Reclassification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI, and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in business model for managing those assets. Changes to the business model are expected to be very infrequent. The management determines the change in a business model as a result of external or internal changes which

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

are significant to the Company's Operations. A Change in business occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively effective from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

4.2 Share Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from equity, net of any tax effects.

4.3 Property, Plant and Equipment

Property, plant and equipment held for use in the supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. All repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Properties in the course of construction for supply of services or administrative purpose are carried at cost, less any recognised impairment loss. Cost includes professional fees and other directly attributable cost and for qualifying assets, borrowing cost capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of Property Plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. Leasehold land with lease term of 99 years or more and renewable with mutual consent are considered as finance leases with perpetual lease term and the same are not amortized with effect from 1st April, 2016.

Estimated useful lives of the assets are as follows:

Type of Asset	Useful Life
Buildings*	30 years and 60 years
Plant and Machinery	15 years
Medical Equipment	13 years and 15 years
Electrical Installations	10 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles	8 years and 10 years
Servers and Computers	3 years and 6 years

(*) For this class of assets based on internal assessments and technical evaluation carried out by the management, it believes that useful life as given above best represents the period over which the management expects to use this asset. Hence, the useful life for this asset is different from useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and are recognised net within "other income / other expenses" in the Statement of profit and loss.

4.4 Intangible assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Goodwill generated on business combination is tested for impairment.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is de-recognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Type of Asset	Useful Life
Computer software and data processing software	3 years
SAP ERP Software	6 years
Hosply Software	5 years

4.5 Inventories

Inventories of all medicines, medicare items traded and dealt with by the Company are measured at the lower of weighted average cost and net realisable value. Net realizable value is the estimated selling price in the ordinary course of business. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location, after adjusting for VAT/ GST wherever applicable.

Materials and consumables and general stores are charged to the Statement of Profit and Loss as and when they are procured and stock of such items at the end of the year is valued at cost.

4.6 Impairment

(a) Financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured though a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

(b) Non-financial assets

Tangible and Intangible assets

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to it's recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

other comprehensive income and presented within equity.

4.7 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rates that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contract is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with the contract.

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

4.8 Revenue Recognition

(a) Rendering of Services

Healthcare Services

Revenue primarily comprises fees charged for inpatient and outpatient hospital services. Services include charges for accommodation, medical professional services, equipment, radiology, laboratory and pharmaceutical goods used in treatments given to Patients. Revenue is recorded and recognised during the period in which the hospital service is provided, based upon the amounts due from patients and/or medical funding entities. Unbilled revenue is recorded for the service where the patients are not discharged and invoice is not raised for the service.

Other Services

Income from Clinical trials on behalf of Pharmaceutical Companies is recognized on completion of the service, based on the terms and conditions specified to each contract.

Other services fee is recognized on basis of the services rendered and as per the terms of the agreement.

(b) Sale of Goods

Pharmacy Sales are recognised when the significant risks and rewards of ownership and control is transferred to the customer. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue is reduced for rebates granted upon purchase and are stated net of returns and discounts wherever applicable. Sales are adjusted for Value Added Tax/GST wherever applicable.

(c) Dividend and Interest Income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4.9 Leases

Company as a lessee

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement

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for the year ended March 31, 2024

date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. The higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and finance cost portion of lease payments have been classified as financing cash flows.

Company as a lessor

At the inception of the lease, the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognizes lease payments received under operating leases as income over the lease term on a straight-line basis.

4.10 Foreign Currency Translation

The functional currency of the Company is the Indian Rupee (₹)

Exchange differences on monetary items are recognised in the Statement of profit and loss in the period in which they arise except for:

(i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

(ii) exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements of the Company for the period immediately before the beginning of the first Ind AS financial reporting period (prior to April 1, 2016), as per the previous GAAP, pursuant to the Company's choice of availing the exemption as permitted by Ind AS 101.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Income and expense items in foreign currency are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

4.11 Borrowing Costs

Borrowing costs include

a) interest expense calculated using the effective interest rate method,

b) finance charges in respect of finance leases, and

c) Exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

4.12 Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with

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for the year ended March 31, 2024

the conditions attaching to them and that the grants will be received.

When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in statement of profit and loss in the period in which they become receivable.

4.13 Employee benefits

(a) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post-employment obligations

The Company operates the following post-employment schemes: a) defined contribution plans - provident fund b) defined benefit plans - gratuity plans

(i) Defined contribution plans

The Company has defined contribution plan for the post-employment benefits namely Provident Fund, Employees Death Linked Insurance and Employee State Insurance and the contributions towards such funds and schemes are recognised as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

(ii) Defined benefit plans

The Company has defined benefit plan, namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the tenor of the related obligation. The liability or asset recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of profit and loss in the line item 'Employee benefits expense'.

Remeasurement's of the net defined liability, comprising of actuarial gains and losses, return on plan assets (excluding amounts included in net interest on the net defined benefit liability) and any change in the effect of asset ceiling (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurement's are not reclassified to profit or loss in subsequent periods.

Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the profit or loss as past service cost.

(c) Compensated Absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services

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are recognised at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

(d) Equity-settled share-based payments (ESOP)

Equity-settled share-based payments to employees are measured at the fair value of the options at the Grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Equity settled share based payments". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Equity settled share based payments" are transferred to the "Retained Earnings".

When the options are exercised, the ESOP Trust transfer equivalent number of shares of the company of ₹ 10/ each fully paid up to grantees. The proceeds received and the related balance standing to credit of the Equity settled share based payments, are credited to share capital (nominal value) and Securities Premium, if any.

4.14 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

No DTA is recognized for goodwill arising on business combination.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate

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for the year ended March 31, 2024

to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4.15 Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition comprises the:

a) fair values of the assets transferred;

b) liabilities incurred to the former owners of the acquired business;

c) equity interests issued by the Company; and

d) fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The company recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquire is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

4.16 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

4.17 Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

4.18 Fair Value Measurement

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or a liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

4.19 Cash and cash equivalent

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

4.20 Segment Reporting

Identification of segments: Segments are identified in line with Ind AS - 108 "Operating Segments", taking into consideration the internal organization and management structure as well as the differential risk and returns of the segment.

The Company is mainly engaged in the business of setting up and managing hospitals and medical diagnostic services which constitute a single business segment. These activities are mainly conducted only in one geographical segment viz, India. Therefore, the disclosure requirements under the Ind AS 108 "Operating Segments" are not applicable.

Segment Policies: The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

4.21 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

4.22 Investment in Subsidiaries

(i) Initial recognition

The acquired investment in subsidiaries are measured at fair value as on the date of acquisition

(ii) Subsequent measurement

Investment in equity shares of subsidiaries are accounted either;

(a) at cost, or

(b) in accordance with IND AS 109, financial instruments

The Company has elected to account its subsidiaries at cost less accumulated impairment losses, if any.

Note 4(b) : Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 5 : Property, Plant and Equipment

Note 5.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net carrying Amount
	As at April 1, 2023	Additions	Deduction / Adjustments	As at March 31, 2024	As at April 1, 2023	For the year	Deduction	As at March 31, 2024	As at March 31, 2024
Owned Assets									
Free hold land	399.29	-	-	399.29	-	-	-	-	399.29
Buildings	2,935.17	51.38	-	2,986.54	380.17	45.44	-	425.61	2,560.94
Medical Equipments and Surgical Instruments	2,522.32	162.37	1.59	2,683.10	909.27	162.14	0.42	1,070.99	1,612.11
Plant & Machinery	527.96	13.64	-	541.60	190.97	34.66	-	225.62	315.97
Electrical Installation	209.38	0.71	1.12	208.97	108.50	19.66	0.65	127.51	81.46
Office Equipments	87.85	2.30	-	90.15	72.33	3.30	-	75.64	14.51
Computers and Printers	88.59	6.42	-	95.01	65.64	11.87	-	77.51	17.50
Furniture and Fixtures	433.83	4.62	-	438.45	218.21	41.33	-	259.54	178.92
Vehicles	91.47	7.94	-	99.42	55.69	8.80	-	64.49	34.93
Kitchen Equipments	3.69	6.14	-	9.83	0.09	1.23	-	1.32	8.51
Leasehold Assets									
Land	536.85	-	-	536.85	34.05	10.14	-	44.19	492.66
Total	**7,836.41**	**255.51**	**2.71**	**8,089.21**	**2,034.93**	**338.55**	**1.07**	**2,372.41**	**5,716.80**
CWIP									**52.36**

Note 5.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net carrying Amount
	As at April 1, 2023	Additions	Deduction / Adjustments	As at March 31, 2023	As at April 1, 2022	For the year	Deduction	As at March 31, 2023	As at March 31, 2023
Owned Assets									
Free hold land	399.29	-	-	399.29	-	-	-	-	399.29
Buildings	2,932.78	2.39	-	2,935.17	335.14	45.03	-	380.17	2,555.00
Medical Equipments and Surgical Instruments	2,444.69	80.35	2.72	2,522.32	753.93	156.14	0.80	909.27	1,613.05
Plant & Machinery	521.05	7.10	0.19	527.96	157.24	33.82	0.09	190.97	336.99
Electrical Installation	207.69	1.69	-	209.38	88.92	19.58	-	108.50	100.88
Office Equipments	86.00	1.85	-	87.85	65.20	7.14	-	72.33	15.52
Computers and Printers	82.45	6.14	-	88.59	54.94	10.71	-	65.64	22.95
Furnitures and Fixtures	427.49	6.34	-	433.83	177.46	40.75	-	218.21	215.63
Vehicles	90.10	4.31	2.94	91.47	46.53	9.78	0.61	55.69	35.78
Kitchen Equipments	-	3.69	-	3.69	-	0.09	-	0.09	3.60
Leasehold Assets									
Land	531.75	5.10	-	536.85	29.29	4.76	-	34.05	502.80
Total	**7,723.30**	**118.96**	**5.86**	**7,836.41**	**1,708.65**	**327.79**	**1.50**	**2,034.93**	**5,801.48**
CWIP									**56.65**

Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note :- 20.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 5.3: Capital Work In Progress Ageing Schedule

[₹ in Million]

Particulars	Amount as on March 31, 2024 in CWIP for the Period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Project under construction	4.54	3.00	9.85	34.97	52.36
Total	**4.54**	**3.00**	**9.85**	**34.97**	**52.36**
Project Temporarily Suspended	NIL	NIL	NIL	NIL	NIL

[₹ in Million]

Particulars	Amount as on March 31, 2023 in CWIP for the Period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Project under construction	11.83	9.85	7.57	27.40	56.65
Total	**11.83**	**9.85**	**7.57**	**27.40**	**56.65**
Project Temporarily Suspended	NIL	NIL	NIL	NIL	NIL

Note 5.4: The company does not have any project under capital work-in-progress, whose completion is overdue w.r.t. to its cost & timeline compared to its original plan.

Note 6 : Right of use assets

Note 6.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at April 1, 2023	Additions*	Adjustments / Deletions	As at March 31, 2024	As at April 1, 2023	For the year	Adjustments / Deletions	As at March 31, 2024	As at March 31, 2024
Building	115.60		-	115.60	40.51	12.40	-	52.92	62.68
Total	**115.60**	**-**	**-**	**115.60**	**40.51**	**12.40**	**-**	**52.92**	**62.68**

Note 6.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at April 1, 2022	Additions*	Adjustments / Deletions	As at March 31, 2023	As at April 1, 2022	For the year	Adjustments / Deletions	As at March 31, 2023	As at March 31, 2023
Building	115.60	-	-	115.60	26.66	13.85	-	40.51	75.08
Total	**115.60**	**-**	**-**	**115.60**	**26.66**	**13.85**	**-**	**40.51**	**75.08**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 7 : Goodwill

Note 7.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross carrying amount				Impairment				Net carrying amount
	As at April 1, 2023	Additions	Adjustments / Deletions	As at March 31, 2024	As at April 1, 2023	For the year	Adjustments / Deletions	As at March 31, 2024	As at March 31, 2024
Goodwill	81.97	-	-	81.97	-	-	-	-	81.97
Total	**81.97**	**-**	**-**	**81.97**	**-**	**-**	**-**	**-**	**81.97**

Note 7.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross carrying amount				Impairment				Net carrying amount
	As at April 1, 2022	Additions	Adjustments / Deletions	As at March 31, 2023	As at April 1, 2022	For the year	Adjustments / Deletions	As at March 31, 2023	As at March 31, 2023
Goodwill	81.97	-	-	81.97	-	-	-	-	81.97
Total	**81.97**	**-**	**-**	**81.97**	**-**	**-**	**-**	**-**	**81.97**

At cash generating unit (CGUs) level, the goodwill is tested for impairment annually at the year-end or more frequently if there are indications that goodwill might be impaired. The entire goodwill balance is allocated to Shalby Hospitals Mohali Unit.

The Company made an assessment of recoverable amount of the CGUs based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management. Cash flow projections were developed covering a ten-year period as at March 31, 2024 and March 31, 2023 which reflects a more appropriate indication/trend of future track of business of the Company.

The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

Key Assumptions used for value in use calculations are as follows:

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount Rate	10.93%	12.02%
Growth Rate	5-15%	5-15%

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Discount rates - Management estimates discount rates using pre-tax rates that reflect current market assessments of the risks specific to the CGU, taking into consideration the time value of money and individual risk of the underlying asset that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of the capital (WACC).

Growth rates - The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations of market development. The weighted average growth rates used were consistent with industry reports.

Note 8 : Intangible Assets

Note 8.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at April 1, 2023	Additions	Adjustments / Deletions	As at March 31, 2024	As at April 1, 2023	For the year	Deduction/ change due to revaluation*	As at March 31, 2024	As at March 31, 2024
Software	137.07	81.42	-	218.49	67.30	19.80	-	87.10	131.38
Trademark	0.06	-	-	0.06	0.06	-	-	0.06	-
Total	**137.13**	**81.42**	**-**	**218.55**	**67.36**	**19.80**	**-**	**87.16**	**131.38**
Intangible assets under development									**-**

Note 8.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at April 1, 2022	Additions	Adjustments / Deletions	As at March 31, 2023	As at April 1, 2022	For the year	Deduction/ change due to revaluation*	As at March 31, 2023	As at March 31, 2023
Software	134.50	2.57	-	137.07	38.29	29.01	-	67.30	69.77
Trademark	0.06			0.06	0.06		-	0.06	-
Total	**134.56**	**2.57**	**-**	**137.13**	**38.36**	**29.01**	**-**	**67.36**	**69.77**
Intangible assets under development									**43.81**

Note 8.3: Intangible Assets under Development Ageing Schedule

[₹ in Million]

Particulars	Amount as on March 31, 2024 in IAUD for the Period of				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	
Intangible Assets under Development	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Project Temporarily Suspended	Nil	Nil	Nil	Nil	Nil

[₹ in Million]

Particulars	Amount as on March 31, 2023 in IAUD for the Period of				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	
Intangible Assets under Development	31.27	12.17	0.37	-	43.81
Total	**31.27**	**12.17**	**0.37**	**-**	**43.81**
Project Temporarily Suspended	Nil	Nil	Nil	Nil	Nil

Note 8.4 : The company does not have any project under intangible asset under development , whose completion is overdue w.r.t to its cost & timeline compared to its original plan.

Note 9 : Investments

(₹ In Million)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
Non current			
Investment in equity instruments			
Financial instruments at Cost			
Investment in Subsidiaries (Unquoted)	9.1	2,807.76	748.55
Investment in Limited Liability Partnership	9.1	0.48	0.48
Total (A)		**2,808.23**	**749.03**
Current			
Financial instruments at Cost			
Investment in Limited Liability Partnership	9.1	16.70	12.60
Invt in Shares & Securities - Subsidiaries entity	9.2	1,500.00	1,000.00
Financial instruments at FVTPL			
Investment in Mutual fund (Quoted)	9.3	789.75	1,366.33
Total (B)		**2,306.45**	**2,378.93**
Total (A) + (B)		**5,114.68**	**3,127.95**
Aggregate book value of Quoted Investments		789.75	1,366.33
Aggregate market value of Quoted Investments		789.75	1,366.33
Aggregate carrying value of Unquoted Investments		4,324.93	1,761.63

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 9.1 : Details of investment in unquoted equity instruments of subsidiaries (fully paid up)

Name of the subsidiary	Relationship	Currency	Face Value	Number of Units		[₹ in Million]	
				As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31 2023
Equity Instruments							
Shalby (Kenya) Ltd.	Subsidiary	KES	1,000	100	100	0.06	0.06
Shalby International Limited	Subsidiary	₹	10	50,000	50,000	0.50	0.50
Yogeshwar Healthcare Ltd.	Subsidiary	₹	10	6,96,252	6,96,252	6.96	6.96
Mars Medical Devices Limited	Subsidiary	₹	10	5,00,00,000	5,00,00,000	500.00	500.00
Slaney Healthcare Pvt Ltd	Subsidiary	₹	10	10,000	10,000	11.21	11.21
Shalby Hospitals Mumbai Private Limited	Subsidiary	₹	10	10,000	10,000	0.10	0.10
Vrundavan Shalby Hospitals Limited	Subsidiary	₹	100	11,58,091	11,58,091	229.73	229.73
PK Healthcare Pvt Ltd	Subsidiary	₹	10	119,203,900	-	1,019.20	-
Healers Hospital Pvt Ltd	Subsidiary	₹	10	2,000,000	-	1,040.00	-
Total (A)						**2,807.76**	**748.55**
In Capital of Limited Liability Partnership							
Griffin Mediquip LLP*		₹				0.48	0.48
Total (B)						**0.48**	**0.48**
Total (A+B):						**2,808.23**	**749.03**

* Details of Partner & Capital contribution in Limited Liability Partnership

[₹ in Million]

Name of the Partners	Sharing Ratio	Fixed capital Contribution	Current capital Contribution
Shalby Limited	95%	0.48	16.70

Details of Equity Investment in Subsidiary

The Company has acquired 87.26% stake in shareholding of PK Healthcare Private Limited, through preferential allotment of equity shares and secondary acquisition from promoters during January 2024. PK Healthcare Pvt. Ltd. is now a subsidiary of the Company Effective form 25th January , 2024.

The Company has acquired 100% stake in shareholding of Healers Hospital Private Limited through secondary acquisition from existing shareholders during March 2024. Healers Hospital Pvt. Ltd. is now wholly-owned subsidiary of the Company effective from 15th March, 2024.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 9.2 : Investment in Shares & Securities - Subsidiaries entity

Name of the subsidiary	Relationship	Currency	Face Value (₹)	Number of Units		[₹ in Million]	
				As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31 2023
Preference Instruments							
Mars Medical Devices Limited	Subsidiary	INR	10	15,00,00,000	100,000,000	1,500.00	1000.00

Company has invested in 15,00,00,000 bearing 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Mars Medical Devices Limited each of face value of ₹ 10 each and it shall be redeemed in 4 equal tranches at the end of 5th Year, 6th Year, 7th Year and 8th Year respectively or redeemed at discretion of Holding Company or as may be decided by Board of Directors of the company but within statutory time limit.

Note 9.3 : Details of Investment in Mutual Fund

Name of Body Corporate	No. of Unit		Quoted/ Unquoted	[₹ in Million]	
	As at March 31, 2024	As at March 31 2023		As at March 31, 2024	As at March 31 2023
DSP Liquidity Fund	75,900	1,01,799	Quoted	261.96	327.51
ICICI Prudential Liquid funds	7,32,992	16,29,956	Quoted	261.98	543.08
SBI Liquid Fund Direct Growth	70,335	1,13,709	Quoted	265.82	400.63
SBI Saving Fund	-	25,31,519	Quoted	-	95.11
Total				**789.76**	**1366.33**

Note 10 : Other Financial Assets

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- current		
Fixed Deposit with Maturity of more than 12 months*	0.66	3.30
Notice period recovery receivable	1.06	0.25
Other Recoverable	11.55	11.55
Interest accrued but not due on fixed deposit	0.04	0.16
Security deposits	26.61	26.06
Total (A):	**39.91**	**41.33**
Current		
Government Grant Receivable	16.78	10.86
Fixed Deposit with Maturity of less than 12 months*	477.60	545.52
Other Receivable from Subsidiaries	13.54	18.18
Interest Receivable from Subsidiaries	0.02	-
Loans to Related Parties	15.00	-
Interest accrued but not due on fixed deposit	8.09	13.46
Total (B):	**531.03**	**588.02**
Total (A) + (B):	**570.94**	**629.35**

*The fixed deposits of ₹ 478.26 Million (PY ₹ 510.5 Million) is under lien with Bank against Bank Guarantee, Borrowings and Standby letter of Credit (SBLC).

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 11 : Income Tax Assets (Net)

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax	1,286.57	1,358.33
Less: Provision for taxation	1,105.22	1,093.22
Total	**181.35**	**265.12**

Note 12 : Deferred Tax

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax Assets	467.36	771.00
Deferred tax Liabilities	(1,291.15)	(1,332.80)
Total	**(823.79)**	**(561.80)**

Note 12.1 : Movement of Deferred Tax (Liabilities)/Assets

The major components of deferred tax (liabilities)/assets arising on account of timing differences for the year ended March 31, 2024 are as follows :

[₹ in Million]

Particulars	Opening Balance	Recognised in Profit & loss statement	Recognised in OCI	Closing Balance
Difference of book depreciation and tax depreciation	(1,332.80)	41.65	-	(1,291.15)
Total deferred tax liabilities	**(1,332.80)**	**41.65**	**-**	**(1,291.15)**
Provision for leave obligation and gratuity	13.06	5.96	1.24	20.26
Unabsorbed Long term capital loss	26.45	0.54	-	26.99
Disallowance of Notional Lease Expenses	4.22	0.35	-	4.57
Expected Credit Loss	46.46	(0.61)	-	45.85
Provision disallowance for non deducting of TDS	12.31	0.81	-	13.12
Total deferred tax assets	**102.49**	**7.06**	**1.24**	**110.79**
Minimum alternate tax credit	668.51	(311.94)	-	356.57
Net deferred tax Asset \ (Liability)	**(561.80)**	**(263.23)**	**1.24**	**(823.79)**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

The major components of deferred tax liabilities/(assets) arising on account of timing differences for the year ended March 31, 2023 are as follows :

[₹ in Million]

Particulars	Opening Balance	Recognised in Profit & loss statement	Recognised in OCI	Closing Balance
Difference of book depreciation and tax depreciation	(1,401.50)	68.70	-	(1,332.80)
Total deferred tax liabilities	**(1,401.50)**	**68.70**	**-**	**(1,332.80)**
Provision for leave obligation and gratuity	23.29	(8.86)	(1.38)	13.06
Unabsorbed business loss and depreciation	129.17	(129.17)	-	0.00
Unabsorbed Long term capital loss	26.45	-	-	26.45
Disallowance of Notional Lease Expenses	2.93	1.28	-	4.22
Expected Credit Loss	51.94	(5.48)	-	46.46
Provision disallowance for non deducting of TDS	-	12.31	-	12.31
Total deferred tax assets	**233.80**	**(129.92)**	**(1.38)**	**102.49**
Minimum alternate tax credit	807.78	(139.27)	-	668.51
Net deferred tax Asset \ (Liability)	**(359.92)**	**(200.50)**	**(1.38)**	**(561.80)**

Note 12.2: The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

(₹ In Million)

Particulars	Year Ended March 31, 20224	Year Ended March 31, 2023
Profit before taxes from continuing operations	1,583.11	1,213.56
Enacted income tax rate in India (%)	34.94%	34.94%
Expected Tax Expenses	553.20	424.07
Tax effect of amounts which are not deductible / (taxable) in calculating taxable book profit:		
Add: Tax impact on		
Expenses not allowable and deemed income	158.50	151.65
Other	9.39	-
Less:		
Allowable Expense and exempt Income	89.09	77.72
Deduction u/s 35AD	40.42	17.70
Standared deduction on rent income	-	2.16
Dedcution under Chaper VI	3.77	4.26
Brought forward lossess	-	125.51
Income Tax as per normal provisions	**587.81**	**348.36**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 12.3 : Income tax expense has been allocated as follows:

(₹ In Million)

Particulars	Year Ended March 31, 20224	Year Ended March 31, 2023
Income tax expense recognised in the Statement of Profit and loss		
Current tax on profits for the year	587.81	348.36
Current tax expense of earlier year (Net of MAT Impact)	5.56	0.03
MAT Credit Entitlement	-	(4.13)
	593.37	**344.26**
Deferred tax (other than disclosed under OCI)		
Decrease / (increase) in deferred tax assets	(7.06)	129.92
(Decrease) / increase in deferred tax liabilities	(41.65)	(68.70)
	(48.70)	**61.23**
Income tax expense / (income) attributable to continuing operations	**544.66**	**405.48**
Income tax expense recognised in OCI		
Income tax included in other comprehensive income on:		
Defined benefit plan actuarial gains/(losses)	(1.24)	(1.38)
Income tax expense / (income) recognised in OCI	**(1.24)**	**(1.38)**

Note 13 : Other Non - current / Current Assets

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non - Current		
Capital advances*	301.51	298.04
Taxes Paid under protest	24.44	24.03
Payment under Protest**	20.98	20.98
Total:	**346.94**	**343.05**
Current		
Pre-paid expenses	17.01	11.13
Advance to suppliers, staff and doctors	19.64	42.48
Gratuity Fund	-	0.10
Total:	**36.65**	**53.71**

* Out of Total Capital Advances of ₹ 301.51 Million, ₹ 300.97 Million (PY ₹ 297.47 Million) has been given to The Santacruz Residential Association for Construction of Hospital at Mumbai which is a part of Capital Work in Progress.

**Payment under protest of ₹ 20.98 Million (PY ₹ 20.98 Million) has been deposited as per order of Gujarat High court wrt. Litigation going on with Consultant, which is a part of contingent liability as mentioned in Note No 36.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 14 : Inventories

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Medicines and Medicare Items		
- IP	26.46	25.21
- OP	21.40	17.50
Materials and Consumables Items	135.58	143.09
General Stores	8.60	10.36
Less : Expired Stock	(17.28)	(17.19)
Total:	**174.75**	**178.97**

Note 15 : Trade Receivables

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
Considered good	1,308.31	1,026.91
Less: Allowance for doubtful debts (including ECL)	(131.22)	(130.52)
Total Considered good	**1,177.09**	**896.39**
Included in the financial statement as follows:		
Non-current	-	-
Current	1,177.09	896.39
Total	**1,177.09**	**896.39**

Refer Note 44.1 for Ageing Schedule

Note 16 : Cash and cash equivalents

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with Bank		
- In Current accounts	83.58	26.40
Cash on hand	8.46	6.59
Total	**92.04**	**32.99**

Note 17 : Other Bank Balances

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
In Unclaimed Dividend account*	0.23	0.24
Total	**0.23**	**0.24**

*If the dividend has not been claimed within 30 days from the date of its declaration, the Company is required to transfer the total amount of the dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in a scheduled bank to be called "Unpaid Dividend

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Account". The unclaimed dividend lying in such account is required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government after a period of seven years from the date of declaration.

Note 18 : Equity share capital

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
11,77,50,000 (March 31, 2023: 11,77,50,000) Equity Shares of ₹ 10/ each	1,177.50	1,177.50
	1,177.50	**1,177.50**
Issued share capital		
10,80,09,770 (March 31, 2023: 10,80,09,770) Equity Shares of ₹ 10/ each	1,080.10	1,080.10
Subscribed and fully paid up		
10,74,12,505 (March 31, 2023: 10,73,09,770) Equity Shares of ₹ 10/ each	1,074.13	1,073.10
Total	**1,074.13**	**1,073.10**

Note 18.1 Reconciliation of number of shares outstanding at the beginning and at the end of the Reporting Year

Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	107,309,770	108,009,770.00
Less:Treasury Shares	-	(700,000)
Add:Issue of equity shares pursuant to exercise of employees share options under ESOP 2021	102,735	-
At the end of the year	**107,412,505**	**107,309,770**

Note 18.2 Rights, Preferences and Restrictions

The Authorised Share Capital of the Company consists of Equity Shares having nominal value of ₹ 10/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.

The equity shareholders shall have:

(i) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the Company;

(ii) a right to receive dividend in proportion to the amount of capital paid up on the shares held.

The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the Company if calls or other sums payable have not been paid on due date.

In the event of winding up of the Company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 18.3 Details of shareholders holding more than 5% Shares in the company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Shah Family Trust	3,75,17,132	34.73%	3,75,17,132	34.73%
Zodiac Mediquip Ltd.	3,15,45,448	29.21%	3,15,45,448	29.21%
Dr. Vikram I. Shah	79,70,493	7.38%	78,45,493	7.26%

Note 18.4 Details of Promoters holding Shares in the company

(a) As at March 31, 2024

Particulars	As at March 31, 2024		As at March 31, 2023		% Deviation
	No. of Shares	% of holding	No. of Shares	% of holding	
Shah Family Trust	3,75,17,132	34.73%	3,75,17,132	34.73%	-
Zodiac Mediquip Ltd.	3,15,45,448	29.21%	3,15,45,448	29.21%	-
Dr. Vikram I. Shah	79,70,493	7.38%	78,45,493	7.26%	0.12%
Dr. Darshini Vikram Shah	30,12,525	2.79%	30,12,500	2.79%	-
Mr. Shanay Vikram Shah	1,37,525	0.13%	1,37,525	0.13%	-
Mr. Kairav Kirit Shah	250	0.00%	250	0.00%	-

(b) As at March 31, 2023

Particulars	As at March 31, 2023		As at March 31, 2022		% Deviation
	No. of Shares	% of holding	No. of Shares	% of holding	
Shah Family Trust	3,75,17,132	34.73%	3,75,17,132	34.73%	-
Zodiac Mediquip Ltd.	3,15,45,448	29.21%	3,15,45,448	29.21%	-
Dr. Vikram I. Shah	78,45,493	7.26%	77,35,493	7.16%	0.10%
Dr. Darshini Vikram Shah	30,12,500	2.79%	30,12,500	2.79%	-
Mr. Shanay Vikram Shah	1,37,525	0.13%	1,37,525	0.13%	-
Mr. Kairav Kirit Shah	250	0.00%	-	0.00%	0.00%
Mr. Kiritbhai Chimanlal Shah	-	0.00%	250	0.00%	(0.00%)

Note 18.5

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date : NIL

Note 18.6

Calls unpaid : NIL; Forfeited Shares : NIL

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 19 : Other Equity

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Securities Premium	4,380.29	4,370.24
Capital redemption reserve	5.33	5.33
Retained Earnings	5,153.84	4,246.40
Reserve for Shared based Payment	8.17	8.16
Total	**9,547.63**	**8,630.13**

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Securities Premium		
Balance at the beginning of the year	4,370.24	4,438.67
Less: Premium paid on purchase of treasury shares	-	(68.43)
Add: Premium collected on issue of ESOP shares	10.05	-
Balance at the end of the year	**4,380.29**	**4,370.24**
Capital redemption reserve		
Balance at the beginning of the year	5.33	5.33
Add : Additions during the year	-	-
Balance at the end of the year	**5.33**	**5.33**
Retained Earnings		
Balance at the beginning of the year	4,246.40	3,543.13
Add : Profit for the year	1,038.45	808.08
Add / (Less): OCI for the year	(2.31)	2.57
Less : Dividend paid	(129.61)	(108.01)
Add : Dividend Received from Treasury Shares	0.91	0.63
Balance available for appropriation	**5,153.84**	**4,246.40**
Less: **Appropriation**		
Transfer to Capital Redemption Reserve	-	-
Balance at the end of the year	**5,153.84**	**4,246.40**
Reserve for Shared based Payment		
Balance at the beginning of the year	**8.16**	**-**
Add : ESOP compensation expenses for the year	10.06	8.16
Less : Transferred to Securites premium account on exercise of ESOPs	10.05	-
Balance at the end of the year	**8.17**	**8.16**
Total	**9,547.63**	**8,630.13**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Nature and Purpose of other reserves

Securities Premium: The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

Capital Redemption Reserve: In terms of provisions contained in Section 55 of the Companies Act 2013, the Company has, upon redemption of Preference Shares pursuant to resolution passed at the meeting held on 20th December 2016, transferred the amount equivalent to the face value of Preference Shares from the accumulated profits to Capital Redemption Reserve. This fund can be utilized only for issuing fully paid bonus shares. No dividends can be distributed out of this fund.

Retained Earnings: Retained Earnings represents surplus/accumulated earnings of the Corporation and are available for distribution to shareholders.

Reserve for Shared based Payment : The Reserve for shared based payments account is used to record fair value of equity-settled , share based payment transaction with employees. The amounts recorded in reserver for shared based payment accounts are transferred to security premium upon the excersise of the stock options and transfer to the general reserve on accounts of stock option not excercise by employee.

Distributions Proposed

(₹ In Million)

Particulars	2023-24	2022-23
Proposed dividends on Equity shares:		
Final dividend for the year ended on 31 March 2024: ₹ 1.20 per share (31 March 2023: ₹ 1.20 per share)	129.61	129.61
Total Proposed Dividend	**129.61**	**129.61**

Note 20 : Borrowings

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- current		
Secured loans		
From Bank	37.02	146.11
From Financial Insitution	994.13	-
Total:	**1,031.15**	**146.11**
Current maturities of long term debts (Short term borrowings)		
Current maturities of long term debts		
From Banks	109.09	108.85
Total:	**109.09**	**108.85**

Note 21 : Lease Liability

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Lease Liability	62.05	74.61
Total (A):	**62.05**	**74.61**
Current		
Lease Liability	12.56	11.23
Total (B):	**12.56**	**11.23**
Total (A + B)	**74.61**	**85.83**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

20 Principal Terms and Conditions of borrowings as at March 31, 2024

(a) Secured

(i) Term loans

[₹ in Million]

Sr. No.	Name of Lender	Amount Outstanding as at 31st March,2024	Amount Outstanding as at 31st March,2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
1	HDFC Bank Limited	73.09	146.17	Loans are repayable in 24 equal quarterly installments commencing from June,2019 & ending on March 18, 2025.	Within 45 days of interest reset date, the borrower has the option to prepay the amount of principal outstanding against the facility, in part or in full without any prepayment penalty. Prepayment on any other dates, other than mandatory prepayment event, shall be subject to a prepayment penalty of 2% of the principal amount being prepaid for the residual maturity of the facility. Penalty: Default interest of 2%p.a. over and above the applicable interest Rate till such time such default / non-complianceis cured to the Lender's satisfaction.	(i) First & Exclusive Charge over immovable properties being land admeasuring 6879 sq. mtrs lying and being at Mouje Naroda, Taluka: Ahmedabad City (East), in the registration district of Ahmedabad -6 and together with building constructed thereon. (ii) First ranking security by way of hypothecation on the all present and future tangible movable assets, including movable plant and machinery, machinery spares, medical equipments tools and accessories, furniture and fixtures, vehicles and all other movable assets present and future second ranking security by way of hypothecation of All present and future current assets, operating cash flows, receivables, commissions and all other movable assets of the Borrower. (vi) Additional Security : Fixed deposit of ₹ 196 Million under lien with HDFC bank for interest subsidiy by bank.	SBICAP Trustee

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Amount Outstanding as at 31st March,2024	Amount Outstanding as at 31st March,2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
2	IDFC Bank	67.00	100.43	The loan is repayable in 28 structured quarterly installments starting from June 30, 2019 & ending on March 31, 2026.	Except as given in (i) and (ii) below, any prepayment of the loan made by the borrower shall be with a prepayment premium of 2% of the principal amount being prepaid. i) The borrower shall have a right to prepay the loan in full but not in part within 30 days of the reset date without any prepayment premium ii) The borrower shall have to mandatory prepay the loan to the extent of atleast 30% of the outstanding amount from IPO proceeds without any prepayment premium."	Fixed deposit of ₹ 100 Million under lien with IDFC bank.	IDFC Bank
3	Bajaj Finance Limited	1,000.00	-	The loan is repayable in 28 structured quarterly installments starting from June 05, 2025 & ending on March 05, 2032.	Except as given in (i) and (ii) below, i) The borrower shall have a right to prepay the loan after 24 months with 2% of forceclosure / prepayment charges. ii) 60 days prior notice required	Fixed deposit of ₹ 60 Million under lien with Bajaj Finance Limited Land & Building of Healers Hospital Private Limited, Haryana Exclusive charge of movable & immoveable Fixed Asset & current Assets of Healers Hospital Private Limited, Haryana	Bajaj Finance Limited

(ii) Vehicle loans

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Amount Outstanding as at 31st March,2024	Amount Outstanding as at 31st March,2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
1	HDFC bank Limited	4.97	6.66	Loans are repayable in 60 equal monthly installments commencing from November, 2021.	Prepayment Charges: 4% on the outstanding amount Penalty: 5% per annum plus applicable taxes or statutory levies, if any	First and exclusive charge of the Vehicle	HDFC Bank Limited
2	HDFC bank Limited	1.05	1.70	Loans are repayable in 60 equal monthly installments commencing from June , 2022.		First and exclusive charge of the Vehicle	HDFC Bank Limited

(iii) Overdraft Facility

[₹ in Million]

Sr. No.	Name of Lender	Amount Outstanding as at 31st March,2024	Amount Outstanding as at 31st March,2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
1	HDFC Bank	Nil	Nil	12 Months	N.A	First Charge on Company's Stock-in- trade, cosnsisting of raw materials, inventory, goods in process of manufacturing, finished goods, movable assets, all present and future book debts, outstanding monies receivables, caims, bills, invoice documents ec.	HDFC Bank Limited (on behalf of SBICAP Trustee)
2	ICICI Bank	Nil	Nil	12 Months		Overdraft facility backed on Mortgage over Indore property of Shalby Limited	ICICI Bank Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Amount Outstanding as at 31st March,2024	Amount Outstanding as at 31st March,2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
3	Inudsind Bank	Nil	Nil	Repayable on demand with annual renwal	N.A	**MOVABLE ASSETS** All the present and future moveable assets of SG Highway, Jabalpur, Jaipur, Indore, Naroda, Surat & Krishna Unit (319, Green City, Ghuma, Via Bopal, Ahmedabad) including all fixed assets, equipment, plant, machinery, tools, fixtures, fittings, spare parts, accessories, any accretions, alterations, other merchandise, and whatsoever being movable properties now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter lying, stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in his possession and occupation or at any other premises or place anywhere in India **CURRENT ASSETS** All present and future current assets including book debts, outstanding monies receivables, claims and bills, and whatsoever being the receivable, which are now due and owing or which may at anytime hereafter during the continuance of the security becomes due and owing to the Borrower in course of its business by any person, firm, company or body corporate, Trust, Society, HUF or by the Government Department or office or any municipal or local or public or semi government body or authority or undertaking.	SBI cap Trustee Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Amount Outstanding as at 31st March,2024	Amount Outstanding as at 31st March,2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
						STOCKS All the present and future stock in trade consisting of raw materials, finished goods, goods in process of manufacturing, other merchandise and whatsoever being stock now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in the possession and occupation or at any other premises or place, anywhere in India. **IMMOVEABLE PROPERTY** First and exclusive mortgage charge on immovable properties being land and building of Krishna Shalby Hospital situated at 319 – Green City, Ghuma, Bopal, Ahmedabad , SG Shalby Hospital , Vapi Shalby Hospital Jaipur Shalby Hospital belonging to the Company.This security is part of SBLC of 124 crore.	

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 22 : Other Financial Liabilities

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Deposits	4.07	3.47
Total (A):	**4.07**	**3.47**
Current		
Interest Accrued but not due on Borrowings	4.78	0.97
Creditors for capital goods	7.73	12.62
Retention money	0.28	0.19
Unclaimed Dividend*	0.29	0.24
Employees Payable	80.98	73.33
Total (B):	**94.05**	**87.35**
Total (A+B):	**98.12**	**90.82**

* None of the unclaimed amount is due to be transferred to Investor Education and Protection Fund as on March 31, 2024

Note 23 : Provisions

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Provision for employee benefits		
Gratuity (Refer Note:-37)	2.50	-
Leave obligation	27.28	23.63
Total (A)	**29.78**	**23.63**
Current		
Provision for employee benefits		
Gratuity (Refer Note:-37)	10.36	-
Leave obligation	17.83	13.83
Total (B)	**28.19**	**13.83**
Total (A+B)	**57.97**	**37.46**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 24 : Other non-current / current liabilities

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Government Grants	76.21	83.29
Deferred Income Grants	9.45	10.34
Total (A):	**85.66**	**93.63**
Current		
Deferred Income Grants	0.89	0.89
Government Grants	9.72	9.38
Advance from customers	45.97	43.15
Statutory Liabilities	53.41	47.69
Total (B):	**109.98**	**101.10**
Total (A+B):	**195.64**	**194.74**

Note 25 : Trade Payables

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
A) Total Outstanding dues of micro enterprises and small enterprises (Refer note no:- 45)	0.24	-
B) Total Outstanding dues to creditors other than Micro Enterprise & Small Enterprise	727.49	727.69
Total	**727.73**	**727.69**

Refer Note 44.2 for Ageing Schedule

Note 26 : Revenue from Operations

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue from Contracts with Customers (Refer Note 47)	8,241.54	7,027.26
Other Operative Revenue	55.28	52.91
Total	**8,296.83**	**7,080.17**

Break up of other operating revenue

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue from Academy Divison	25.74	24.07
Management Fees from Franchise Business	29.54	28.84
Total	**55.28**	**52.91**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 27 : Other Income

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Interest Income		
From Banks	32.26	68.34
from Others		
From Bond	-	10.17
On loans and Advances to Subsidiaries	12.99	29.84
On Partner's capital	1.81	1.35
Notional Interest Income on Lease Deposit	0.30	0.27
Others	13.90	0.36
Total (A)	**61.27**	**110.33**
Capital Subsidy	9.78	9.37
Interest Subsidy	4.39	7.67
Grant Income	0.89	0.86
Corporate Guarantee Commission Income	10.03	2.18
Rent Income	20.10	20.64
Net Gain on Financial Instrument	80.39	18.57
Provision for Bad & Doubtful Debts written back	-	18.13
Scrap Sale	2.23	-
Cafeteria Income	14.95	0.83
Net gain on foreign currency transactions and translation	-	1.96
Share from Limited Liability Partnership	2.29	3.31
Other Non-Operating Income		
Sundry balances written back (Net)	0.35	-
Miscellaneous Income	0.37	1.81
Total (B)	**145.76**	**85.33**
Total (A+B)	**207.04**	**195.66**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 28 : Operative expenses

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Materials and Consumables	1,988.09	1,781.05
Diagnostic Expenses	133.68	127.69
Fees to Doctors and Consultants	2,051.80	1,766.46
Power, Fuel and Water Charges	177.30	162.34
Housekeeping and Catering	90.99	96.73
Attendants and Securities	185.75	133.39
Linen & Uniform	10.74	9.69
Other Operative Expenses	118.32	76.33
Total	**4,756.67**	**4,153.68**

Note 29 : Purchase of Stock-in-trade

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Medicines and Medicare Items	105.08	91.51
Total	**105.08**	**91.51**

Note 30 : Changes in inventories

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Inventory at the end of the year		
Medicine and Medical Items	21.40	17.50
Inventory at the beginning of the year		
Medicine and Medical Items	17.50	12.86
(Increase) / Decrease in stocks	**(3.90)**	**(4.64)**

Note 31 : Employee benefits expense

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Salary, Allowances & Bonus	915.97	804.47
Contribution to Provident & other funds	65.97	57.35
Staff Welfare expenses	0.43	0.53
ESOP Compensation Expenses	12.89	5.23
Total	**995.26**	**867.59**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

During the FY 2023-24, Project team & IT team salary cost amounting to ₹ 40.60 Million (Previous Year ₹ 33.08 Million) has been capitalised through capital work-In-Progress and intangible assets as it is related with upcoming unit at Mumbai and development of E-Commerce platform namely "Hosply".

Note 32 : Finance Cost

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Interest on Term Loan from Banks	21.08	22.32
Interest on Finance Lease Liability	5.78	6.55
Other ancillary Cost	2.00	2.14
Total	**28.86**	**31.01**

Note 33 : Depreciation and Amortization

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Depreciation expense on property, plant and equipment	338.55	327.79
Amortisation on Intangible assets	19.80	29.01
Amortisation on Right of Use Assets	12.40	13.85
Total	**370.76**	**370.64**

Note 34 : Other expenses

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Advertising and Publicity	209.91	139.68
Auditors' Remuneration	3.21	2.94
Communication	12.92	11.30
Rent, Rates and Taxes	41.43	32.01
Fees and Legal	56.09	47.06
Insurance	4.60	3.98
Stationery and Printing	25.93	28.64
Repairs and Maintenance		
Hospital Equipments	139.16	122.44
Building	27.64	30.73
Others	52.07	62.26
Travelling and Conveyance	42.79	30.44
Loss on sale of assets	-	0.27
Provision for Bad & Doubtful Debts	0.70	-
Sundry Debit Balance Written off	-	2.01
Bank charges	14.29	13.43
Freight Charges	1.38	0.85
Corporate Social Responsibility	18.83	12.17
Net gain/loss on foreign currency transactions and translation	1.42	-
Miscellaneous Expenses	15.62	12.28
Total	**668.01**	**552.49**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

34.1 Payment to Auditor

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
For Statutory Audit	2.13	2.05
For Limited Review	0.69	0.60
For Taxation Matter	0.25	0.15
For Certification	0.08	0.11
For Reimbursement of Expenses	0.07	0.03
Total	**3.21**	**2.94**

Note 35 : Earning per Share

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Net Profit attributable to Equity shareholders (₹ in Million)	1,038.45	808.08
Number of equity shares	10,74,12,505	10,73,09,770
Weighted Average number of Equity Shares	10,73,36,146	10,74,22,921
Basic earning per Share (₹)	9.67	7.52
Diluted earning per Share (₹)	9.67	7.48

Note 36 : Contingent Liabilities and Commitments

(₹ In Million)

	Particulars	As at March 31,2024	As at March 31,2023
A	**Contingent Liabilities not provided for in respect of**		
(i)	Claim against the company not acknowledged as debt	101.69	130.61
(ii)	Income tax Demand for Assessment Years		
	2015-16	41.42	41.42
	2016-17	-	3.72
	2018-19	0.60	18.26
	2019-20	0.26	0.26
	2021-22	0.90	0.90
	2022-23	4.72	-
(iii)	Corporate Guarantee to Bank on behalf of Subsidiary Company	1,503.73	1,334.49
(iv)	Export Obligation under EPCG Scheme	6.62	35.45
(v)	TDS Demand Default	0.03	0.37
B	**Capital Commitments**		
	Estimated amount of contract remaining to the executed on capital accounts	48.05	13.82

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 37: Employee Benefits

Note 37.1 Defined contribution plan

The Company has defined contribution plan in form of Provident Fund & Pension Scheme and Employee State Insurance Scheme for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The total expense recognised in the Statement of profit and loss under employee benefit expenses in respect of such schemes are given below:

(₹ In Million)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Contribution to Provident Fund and Pension Scheme, included under contribution to provident and other funds	49.04	41.12
Contribution to Employee State Insurance Scheme, included under contribution to provident and other funds	4.79	3.98

Note 37.2 Defined benefit plan

(a) Gratuity

The Company operates post-employment defined benefit plan that provide gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Company recognizes actuarial gains and losses immediately in other comprehensive income, net of taxes. The Company accrues gratuity as per the provisions of the Payment of Gratuity Act, 1972 as applicable as at the balance sheet date. The Company contributes all ascertained liabilities towards gratuity to the Fund. The plan assets have been primarily invested in insurer managed funds. The company provides for gratuity, a defined benefit retiring plan covering eligible employees. The Gratuity plan provides a lump sum payment to the vested employees at retirement, death, incapacitation or termination of employment based on the respective employees salary and tenure of the employment with the company.

(b) Defined Benefit Plan

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Gratuity

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.15%	7.30%
Expected rate(s) of salary increase	6.00%	6.00%
Rate of return on plan assets	7.15%	7.30%
Mortality table	IALM 2012-14	IALM 2012-14
Withdrawal Rate	Age 25 & Below :50 % p.a. 25 to 35 : 40 % p.a. 35 to 45 : 30 % p.a. 45 to 55 : 20 % p.a. 55 & above : 10 % p.a."	Age 25 & Below :50 % p.a. 25 to 35 : 40 % p.a. 35 to 45 : 30 % p.a. 45 to 55 : 20 % p.a. 55 & above : 10 % p.a."

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

The following table sets out the status of the amounts recognised in the balance sheet & movements in the net defined benefit obligation as at 31st March, 2024

(₹ In Million)

	Particulars	March 31, 2024 Gratuity (Funded)	March 31, 2023 Gratuity (Funded)
	Changes in the present value of obligation		
1.	Present value of obligation (Opening)	44.06	39.63
2.	Interest cost	2.80	2.66
3.	Past service cost adjustments/Prior year Charges	-	-
4.	Current service cost	10.01	10.47
5.	Curtailment Cost / (Gain)		-
6.	Settlement Cost / (Gain)		-
7.	Benefits paid	(5.02)	(4.10)
8.	Actuarial (Gain) / Loss arising from change in financial assumptions	0.25	(0.48)
9.	Actuarial (Gain) / Loss arising from change in demographic assumptions	-	(5.90)
10.	Actuarial (Gain) / Loss arising from change on account of experience changes	2.77	1.78
11.	**Present value of obligation (Closing)**	**54.87**	**44.06**
	Changes in the fair value of plan assets		
1.	Present value of plan assets (Opening)	44.15	33.58
2.	Past contribution / Adjustment to Opening Fund	-	-
3.	Expected return on plan assets	(0.53)	(0.65)
4.	Interest Income	3.14	2.70
5.	Actuarial Gain / (Loss)	-	-
6.	Employers Contributions	0.27	12.63
7.	Employees Contributions	-	-
8.	Benefits paid	(5.02)	(4.10)
9.	Expense deducted from the fund		-
10.	**Fair Value of Plan Assets (Closing)**	**42.02**	**44.15**
	Percentage of each category of plan assets to total fair value of plan assets at the year end		
1.	Bank Deposits	-	-
2.	Debt Instruments	-	-
3.	Administered by Life Insurance Corporation of India	100%	100%
4.	Others	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets

(₹ In Million)

Particulars	March 31, 2024 Gratuity	March 31, 2023 Gratuity
Present Value of funded obligation at the end of the year	54.87	44.06
Fair Value of Plan Assets as at the end of the period	42.02	44.15
Amount not recognised due to asset limit		
Deficit of funded plan	12.85	(0.10)
Deficit of unfunded plan	-	-
- Current	10.36	(0.10)
- Non-Current	2.50	-

Amount recognized in standalone statement of profit and loss in respect of defined benefit plan are as follows:

(₹ In Million)

Expense recognised in the Statement of Profit and Loss	March 31, 2024 Gratuity	March 31, 2023 Gratuity
Current Service Cost	10.01	10.47
Past Service Cost	-	-
Adjustment to opening fund	-	-
Net interest Cost	(0.34)	(0.04)
Net value of remeasurements on the obligation and plan assets	-	-
Adjustment to Opening Fund	-	-
(Gains)/Loss on Settlement	-	-
Total Expenses recognized in the Statement of Profit and Loss	**9.67**	**10.43**

(₹ In Million)

Amount recorded in Other comprehensive Income (OCI)	March 31, 2024 Gratuity	March 31, 2023 Gratuity
Re-measurements during the year due to		
Changes in financial assumptions	0.25	(0.48)
Changes in demographic assumptions	-	(5.90)
Experience adjustments	2.77	1.78
Return on plan assets excluding amounts included in interest income	0.53	0.65
Amount recognised in OCI during the year	**3.55**	**(3.95)**

(c) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Gratuity

Impact on defined benefit obligation

(₹ In Million)

Particulars	Change in Assumption		Increase in Assumptions		Decrease in Assumptions	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	0.50%	0.50%	54.06	43.39	55.71	44.74
Salary growth rate	0.50%	0.50%	55.66	44.71	54.10	43.40
Withdrawal rate	10.00%	10.00%	53.99	43.39	55.82	44.77

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined obligation calculated with the projected unit credit method at the end of reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

(d) Major Category of Plan Asset as a % of total Plan Assets

(₹ In Million)

Category of Assets (% Allocation)	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	%		Amount in ₹	
Insurer managed funds	100.00%	100.00%	42.02	44.15
Total	**100.00%**	**100.00%**	**42.02**	**44.15**

(e) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit.

The gratuity fund is administered through Life Insurance Corporation of India (insurer) under its group gratuity scheme. Accordingly almost the entire plan asset investment is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Changes in bond yields

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer.

(f) Defined benefit liability and employer contribution

The Company generally eliminates the deficit in the defined benefit gratuity plan with in next one year.

Expected contribution to the post -employment benefit plan (Gratuity) for the year ending March 31, 2025 is ₹ **1,03,56,286/-**.

The weighted average duration of the defined benefit obligation is **3.33 years (As at 31st March 2023 - 3.35 years)**.

The expected maturity analysis of undiscounted post -employment benefit plan (gratuity) is as follows:

Gratuity

(₹ In Million)

Category of Assets (% Allocation)	As at March 31, 2024		As at March 31, 2023	
	Cash Flow (₹)	(%)	Cash Flow (₹)	(%)
1st following year	16.17	22.20%	11.42	20.10%
2nd following year	10.17	14.70%	10.46	18.40%
3rd following year	9.43	13.60%	6.77	11.90%
4th following year	7.72	11.20%	6.13	10.80%
5th following year	6.38	9.20%	5.10	9.00%
Sum of year 6 to 10th	14.77	21.30%	12.57	22.10%

Note 38 Segment Information

The Company is mainly engaged in the business of setting up and managing hospitals and medical diagnostic services which constitute a single business segment. These activities are mainly conducted only in one geographical segment viz, India. Therefore, the disclosure requirements under the Ind AS 108 "Operating Segments" are not applicable.

Note 39:

1. Related Party Disclosures for the year ended March 31, 2024

(a) Details of Related Parties

Description of Relationship	Names of Related Parties
Promoter and Promoter Group	Shah Family Trust
	Zodiac Mediquip Limited
	Dr. Vikram I. Shah
	Dr. Darshini V. Shah
	Mr. Shanay V. Shah
	Mr.Kairav Shah

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Description of Relationship	Names of Related Parties
Subsidiary and Step-Down Subsidiary companies & LLPs	Shalby (Kenya) Limited
	Vrundavan Shalby Hospitals Limited
	Yogeshwar Healthcare Limited
	Slaney Healthcare Private Limited
	Mars Medical Devices Limited
	Shalby Hospitals Mumbai Pvt Ltd
	Shalby International Limited (Earlier known as Shalby Pune Limited)
	Shalby Global technologies Pte.Ltd.
	Shalby Advanced Technologies, Inc.
	Griffin Mediquip LLP
	PK Healthcare Pvt Ltd (w.e.f. 25 Jan 2024)
	Ningen Lifecare Private Limited (w.e.f. 25 Jan 2024)
	Healers Hospital Pvt Ltd (w.e.f. 15 March 2024)
Key Management Personnel (KMP)	Dr. Vikram I. Shah (Chairman and Managing Director)
	Mr. Sushobhan Dasgupta (Director) (Upto 31 Jan 2024)
	Dr. Nishita Shukla (COO)
	Mr. Tushar Shah (AVP & CS)
	Mr. Venkat Parasuraman (CFO) (upto 18 May 2023)
	Mr. Amit Pathak (CFO) (From 19 May 2023)
	Mr. Shyamal Joshi (Independent Director)
	Mr. Tej Malhotra (Independent Director)
	Mr. Ashok Bhatia (Independent Director)
	Mr. Umesh Menon (Independent Director)
	Mrs. Sujana Shah (Independent Director)
	Mr. Vijay Kedia (Independent Director)
Enterprise over which KMP / Relatives of KMP exercise significant influence through controlling interest (Other Related Party)	Uranus Medical Devices Limited
	Shalby Orthopaedic Hospital and Research Centre
	Friends of Shalby Foundation

(b) Key management personnel compensation

(₹ In Million)

Particulars	2023-24	2022-23
Short-term employee benefits	18.84	17.38
Termination benefits	-	-
Total Compensation	**18.84**	**17.38**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(c) Details of transactions with related parties for the year ended March 31, 2024 in the ordinary course of business:

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	**Professional Fees**										
	Dr. Vikram I. Shah		-		-	10.05	-		-	10.05	-
	Dr. Darshini V. Shah		-		-	21.76	22.48		-	21.76	22.48
2	**Trade Advance received back**										
	Shalby International Limited	-	0.03		-		-		-	-	0.03
3	**Trade Advances received back towards Reimbursement of Expenditure**										
	Slaney Healthcare Private Limited	-	0.23	-	-	-	-	-	-	-	0.23
	Shalby Advanced Technologies, Inc.	8.13	8.43	-	-	-	-	-	-	8.13	8.43
	Vrundavan Shalby Hospitals Limited	-	97.81	-	-	-	-	-	-	-	97.81
4	**Trade Advances given**										
	Vrundavan Shalby Hospitals Limited	-	1.08	-	-	-	-	-	-	-	1.08
	Shalby Kenya Limited	1.69	2.14	-	-	-	-	-	-	1.69	2.14
5	**Event Expense**										
	Shalby Hospitals Mumbai Pvt. Ltd	0.15	-	-	-	-	-	-	-	0.15	-
6	**Share of Profit/(Loss)**										
	Griffin Mediquip LLP	2.29	3.31	-	-	-	-	-	-	2.29	3.31
7	**Purchase of medicines, materials and consumables**										
	Griffin Mediquip LLP	458.73	398.27	-	-	-	-	-	-	458.73	398.27
8	**Rent Expenses**										
	Dr. Vikram I. Shah	-	-	-	-	12.61	11.51	-	-	12.61	11.51
	Shalby Orthopaedic Hospital and Research Centre	-	-	-	-	-	-	0.60	0.60	0.60	0.60

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
9	**Rent Income**										
	Griffin Mediquip LLP	0.06	0.06	-	-	-	-	-	-	0.06	0.06
	Vrundavan Shalby Hospitals Limited	0.30	0.05	-	-	-	-	-	-	0.30	0.05
10	**Salary**										
	Mr. Shanay V. Shah	-	-	-	-	7.48	6.83	-	-	7.48	6.83
	Mr. Tushar Shah	-	-	-	-	3.34	3.55	-	-	3.34	3.55
	Dr. Nishita Shukla	-	-	-	-	8.83	8.30	-	-	8.83	8.30
	Mr. Venkat Parasuraman	-	-	-	-	1.02	5.53	-	-	1.02	5.53
	Mr. Amit Pathak	-	-	-	-	5.65	-	-	-	5.65	-
11	**Director's Sitting Fee**										
	Mr. Shyamal Joshi	-	-	-	-	0.20	0.14	-	-	0.20	0.14
	Mr. Tej Malhotra	-	-	-	-	0.15	0.11	-	-	0.15	0.11
	Mr. Ashok Bhatia	-	-	-	-	0.11	0.08	-	-	0.11	0.08
	Mr. Umesh Menon	-	-	-	-	0.19	0.13	-	-	0.19	0.13
	Mrs. Sujana Shah	-	-	-	-	0.18	0.13	-	-	0.18	0.13
	Mr. Vijay Kedia	-	-	-	-	0.11	0.02	-	-	0.11	0.02
12	**Commission Expense**										
	Zodiac Mediquip Limited	-	-	0.76	1.19	-	-	-	-	0.76	1.19
13	**ESOP Cross Charge Cost**										
	Zodiac Mediquip Limited	-	-	(0.15)	0.15	-	-	-	-	(0.15)	0.15
	Shalby Global Technologies Pte. Ltd.	(2.78)	2.78	-	-	-	-	-	-	(2.78)	2.78
	Mars Medical Devices Limited	0.10	-	-	-	-	-	-	-	0.10	-
14	**Guest House Expenses**										
	Zodiac Mediquip Limited	-	-	2.10	2.57	-	-	-	-	2.10	2.57

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
15	**Investment made during the year**										
	Mars Medical Devices Limited - Equity Share	-	250.00	-	-	-	-	-	-	-	250.00
	Mars Medical Devices Limited - Preference Share	500.00	1,000.00	-	-	-	-	-	-	500.00	1,000.00
	Vrundavan Shalby Hospital Limited - Equity Share	-	97.81	-	-	-	-	-	-	-	97.81
	P.K.Healthcare Pvt Ltd (w.e.f. 25 Jan 2024)	1,019.20	-	-	-	-	-	-	-	1,019.20	-
	Healers Hospital Pvt Ltd (w.e.f. 15 March 2024)	1,040.00	-	-	-	-	-	-	-	1,040.00	-
16	**Loan given during the year**										
	Mars Medical Devices Limited	523.58	1,561.92	-	-	-	-	-	-	523.58	1,561.92
17	**Loan received back during the year**										
	Mars Medical Devices Limited	-	1,731.00	-	-	-	-	-	-	-	1,731.00
18	**Expense Incured on behalf of related party**										
	Vrundavan Shalby Hospitals Limited	-	3.13	-	-	-	-	-	-	-	3.13
	Shalby Advanced Technologies, Inc.	8.13	4.28	-	-	-	-	-	-	8.13	4.28
19	**Interest on Capital**										
	Griffin Mediquip LLP	1.81	1.35	-	-	-	-	-	-	1.81	1.35
20	**Interest Income on Loan**										
	Mars Medical Devices Limited	13.01	29.84	-	-	-	-	-	-	13.01	29.84

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
21	**Commission Income**										
	Shalby Advance Technologies ,inc	10.03	2.18	-	-	-	-	-	-	10.03	2.18
22	**Corporate Guarantee given during the year**										
	Shalby Advance Technologies ,inc	-	776.51	-	-	-	-	-	-	-	776.51
23	**Corporate Guarantee recover during the year**										
	Shalby Advance Technologies ,inc	170.91	-	-	-	-	-	-	-	170.91	-
24	**Sale of Fixed Assets**										
	Mars Medical Devices Limited	1.03	-	-	-	-	-	-	-	1.03	-

(d) Amount due to / from related parties as at March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	**Trade Payable**										
	Dr. Vikram I. Shah	-	-	-	-	0.55	-	-	-	0.55	-
	Dr. Darshini V. Shah	-	-	-	-	0.98	2.00	-	-	0.98	2.00
	Griffin Mediquip LLP	107.90	133.31	-	-	-	-	-	-	107.90	133.31
	Zodiac Mediquip Limited	-	-	0.32	0.14	-	-	-	-	0.32	0.14
2	**Investment**										
	Yogeshwar Healthcare Limited	6.96	6.96	-	-	-	-	-	-	6.96	6.96
	Shalby Kenya Limited	0.06	0.06	-	-	-	-	-	-	0.06	0.06

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	Vrundavan Shalby Hospitals Limited	229.73	229.73	-	-	-	-	-	-	229.73	229.73
	Shalby Hospitals Mumbai Private Limited	0.10	0.10	-	-	-	-	-	-	0.10	0.10
	Slaney Healthcare Private Limited	11.21	11.21	-	-	-	-	-	-	11.21	11.21
	Mars Medical Devices Limited - Equity Share	500.00	500.00	-	-	-	-	-	-	500.00	500.00
	Mars Medical Devices Limited - Preference Share	1,500.00	1,000.00	-	-	-	-	-	-	1,500.00	1,000.00
	Shalby International Limited	0.50	0.50	-	-	-	-	-	-	0.50	0.50
	P.K.Healthcare Pvt Ltd (w.e.f. 25 Jan 2024)	1,019.20	-	-	-	-	-	-	-	1,019.20	-
	Healers Hospital Pvt Ltd (w.e.f. 15 March 2024)	1,040.00	-	-	-	-	-	-	-	1,040.00	-
3	**Loans and Advances**										
	Mars Medical Devices Limited	15.02	-	-	-	-	-	-	-	15.02	-
	Shalby Kenya Limited	13.37	11.68	-	-	-	-	-	-	13.37	11.68
4	**Rent Payable**										
	Dr. Vikram I. Shah	-	-	-	-	0.82	0.41	-	-	0.82	0.41
	Shalby Orthopaedic Hospital and Research Centre	-	-	-	-	-	-	0.05	-	0.05	-
5	**Other Receivables**										
	Vrundavan Shalby Hospitals Limited	-	3.69	-	-	-	-	-	-	-	3.69
	Shalby Global Technologies Pte. Ltd.	-	2.78	-	-	-	-	-	-	-	2.78
	Mars Medical Devices Limited	0.10	-	-	-	-	-	-	-	0.10	-
	Griffin Mediquip LLP	0.04	0.03	-	-	-	-	-	-	0.04	0.03

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Subsidiary Companies		Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
6	**Capital contribution**										
	Griffin Mediquip LLP										
	Fixed	0.48	0.48	-	-	-	-	-	-	0.48	0.48
	Current	16.70	12.60	-	-	-	-	-	-	16.70	12.60
7	**Corporate Guarantee**										
	On Behalf of Shalby Advanced Technologies, Inc.	1,240.00	1,240.00	-	-	-	-	-	-	1,240.00	1,240.00
	On Behalf of Shalby Advanced Technologies, Inc.(USD 9.45 Mn)	788.18	776.51	-	-	-	-	-	-	788.18	776.51
	On Behalf of Shalby Advanced Technologies, Inc. (USD 2.08 Mn)	-	170.91	-	-	-	-	-	-	-	170.91

Note 40: Capital Management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Total equity attributable to the equity share holders of the company	10,621.76	9,703.23
As percentage of total capital	**94.98%**	**103.64%**
Current loans and borrowings	109.09	108.85
Non-current loans and borrowings	1,031.15	146.11
Total loans and borrowings	**1,140.24**	**254.96**
Cash and Bank balances including Fixed Deposit	578.43	595.43
Net loans & borrowings	**561.81**	**(340.47)**
As a percentage of total capital	5.02%	(3.64%)
Total capital (loans and borrowings and equity)	**11,183.57**	**9,362.76**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 41: Fair value measurements

A. Financial instruments by category

[₹ in Million]

Particulars	March 31, 2024			March 31, 2023		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Financial Assets						
Investments	4,324.93	789.75	-	1,761.63	1,366.33	-
Trade and other receivables	1,177.09	-	-	896.39	-	-
Cash and cash Equivalents	92.04	-	-	32.99	-	-
Other bank balances	0.23	-	-	0.24	-	-
Other financial assets	570.95	-	-	629.35	-	-
Total Financial Assets	**6,165.25**	**789.75**	**-**	**3,320.58**	**1,366.33**	**-**
Financial Liabilities						
Borrowings	1,140.24	-	-	254.96	-	-
Lease Liabilities	74.61			85.83		
Trade payables	727.73	-	-	727.69	-	-
Other financial liabilities	98.12	-	-	90.82	-	-
Total Financial Liabilities	**2,040.70**	**-**	**-**	**1,159.30**	**-**	**-**

Fair value hierarchy

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets

Financial assets measured at fair value at March 31, 2024

[₹ in Million]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Mutual Fund	789.75	-	-	789.75
Total	**789.75**	**-**	**-**	**789.75**

Financial assets measured at fair value at March 31, 2023

[₹ in Million]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Mutual Fund	1,366.33	-	-	1,366.33
Total	**1,366.33**	**-**	**-**	**1,366.33**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

Level 3 if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted compound instruments.

There are no transfers between any of these levels during the year. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

C. Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

(i) The use of quoted market prices or mutual fund houses quotes (NAV) for such instruments. This is included in Level 1

D. Fair value of financial assets and liabilities measured at amortized cost

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables approximate their carrying amounts largely due to their short-term nature. Difference between carrying amount of Bank deposits, other financial assets , borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Note 42: Financial risk management

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, Financial assets measured at amortized cost	Aging analysis	Diversification of funds to bank deposits, Liquid funds and Regular monitoring of credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognized financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the net exposure at an acceptable level, with option of taking Forward Foreign exchange contracts if deemed necessary.
Price Risk	Investments in mutual funds & Equity Instrument	Credit ratings	Portfolio diversification and regular monitoring

(a) Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, unbilled revenue, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade and other receivables

Trade receivables comprise a widespread customer base. Management evaluates credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set for patients without medical aid insurance. Services to customers without medical aid insurance are settled in cash or using major credit cards on discharge date as far as possible. Credit Guarantees insurance is not purchased. The receivables are mainly unsecured; the company does not hold any collateral or a guarantee as security. The provision details of the trade receivable are provided in Note 15 of the financial statements.

The provision matrix of ECL at the end of the reporting period is as follows.

Particulars	Expected Credit Loss %
Within 90 days due	1.81%
90 to 180 days due	4.95%
180 to 270 days	6.62%
270 to 360 days	9.77%
360 to 450 days	13.60%
450 to 540 days	19.16%
540 to 630 days	23.74%
630 to 720 days	30.17%
720 to 810 days	42.39%
810 to 900 days	45.08%
900 to 990 days	59.27%
990 to 1080 days	81.97%
(> 1080 days)	100.00%

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Reconciliation of loss allowance provision

Trade receivables

Particulars	[₹ in Million]
Loss allowance as on March 31, 2023	**130.52**
Changes in loss allowance	0.70
Loss allowance as on March 31, 2024	**131.22**

Cash and Cash Equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Company considers that the related credit risk is low. Impairment on these items is measured on the 12-month expected credit loss basis.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds and other committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Financing arrangements

The working capital position of the Company is given below:

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	92.04	32.99

Liquidity Table

The Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

As at March 31, 2024

[₹ in Million]

Financial Liabilities	Less than 1 year	1-5 years	5 years and above	Total
Borrowings^	109.09	602.58	428.57	1,140.24
Lease Liaiblities	12.56	43.90	18.15	74.61
Other Financial Liabilities	94.05	4.07	-	98.12
Trade payables	727.73	-	-	727.73
Total financial liabilities	**943.44**	**1,079.11**	**18.15**	**2,040.70**

^ Borrowings are disclosed net of processing charges.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

As at March 31, 2023

[₹ in Million]

Financial Liabilities	Less than 1 year	1-5 years	5 years and above	Total
Borrowings^	108.85	146.11	-	254.96
Lease Liaiblities	11.23	47.02	27.59	85.83
Other Financial Liabilities	87.35	3.47	-	90.82
Trade payables	727.69	-	-	727.69
Total financial liabilities	**935.12**	**196.60**	**27.59**	**1,159.30**

^ Borrowings are disclosed net of processing charges.

(c) Market Risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i) Currency Risk

The Company is exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Company's functional currency (₹), primarily in respect of US$, and Euro. The Company ensures that the net exposure is kept to an acceptable level and is remain a net foreign exchange earner.

Sensitivity Analysis

Any change with respect to strengthening (weakening) of the Indian Rupee against various currencies as at March 31, 2024 and March 31, 2023 would have affected the measurement of financial instruments denominated in respective currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments

Most of the Company's borrowings are on a floating rate of interest. The Company has exposure to interest rate risk, arising principally on changes in Marginal Cost of Funds based Lending Rate (MCLR). The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term credit lines besides internal accruals.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

The exposures of the Company's financial assets / liabilities at the end of the reporting period are as follows:

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	-	
Floating rate borrowings	1,140.24	254.96
Total	**1,140.24**	**254.96**

Interest rate risk sensitivity:

The below mentioned sensitivity analysis is based on the exposure to interest rates for floating rate borrowings. For this it is assumed that the amount of the floating rate liability outstanding at the end of the reporting period was outstanding for the whole year. If interest rate had been 50 basis points higher or lower, other variables being held constant, following is the impact on profit.

(₹ In Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Impact on profit – increase in 50 basis points	5.70	1.27
Impact on profit – decrease in 50 basis points	(5.70)	(1.27)

(iii) Price Risk Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds & Equity Instrument classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses. Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

43 Leases

(A) Additions to right of use assets

Property, plant and equipment comprises owned and leased assets that do not meet the definition of investment property.

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Right-of-use assets, except for investment property	62.68	75.08

(B) Carrying value of right of use assets at the end of the reporting period by class

(₹ In Million)

Particulars	March 31, 2024	March 31, 2023
Balance at beginning of the year	75.08	88.93
Addition during the year	-	-
Depreciation charge for the year	12.40	13.85
Balance at closing of the year	62.68	75.08

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(C) Maturity analysis of lease liabilities

(₹ In Million)

Maturity analysis – Contractual undiscounted cash flows	As at March 31, 2024	As at March 31, 2023
Less than one year	17.46	17.01
One to five years	54.97	72.43
More than five years	28.41	28.41
Total undiscounted lease liabilities at	**100.84**	**117.85**
Lease liabilities included in the statement of financial position at 31 March 2024	**74.61**	**85.83**
Current	12.56	11.23
Non-Current	62.05	74.61

(D) Amounts recognised in profit or loss

(₹ In Million)

Particulars	For the Year Ended 2023-24	For the Year Ended 2022-23
Interest on lease liabilities	5.78	6.55
Variable lease payments not included in the measurement of lease liabilities	15.86	12.64
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	7.33	5.24

(E) Amounts recognised in the statement of cash flows

(₹ In Million)

Particulars	For the Year Ended 2023-24	For the Year Ended 2022-23
Total cash outflow for leases	32.87	28.01

Note 44 : Ageing Schedule

44.1 : Trade Receivables

[₹ in Million]

Particulars	Unbilled Revenue	Outstanding as on March 31, 2024 for following periods from due date of payment						Total
		Not Due	Less than 6 months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable-Considered good	103.53	317.28	323.19	115.06	113.05	57.37	278.83	1,308.31
Undisputed trade receivable-Significant increase in credit risk		-	-	-	-	-	-	-
Undisputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Considered good	-	-	-	-	-	-	-	-
Disputed trade receivable-Significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Gross Trade Rececievable	**103.53**	**317.28**	**323.19**	**115.06**	**113.05**	**57.37**	**278.83**	**1,308.31**
Less: Allowance for doubtful debts (including ECL)								(131.22)
Total								**1,177.09**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Particulars	Unbilled Revenue	Outstanding as on March 31, 2023 for following periods from due date of payment						Total
		Not Due	Less than 6 months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable-Considered good	100.08	32.53	312.78	135.11	112.71	101.37	232.33	1026.91
Undisputed trade receivable-Significant increase in credit risk			-	-	-	-	-	-
Undisputed Trade Receivable-Credit Impaired			-	-	-	-	0	0
Disputed Trade Receivable-Considered good	-	-	-	-	-	-	-	-
Disputed trade receivable-Significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Gross Trade Rececievable	**100.08**	**32.53**	**312.78**	**135.11**	**112.71**	**101.37**	**232.33**	**1,026.91**
Less: Allowance for doubtful debts (including ECL)								(130.52)
Total								**896.39**

Note 44.2 : Trade Payables

[₹ in Million]

Particulars	Unbilled Payable	Not Due	Outstanding as on March 31 2024 for following periods from due date of payment				Total
			Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
MSME	-	-	0.24	-	-	-	0.24
Others	145.52	318.94	219.15	7.53	12.61	23.73	727.49
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - others	-	-	-	-	-	-	-
Total	**145.52**	**318.94**	**219.40**	**7.53**	**12.61**	**23.73**	**727.73**

[₹ in Million]

Particulars	Unbilled Payable	Not Due	Outstanding as on March 31 2023 for following periods from due date of payment				Total
			Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
MSME		-	-	-	-	-	-
Others	102.66	423.08	147.81	28.75	9.77	15.61	727.69
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - others	-	-	-	-	-	-	-
Total	**102.66**	**423.08**	**147.81**	**28.75**	**9.77**	**15.61**	**727.69**

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 45: Due to Micro, Small and Medium Enterprise and confirmations

(a) Due to Micro, Small and Medium Enterprise

(₹ In Million)

Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	0.24	NIL
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL	NIL
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	NIL	NIL

The company has initiated the process of obtaining confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). The above mentioned information has been compiled to the extent of responses received by the company from its suppliers with regard to their registration under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006).

Note 46: Corporate social Responsibility

(a) The amount spent during the period / year on:

[₹ in Million]

Particulars	In cash / cheque	Yet to be paid in cash / cheque	Total (₹)
Construction / acquisition of any assets	-	-	-
On purposes other than above	21.60	-	21.60

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(b) Details of CSR Expense

(₹ In Million)

Particulars	Amount as on 31st March 2024	Amount as on 31st March 2023
Amount required to be spent during the year	18.83	14.27
Amount actually spent :		
Construction / acquisition of any assets	-	12.20
On purposes other than above	21.60	2.40
Shortfall at the end of year	-	-
Total of previous year shortfall	-	-
Total Excess spend to be carried forwarded	5.20	2.43
Reason for such shortfall :	NA	NA
Nature of CSR activities :	CSR fund utilised for activities related to environment protection, women empowerment, medical and health care, rural development, education, food, grocery & cloth distribution to needy people.	
Details of related party transactions :	Nil	Nil

Note : Excess amount spent by company towards CSR Expenses will be set off against CSR expenses to be incurred by company in next 3 financial years as per provisions of Section 135(5) of Companies Act, 2013.

Note 47: Revenue from Contract with customers

The revenue from contracts with customers to the amounts disclosed as total revenue are as under:

(₹ In Million)

Particulars	Amount as on March 31, 2024	Amount as on March 31, 2023
Revenue from Sale of Products	170.63	138.74
Revenue from Sale of Services	8,126.19	6,941.43
Total Revenue	**8,296.83**	**7,080.17**

The disaggregation of Revenue from Contract with Customers is as under:

(A) Revenue from Contract with Customers - Segment wise

(₹ In Million)

Particulars	Amount as on March 31, 2024	Amount as on March 31, 2023
Revenue from Sale of Services		
In Patient Discharge		
Domestic	7,140.91	6,101.08
Overseas	90.70	91.01
Out Patient Discharge	345.34	353.00
Allied Services	493.95	343.43

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(₹ In Million)

Particulars	Amount as on March 31, 2024	Amount as on March 31, 2023
Other operative Income	55.28	52.91
Total Revenue from Sale of services	**8126.19**	**6941.43**
Revenue from Sale of Products		
Revenue from Medicines & Medicare Items	170.63	138.74
Total Revenue from Contract with Customers	**8,296.83**	**7,080.17**

Contract Asset

Company Does not have any contract Assets as at 31 March 2024 and 31 March 2023

Contract Liability

(₹ In Million)

Particulars	Amount as on March 31, 2024	Amount as on March 31, 2023
Opening Balance of Contract Liability	43.15	28.52
Revenue Recognised from the opening balance of Contract Liability	43.15	28.52
Current year Contract liability - Carried Forward	45.97	43.15
Closing Balance of Contract Liability	**45.97**	**43.15**

The nature of services and its disclosure of timing of satisfaction of performance obligation is mentioned in para 4.8 of Note No. 4.

Contract Liabilities in the balance sheet constitutes advance payments and billings in excess of revenue recognised. The Company expects to recognise such revenue in the next financial year.

There were no significant changes in contract assets and contract liabilities during the reporting period except amount as mentioned in the table and explanation given above.

Under the payment terms generally applicable to the Company's revenue generating activities, prepayments are received only to a limited extent. Typically, payment is due upon or after completion of the services.

The Company generates revenue from knee replacement surgeries, other indoor and outdoor patient discharges, diagnostic services. clinical trials, trainings and other sales of medicines and medicare items.

The revenue from rendering Healthcare services and Pharmaceutical products satisfies 'at a point in time' recognition criteria as prescribed by IND AS 115.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 48: Un-hedged Foreign Currency Exposure

The company does not enter into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The company does not enter into any derivative instruments for trading or speculative purposes.

The foreign currency exposure not hedged as at 31st March, 2024 & 31st March, 2023 are as under:

(₹ In Million)

Currency	Payable (In Foreign Currency)		Receivable (In Foreign Currency)		Payable (In Indian Rupee)		Receivable (In Indian Rupee)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
KSH	-	-	21.14	17.48	-	-	13.37	11.74

Note : 49 Equity settled share based payments (ESOP) :

Senior level management employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). In respect of options granted during the current year under "Shalby Limited Employee Stock Options Scheme - 2021 (the "Shalby ESOP Scheme 2021") , the cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black Scholes Method formula which is in accordance with Indian Accounting Standard 102 (Ind AS 102).

The cost of equity settled transaction is recognised, together with a corresponding increase in Equity settled share based payments reserves in other equity, over the period in which the service conditions are fulfilled. This expense is included under the head "Employee benefits expense" as employee share-based expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

For details of expense recognised in the statement of profit and loss please refer note 31 and for details of movement in share options outstanding account refer note 19 of Financial statements.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Natue and characteristics of ESOP plans existed during year as tabulated below

(in ₹)

Particulars	Grant Date	Vesting requirement	Maximum term of options	Method of settlement	Exercise Price	Share Price on Grant Date	Accounting method
As at March 31,2024	16/5/2022	ESOPs will vest not earlier than 1 (One) year and not more than 3 (Three) years from the grant date	3 years from vesting date	Equity settled	10.00	106.95	Fair value method
	1/6/2022				10.00	111.40	
	12/7/2022				10.00	107.90	
	18/10/2022				10.00	145.50	
	15/11/2022				10.00	143.20	
	12/7/2023				10.00	178.85	
	27/10/2023				10.00	260.65	
	7/2/2024				10.00	312.05	
As at March 31,2023	16/5/2022	ESOPs will vest not earlier than 1 (One) year and not more than 3 (Three) years from the grant date	3 years from vesting date	Equity settled	10.00	106.95	Fair value method
	1/6/2022				10.00	111.40	
	12/7/2022				10.00	107.90	
	18/10/2022				10.00	145.50	
	15/11/2022				10.00	143.20	

Options movement during year as tabulated below :

(in ₹)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	2,06,235	-
Granted during the year*	61,000	2,39,235
Exercised during the year	1,02,735	-
Lapsed during the year	36,000	33,000
Closing balance	1,28,500	2,06,235
Exercisable at the end of the year	1,28,500	2,06,235

* Including share given to Employees of Group Companies.

No options expired during the periods covered in the above table.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

weighted-average exercise prices of options as tabulated below:

(in ₹)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	0	0
Granted during the year	10	10
Exercised during the year	NA	NA
Forfeited during the year	NA	NA
Expired during the year	10	10
Closing balance	10	10
Exercisable at the end of the year	NA	NA

Stock options outstanding at the end of period as tabulated below

(in ₹)

Particulars	As at March 31, 2024	As at March 31, 2023
Exercise Price	10	10
Shalby Plan	10	10
Weighted average remaining contractual life (Years)	1.32 Yrs.	1.21 Yrs.

Black Scholes method is used for fair valuation of ESOP.

Fair value and underlying assumptions for stock options granted as tabulated below

Particulars	Grant date	Exercise price	Share price on grant date	Expected volatility	Risk-free rate of return	Dividend Yield	Fair value of ESOP at grant date	Weighted average fair value of ESOP at grant date	Attrition rate per annum	Expected shares to vest ultimately
As at March 31,2024	16/5/2022	10.00	106.95	54.56%	6.42%	0.82%	96.27	106.65	36.30%	128,500
	1/6/2022	10.00	111.40	54.57%	6.50%	0.82%	101.11	112.28		
	12/7/2022	10.00	107.90	86.39%	7.39%	0.00%	100.48	108.21		
	18/10/2022	10.00	145.50	85.08%	7.43%	0.00%	137.87	144.60		
	15/11/2022	10.00	143.20	53.75%	7.26%	0.00%	134.55	143.56		
	12/7/2023	10.00	178.85	37.24%	7.12%	0.00%	170.77	183.03		
	27/10/2023	10.00	260.65	43.13%	7.35%	0.00%	252.63	260.66		
	7/2/2024	10.00	312.05	43.57%	7.07%	0.00%	303.37	317.48		
As at March 31,2023	16/5/2022	10.00	106.95	54.56%	6.42%	0.82%	96.27	106.65	27.78%	206,235
	1/6/2022	10.00	111.40	54.57%	6.50%	0.82%	101.11	112.28		
	12/7/2022	10.00	107.90	86.39%	7.39%	0.00%	100.48	108.21		
	18/10/2022	10.00	145.50	85.08%	7.43%	0.00%	137.87	144.60		
	15/11/2022	10.00	143.20	53.75%	7.26%	0.00%	134.55	143.56		
Expected number of years to exercise shares	Immediately After Vesting									

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 50 Key Ratios

Sr. No	Ratio	Formula	UOM	Amount as on 31st March 2024	Ratio as on 31st March 2024	Amount as on 31st March 2023	Ratio as on 31st March 2023	% Deviation	Reasons for Variance above 25%
1	**Current Ratio**								
	Current Assets	Current Assets / Current Liability	Times	4,318.25	3.99	4,129.23	3.93	1.53%	
	Current Liabilities			1,081.61		1,050.05			
2	**Debt-to-equity Ratio**								
	Liabilities	Total Debt / Share Holder's Equity	Times	1,145.02	0.11	255.93	0.03	308.71%	Due to disbursement of new term loan from Bajaj Finance in current year.
	Equity			10,621.76		9,703.23			
3	**Debt Service Coverage Ratio**								
	Earnings available for debt service*	Earnings available for debt service / Interest + Principal Service	Times	1,982.74	14.80	1,615.49	4.82	206.78%	Due to decrease in repayment of loan amount in current year.
	Debt Service			133.99		334.90			
4	**Return on Equity Ratio**								
	Net Profit after Tax	Net Profits after taxes - Preference Dividend (if any) / Average Shareholder's Equity	%	1,038.45	10.22%	808.08	8.61%	18.68%	
	Equity			10,162.49		9,385.23			
5	**Inventory Turnover Ratio**								
	Cost of Goods Sold	Cost of Goods Sold / Average Inventory	Times	2,222.96	12.57	1,995.60	10.58	18.81%	
	Inventory			176.86		188.63			
6	**Receivables Turnover Ratio**								
	Net Credit Sales	Net Credit Sales / Average Accounts Receivable	Times	5,426.12	5.23	4,518.67	4.91	6.53%	
	Average Receivables			1,036.74		919.69			
7	**Payables Turnover Ratio**								
	Purchases	Net Credit Purchase / Average Accounts Payable	Times	5,495.95	7.55	4,815.89	7.18	5.13%	
	Average Payables			727.71		670.39			

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Sr. No	Ratio	Formula	UOM	Amount as on 31st March 2024	Ratio as on 31st March 2024	Amount as on 31st March 2023	Ratio as on 31st March 2023	% Deviation	Reasons for Variance above 25%
8	**Net capital turnover Ratio**								
	Net Sales	Net Sales/ Working Capital (CA-CL)	Times	8,296.83	2.63	7,080.17	2.55	2.93%	
	Average Working Capital			3,157.91		2,773.67			
9	**Net profit ratio**								
	Proift After Tax	Net Profit / Net Sales	%	1,038.45	12.52%	808.08	11.41%	9.66%	
	Net Sales			8,296.83		7,080.17			
10	**Return on Capital employed Ratio**								
	EBIT	Earning before interest and taxes / Capital Employed	%	1,611.98	12.94%	1,244.57	11.96%	8.19%	
	Capital Employed			12,459.19		10,407.37			
11	**Return on investment Ratio**								
	Earnings from Investment	Net Return On Investment / Average Investment	%	112.65	7.03%	97.09	5.23%	34.30%	Due to gain on redemption of mutual fund
	Average Investment			1,602.45		1,854.79			

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

Note 51: Business Combination

Acquisition of Multi-Specialty Hospital from P K Healthcare Pvt. Ltd. [Brand Name Sanar International Hospitals] and Healers Hospitals Pvt. Ltd.

The Company entered into a Share Purchase Agreement (SPA) with P K Healthcare Private Limited ('Sanar') and Mr. Naresh Kapoor & Ms. Prem Kanta Kapoor dated 25th January, 2024 for acquisition of the Multi-specialty Hospital business (owned and operated by P K Healthcare Pvt Ltd under the brand name of "Sanar International Hospitals" mainly engaged in the business of Blood & Marrow Transplantation, Bone & Joint replacement, Cancer Care, Cardiac surgery, dermatology, gastroenterology, Interventional Radiology, Kidney & Liver transplant, Neurosciences, Pulmonology, Ophthalmology, Plastic & Cosmetic Surgery, Transfusion Medicine.

The Company has acquired 87.26% stake in shareholding of PK Healthcare Private Limited, through preferential allotment of equity shares ₹ 1000 Million and secondary acquisition from promoters ₹ 19.20 Million during January 2024. PK Healthcare Pvt. Ltd. is now a subsidiary of the Company effective from 25th January, 2024.

The acquisition contributed revenue of ₹ 159.58 million and profit/(loss) after tax of ₹ (44.20) million for the period between the acquisition date and 31 March 2024. Had the business combination occurred on 01 April 2023, per management estimate, revenues for the financial year ended 31 March 2024 would have been higher by ₹ 885.94 million and profit/(loss) after tax would have been higher by ₹ (510.20) million.

The Company has acquired 100% stake in shareholding of Healers Hospital Private Limited through secondary acquisition from existing shareholders during March 2024. Healers Hospital Pvt. Ltd. is now wholly-owned subsidiary of the Company effective from 15th March, 2024.

The acquisition contributed revenue of ₹ 1.30 million and profit/(loss) after tax of ₹ 0.93 million for the period between the acquisition date and 31 March 2024. Had the business combination occurred on 01 April 2023, per management estimate, revenues for the financial year ended 31 March 2024 would have been higher by ₹ 52.25 million and profit/(loss) after tax would have been higher by ₹ 34.33 million.

a) Business Combination

The above transaction qualifies as a business combination as per IndAS 103 – "Business Combination" and has been accounted by applying the acquisition method wherein identifiable assets acquired, liabilities assumed are fair valued against the fair value of the consideration transferred and the resultant goodwill recognised.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

b) Identifiable assets and liabilities assumed

Particulars	P K Healthcare Private Limited	Healers Hospital Private Limited
Fair Value of Consideration transferred	1,019.20	1,040.00
Total (A)	**1,019.20**	**1,040.00**
Assets Acquired		
Property, Plant and Equipment	1090.86	1,014.98
Capital Work in Progress	36.22	-
Right of Use Assets	690.75	-
Intangible Assets	4.10	-
Inventories	20.40	-
Trade Receivables	23.36	31.46
Other Non-Current Assets	333.82	1.64
Other Current Assets	1,086.49	7.12
Total Assets Acquired (B)	**3,286.01**	**1,055.20**
Liabilities Assumed		
Trade Payables	726.67	1.75
Borrowings	825.43	-
Other Non-Current Liabilities	787.89	-
Other Current Liabilities	313.01	3.26
Total Liabilities (C)	**2,653.00**	**5.01**
Net Assets Acquired [D = (B-C)]	**633.01**	**1,050.19**
Stake Acquired [E]	**87.26%**	**100%**
Net Assets Acquired for Stake [F = (D x E)]	**552.36**	**1,050.19**
Goodwill/(Capital Reserve) (A-F)	**466.84**	**(10.19)**

Note 52: Disclosure to Reporting under Rule 11(e) and Rule 11(f) of the Companies (Audit and Auditors) Rules, 2014

The company (Funding Party) has made investment and provided loan to its subsidairy company Mars Medical Devices Limited (intermediary) for the purpose of investing or giving advances to the intermediary's wholly owned subsidiaries (ultimate beneficiary) Shalby Advanced Technologies and Shalby Global Technologies PTE. Limited

For FY 2023-24

Date of Funds given to intermediary	Date of Fund given to ultimate Beneficiary	Amount in ₹ Mn.	Details of Intermediary	Details of Ultimate Beneficiary
Thursday, April 27, 2023	Thursday, April 27, 2023	470.00	Mars Medical Devices Limited (U33100GJ2020PLC113358) Shalby Hospitals, Opp. Karnavati Club, S G Highway, Ahemdabad 380015	Shalby Advanced Technologies, Inc.
Friday, September 30, 2022	Thursday, April 27, 2023	20.92		
Friday, September 15, 2023	Friday, September 29, 2023	12.34		Shalby Global Technologies Pte. Ltd.
Monday, September 18, 2023	Wednesday, December 27, 2023	12.72		
	Total	**515.98**		

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

For FY 2022-23

Date of Funds given to intermediary	Date of Fund given to ultimate Beneficiary	Amount in ₹ Mn.	Details of Intermediary	Details of Ultimate Beneficiary
13 April 2022	13 April 2022	12.94	Mars Medical Devices Limited (U33100GJ2020PLC113358) Shalby Hospitals, Opp. Karnavati Club, S G Highway, Ahemdabad 380015	Shalby Advanced Technologies, Inc.
18 April 2022	18 April 2022	40.25		
29 April 2022	29 April 2022	12.42		
20 May 2022	20 May 2022	465.72		
19 July 2022	19 July 2022	15.38		
25 July 2022	25 July 2022	79.94		
01 September 2022	02 September 2022	40.46		
26 September 2022	26 September 2022	82.10		
19 October 2022	19 October 2022	34.00		
10 November 2022	10 November 2022	86.09		
18 November 2022	18 November 2022	85.81		
22 August 2022	22 August 2022	10.36		Shalby Global Technologies Pte. Ltd.
24 November 2022	01 December 2022	12.08		
15 March 2023	15 March 2023	18.53		
	21 February 2023	0.62		
	Total	**996.70**		

The Company has complied with relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999), to the extent applicable, the Companies Act, 2013 for such transaction and this transaction is not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

Note 53: Other Statutory Information

(a) **Details of benami property held:** No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(b) **Registration of charges or satisfaction with Registrar of Companies (ROC):** The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(c) **Details of crypto currency or virtual currency:** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(d) **Utilisation of borrowed funds and share premium:** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") except disclosed in Note 52 with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(e) **Undisclosed income:** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

(f) **Wilful defaulter:** The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

Notes to the Standalone Financial Statements

for the year ended March 31, 2024

(g) **Compliance with number of layers of companies:** The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

(h) **Valuation of Property Plant & Equipment, intangible asset:** The Company has not revalued any of its Property, Plant and Equipment (including Right of Use Assets) during the year.

(i) The Company has borrowings from Banks on the basis of security of current assets. Quarterly returns \ statements of current assets filed by the company with banks are in agreement with the books of accounts subject to minor deviations which are not material.

(j) **Relationship with struck off companies:** The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

(k) **Utilisation of borrowings availed from banks and financial institutions:** The borrowings obtained by the company from banks and financial institution have been applied for the purpose for which such loans was taken.

Note 54 : The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has received Presidential assent and has been published in the Gazette of India. However, the effective date of the Code and final rules for quantifying the financial impact are yet to be notified. The Group will assess the impact of the Code when relevant provisions are notified and will record related impact, if any, in the period the Code becomes effective.

Note 55: Statement of Management

(a) The non current financial assets, current financial assets and other current assets are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.

(b) Balance Sheet, Statement of Profit and Loss, cash flow statement and change in equity read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and financial performance of the Company for the year under review.

(c) No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

Note 56: Balances of Sundry Creditors, Sundry debtors, Loans & advances, etc. are subject to confirmation and reconciliation, if any.

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Independent Auditor's Report

To the Members of Shalby Limited

Report on the Audit of the Consolidated Financial Statements

Auditor's Opinion

We have audited the accompanying Consolidated Financial Statements of **Shalby Limited** (hereinafter referred to as "the Parent") and its subsidiary companies (the Parent and its subsidiaries together referred as "the Group"), comprising the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements ").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements audited by the other auditors, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013,as amended ("the Act") Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended 31st March 2024.These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

Sr	Key Audit Matter	Auditor's Response
1	**Evaluation of uncertain tax positions** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 36 to the Consolidated Financial Statements.	Based on our audit procedures, we have conducted a thorough assessment of the Company's uncertain tax positions, which are deemed critical due to their potential impact on the Consolidated and consolidated financial statements. Our approach included gaining a comprehensive understanding of the process for identifying tax claims, litigations, and contingent liabilities, alongside testing key controls within this framework. We critically evaluated the Company's management positions through extensive discussions with Legal Counsel, Head of Tax, and operational management, focusing on the probability of success in significant cases and the potential magnitude of losses.

Sr	Key Audit Matter	Auditor's Response
		Furthermore, we examined external legal opinions and other pertinent evidence to corroborate management's risk assessments concerning legal claims. Additionally, our engagement with tax specialists provided a technical appraisal of the Company's local tax strategies. Finally, we assessed the disclosures within the financial statements to ensure they appropriately reflect the underlying facts and circumstances of the tax and legal exposures, aligning with relevant accounting standards. Based on our comprehensive audit procedures and evaluations conducted, we conclude that management's determination of the Outstanding Tax Position as at the year-end is reasonable and appropriately disclosed in the financial statements.
2	**Allowance for expected credit loss related to trade receivables** As stated in Note 15, the company has determined the allowance for credit loss based on historical loss experience which is adjusted to reflect current and estimated future economic conditions. The historical loss experience model required revisions considering the overall economic conditions and its impact on the customers' business operations/ability to pay dues. Based on such analysis the Company has recorded an allowance aggregating to ₹ **211.92** million as included in Note 15 of the Consolidated financial statements. We identified allowance for credit losses as a key audit matter because the Company exercises significant judgment in calculating the expected credit losses.	The Company exercises significant judgment in assessing and calculating the Expected Credit Losses (ECL) on Trade Receivables as per the requirement of Ind AS 109. Owing to the nature of operations of the Company and related customer profiles, for the purpose of expected credit loss assessment of trade receivables, the Company exercises significant judgement to estimate timing and amount of realization of trade receivables which involves consideration of ageing status, credit information of its customers, historical trends of collection and expected deduction basis past trends. Considering the significant judgement involved, high estimation uncertainty and materiality of amounts involved, we have identified allowance for expected credit loss on trade receivables as a key audit matter. Our audit focused on the allowance for expected credit losses (ECL) on trade receivables, recognizing its significance due to the Company's reliance on judgment for assessing and calculating ECL under Ind AS 109. We began by understanding the Company's process for calculating, recording, and monitoring impairment losses, ensuring adherence to Indian Accounting Standards (Ind AS). Sampling from the receivables ageing report, we verified the accurate classification of items by comparing individual entries with supporting documentation. Our analysis delved into management's methodology, particularly assessing historical payment trends of customers to validate the approach used for determining ECL provision. This included evaluating whether historical data used for assumptions accurately reflected current economic conditions. Additionally, we scrutinized the adequacy and appropriateness of disclosures in the financial statements concerning the provision for expected credit losses and trade receivables. Based on these procedures, we conclude that the management's determination of the allowance for expected credit losses on trade receivables and the corresponding disclosures in the financial statements are reasonable and compliant with applicable standards.

Sr	Key Audit Matter	Auditor's Response
3	**Impairment assessment of carrying value of investments in subsidiaries:** The Company's equity investments in unlisted wholly owned subsidiaries as of March 31, 2024, amounting to **₹ 4,324.93** Mn, are a key audit matter due to the critical nature of the annual impairment assessment. Management's determination involves reviewing business forecasts using a discounted cash flow model, assessing recoverable amounts based on future cash flow estimates, and making significant judgments on investees' performance and related assumptions. Our audit focused on evaluating the effectiveness of internal controls, reviewing management's impairment analysis and valuation reports, and ensuring the accuracy and completeness of disclosures in the Consolidated financial statements.	The Company's equity investments in unlisted wholly owned subsidiaries as of March 31, 2024, amounting to ₹4,324.93 Mn, are accounted for at cost (net of provision) in accordance with Ind AS 27 on 'Separate Financial Statements'. The management conducts an annual impairment assessment for each investment, a process deemed critical in our audit of the Consolidated financial statements. This assessment involves reviewing the subsidiaries' business forecasts using a discounted cash flow valuation model. Management determines the recoverable amounts based on their estimates of future cash flows and exercises judgment regarding the investees' performance, including key assumptions related to discount and long-term growth rates. In our audit procedures, we obtained an understanding of the internal controls related to investments, focusing particularly on impairment assessment. We tested the operating effectiveness of these controls during the year ended March 31, 2024, and reviewed management's evaluation of the impairment analysis, including the future cash flows used in the valuation model. Additionally, we obtained and reviewed the valuation report on impairment testing prepared for the Consolidated financial statements and assessed the fair value certifications provided by subsidiary auditors. Our engagement of valuation specialists helped us evaluate the methodologies, impairment calculations, and underlying assumptions applied by management in the impairment testing process. Furthermore, we evaluated the appropriateness of disclosures in the Consolidated financial statements, ensuring their completeness and mathematical accuracy. Based on the audit procedures performed, we conclude that the management's determination of the amounts and disclosure of investments in subsidiaries as at March 31, 2024, is reasonable and consistent with applicable accounting standards. The impairment assessment process was comprehensive, supported by robust internal controls and external validations, providing a reliable basis for financial statement presentation.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Board's Report and Annexure to Board's Report but does not include the Consolidated Financial Statements and our auditor's report thereon. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Statements of which we are the independent auditor. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in section titled 'Other Matters' in this audit report.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended 31st March, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. The accompanying Statement includes the audited financial results \ statements and other information in respect of 11 subsidiaries whose financial results \ information reflects share of total assets of **8,924.30 Million** as at March 31, 2024, total revenues of **₹ 1,898.94 Million**, total net Profit \ (Loss) after tax of **₹ 209.35 Million**, total comprehensive income **₹ 76.05 Million** for the year ended on March 31, 2024 respectively, and net cash inflow of **₹ 60.36 Million** for the year ended March 31, 2024 as considered in the statement whose financial results \ financial information have been audited by us.

b. We did not audit the financial results \ statements and other financial information, in respect of 2 subsidiary, whose financial information reflects total assets of **₹ 13.30 Million** as at March 31, 2024, and total revenues of **₹ 13.29 Million**, total net Profit \ (Loss) after tax of **₹ 7.32 Million**, total comprehensive income **₹ 7.42 Million** for the year ended March 31,2024 respectively and net cash outflow of **₹ 0.02 Million** for the year ended March 31, 2024 as considered in the financial statement.

This financial statements \ financial information are unaudited \ unreviewed and have been furnished to us by the Management and our opinion and conclusion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, is solely based on such unaudited \ unreviewed financial statements \ financial information. In our opinion and according to the information and explanations given to us by the Board of Directors of the Parent Company, this financial statements \ financial information is not material to the Group.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, as noted in the 'Other Matter' paragraph we give in the **"Annexure A"** a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statements of the subsidiaries incorporated in India, referred in the Other Matters paragraph above we report, to the extent applicable, that:

   (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

   (c) The Consolidated Balance Sheet, the Consolidated statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

   (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of the written representations received from the directors of the Parent & Subsidiary companies incorporated in India as on March 31, 2024 taken on record by the Board of Directors of the Parent / Subsidiary Company incorporated in India, none of the directors of these entities is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls with reference to financial statement and the operating effectiveness of such controls, refer to our Report in **"Annexure B",** which is based on the auditor's report of the Parent Company and its Subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies, for reasons stated therein.

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with the provisions of section 197 read with Schedule V to the Act

   In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Parent Company to its directors during the year.

   (h) With respect to the other matters to be included in the Auditor's Report accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated Financial position of the Group as referred to in Note 36 to the Consolidated Financial Statements.

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amount which required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary company incorporated in India.

iv. (a) The Management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of their knowledge and belief, no funds have been received by the group from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above contain any material misstatement.

v. The final dividend paid by the Parent Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 19 to the Consolidated Financial Statements, the Board of Directors of the Parent Company have proposed final dividend for the year which is subject to the approval of the members of the company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination, which included test checks and as communicated by the respective auditor of a subsidiary, except for the instances mentioned below, the Parent and its subsidiary company incorporated in India has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which have a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective softwares :

(a) In case of Parent Company , the feature of recording audit trail (edit log) facility was not enabled at the database level for accounting software to log any direct changes.

(b) In case of five subsidiary Companies incorporated in India, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except for the period 1st April'23 to 13th June'23.

(c) In case of two subsidiary Companies incorporated in India, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. However, the same has not been enabled during the financial year 2023-2024.

(d) In case of one subsidiary Company incorporated in India, as communicated by the auditor of such subsidiary the company has maintained its books of accounts manually accordingly reporting on Edit log feature in Accounting Software is not applicable.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2024.

For **T R Chadha & Co LLP**
Firm's Reg. No-: 006711N \ N500028
Chartered Accountants

Brijesh Thakkar
(Partner)
Membership No – 135556
UDIN: 24135556BKABDES641

Place: Ahmedabad
Date: 28/05/2024

ANNEXURE A

(Referred to in Paragraph 1 under the Heading of "Report on Other Legal and Regulatory Requirements" section of our Report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

Based on the CARO reports issued by the auditors of the subsidiaries included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, provided to us by the management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO report.

For **T R Chadha & Co LLP**
Firm's Reg. No-: 006711N \ N500028
Chartered Accountants

Brijesh Thakkar
(Partner)
Membership No – 135556
UDIN: 24135556BKABDES641

Place: Ahmedabad
Date: 28/05/2024

ANNEXURE B

THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SHALBY LIMITED.

(Referred to in Paragraph 2(f) under the Heading of "Report on Other Legal and Regulatory Requirements" section of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of the Parent Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of **SHALBY LIMITED** (hereinafter referred to as "the Parent Company") and its subsidiary Companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent & its Subsidiaries companies which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial control with reference to financial statements of the Parent and its subsidiary companies, which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence obtained by us and the other auditor of the subsidiary companies incorporated in India, in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial with reference to financial statements of the Parent and its subsidiary companies incorporated in India.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditor, as referred to in the Other Matters paragraph below, the Parent and its subsidiary Companies which are incorporated in India, have, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements established by the respective companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to consolidated / Standalone financial statements of subsidiary companies which are incorporated in India, is based solely on the corresponding reports of the auditor of such company.

Our opinion is not modified in respect of the above matter.

For **T R Chadha & Co LLP**
Firm's Reg. No-: 006711N \ N500028
Chartered Accountants

Brijesh Thakkar
(Partner)
Membership No – 135556
UDIN: 24135556BKABDES641

Place: Ahmedabad
Date: 28/05/2024

Consolidated Balance Sheet

as at March 31, 2024

(₹ In Million)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, Plant and Equipment	5	8,395.92	6,300.06
Capital work-in progress	5	106.45	61.64
Right of Use Assets	6	562.99	380.15
Goodwill	7	568.59	101.53
Intangible Assets	8	134.56	69.92
Intangible assets under development	8	47.40	43.81
Financial Assets			
Other Financial Assets	10	175.13	61.39
Income Tax Assets (Net)	11	180.57	267.46
Other non current assets	13	381.20	355.17
		10,552.82	**7,641.15**
Current assets			
Inventories	14	2,352.02	1,854.04
Financial assets			
Investments	9	806.36	1,457.20
Trade Receivables	15	1,446.31	1,063.64
Cash and Cash Equivalents	16	271.80	122.44
Other Bank Balances	17	0.44	0.41
Other Financial Assets	10	539.49	575.03
Other Current Assets	13	106.07	99.73
		5,522.50	**5,172.50**
Total Assets		**16,075.32**	**12,813.64**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	1,074.13	1,073.10
Other Equity	19	8,929.61	8,203.76
		10,003.74	**9,276.86**
Non Controlling Interest		74.13	(0.69)
		10,077.87	**9,276.17**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	20	1,759.73	674.22
Lease Liability	24	509.13	341.48
Other Financial Liabilities	21	4.07	3.66
Provisions	22	42.17	25.98
Deferred Tax Liabilities (Net)	12	350.16	434.36
Other Non-current Liabilities	23	99.52	113.95
		2,764.81	**1,593.63**
Current liabilities			
Financial Liabilities			
Borrowings	20	1,379.80	742.49
Lease Liability	24	129.98	46.86
Trade Payables	25		
- Total Outstanding dues to Micro Enterprise & Small Enterprise		1.29	2.09
- Total Outstanding dues to Other than Micro Enterprise & Small Enterprise		1,294.41	877.10
Other Financial Liabilities	21	240.62	124.47
Provisions	22	32.19	14.54
Other Current liabilities	23	154.36	136.29
		3,232.64	**1,943.84**
Total Equity and Liabilities		**16,075.32**	**12,813.64**
Material Accounting Policies	1 to 4		
The accompanying notes are an integral part of the financial statements.	5 to 57		

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(₹ In Million)

Particulars	Notes	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
INCOME			
Revenue from Operations	26	9,337.49	8,049.21
Other Income	27	194.26	225.20
Total Income		**9,531.75**	**8,274.41**
EXPENSES			
Cost of Material Consumed	28	319.71	323.65
Operative expenses	28	4,416.15	3,763.78
Purchase of stock in trade	29	762.38	722.67
Changes in inventories	30	(446.42)	(458.96)
Employee benefits expense	31	1,554.44	1,436.38
Finance Cost	32	160.33	91.32
Depreciation and Amortization	33	522.44	480.88
Other Expenses	34	960.82	894.26
Total Expenses		**8,249.85**	**7,253.98**
Profit before exceptional items and tax		**1,281.90**	**1,020.43**
Exceptional Items		-	-
Profit Before Tax		**1,281.90**	**1,020.43**
Current tax		596.37	354.48
Adjustment of earlier years		5.59	0.04
MAT Credit Entitlement		-	(4.13)
Deferred tax		(155.02)	(6.73)
Total tax expense:		**446.93**	**343.66**
Profit for the year from continuing operations		**834.97**	**676.77**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plans		3.21	4.07
Income tax effect on above		(1.15)	(1.42)
Gain on measurement of equity instruments at FVTOCI		-	-
Gain/ (Loss) arising from translating the financial statement of foreign Operation		4.37	8.60
Income tax effect on above		-	-
		6.43	**11.25**
Total comprehensive income for the year, net of tax		**841.40**	**688.02**
Profit for the year attributable to			
Owners of the Company		840.77	677.01
Non Controlling Interest		(5.79)	(0.23)
		834.97	**676.78**
Other comprehensive income attributable to			
Owners of the Company		6.42	11.27
Non Controlling Interest		0.00	-
		6.42	**11.27**
Total comprehensive income for the year attributable to			
Owners of the Company		847.20	688.29
Non Controlling Interest		(5.79)	(0.23)
		841.41	**688.06**
Earning per Equity Share (Face value of ₹ 10 each)	35		
Basic (In ₹)		7.78	6.31
Diluted (In ₹)		7.77	6.27
Material Accounting Policies	1 to 4		
The accompanying notes are an integral part of the financial statements.	5 to 57		

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Consolidated Cash Flow Statement

for the year ended March 31, 2024

(₹ In Million)

Particulars			For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
A.	**Cash flow from Operating Activities**			
	Net Profit before Tax as per Statement of Profit & Loss		1281.90	1020.43
	Adjustments for			
	Depreciation and amortisation		522.44	387.91
	Finance cost		130.33	91.32
	Interest Income			
	- on fixed deposits with Bank		(34.17)	(68.38)
	- on other financial assets		(15.92)	(10.83)
	Gain on Sale of Investment		(86.38)	(18.59)
	Loss/(gain) on sale of property plant & equipment (net)		(4.42)	-
	Provision for doubtful debts		0.74	0.91
	Non cash items - provision for ESOP		10.06	8.16
	Net Loss/(Gain) on foreign exchange fluctuations		(0.81)	0.93
	On restatement of outstanding balance		(4.37)	8.61
	Other Comprehensive Income		(3.21)	-
	Sundry balances written back		-	(0.72)
	Operating profit before working capital changes		**1,796.20**	**1,419.78**
	Adjustments for			
	(Increase) / Decrease in Inventories		(477.58)	(642.86)
	(Increase) / Decrease in Trade receivables		(328.59)	(54.68)
	(Increase) / Decrease in Other Non current financial assets		(37.94)	(35.86)
	(Increase) / Decrease in Other current financial asset		(36.78)	92.35
	(Increase) / Decrease in Other non current asset		(39.27)	54.90
	(Increase) / Decrease in Other current assets		6.68	(47.86)
	Increase / (Decrease) in Trade Payables		(311.03)	172.57
	Increase / (Decrease) in Provisions		23.75	5.20
	Increase / (Decrease) in Other Non current financial liabilities		(89.59)	(0.68)
	Increase / (Decrease) in Other Non current liabilities		(14.43)	10.73
	Increase / (Decrease) in Other current financial liabilities		(0.72)	5.89
	Increase / (Decrease) in Other current liabilities		(94.10)	(17.69)
	Cash generated from operations		396.64	961.84
	Direct taxes Refund / (Paid)		(200.64)	(284.09)
	Net Cash from / (used in) Operating Activities	**[A]**	**195.96**	**677.75**
B.	**Cash flow from Investing Activities**			
	Purchase of Property, Plant and Equipment		(471.07)	(184.82)
	Proceeds from Sale of Property, Plant & Equipment		19.32	7.46
	Payment for purchase of investments		(2,834.05)	(5,326.72)
	Proceeds from Sale of Investment		3,571.27	4,135.09
	(Investment in) / Proceed from Bank Deposit		44.14	673.54
	Interest received		51.11	84.66
	Net Cash from / (used in) Investing Activities	**[B]**	**380.73**	**(610.79)**

Consolidated Cash Flow Statement

for the year ended March 31, 2024

(₹ In Million)

Particulars		For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
C. Cash flow from financing activities			
Repayment of Borrowing		(581.23)	(402.65)
Proceeds from borrowing		1,478.62	269.20
Repayment of Finance lease liablities		(88.94)	(109.77)
Interest paid		(128.51)	(74.21)
Dividend Paid		(129.61)	(108.01)
Dividend received from treasury shares		0.91	0.63
Payment on Acquisition of Subsidiary		(2,059.20)	-
Proceeds from allotment of Equity Shares - ESOP		1.03	-
Purchase of Treasury shares		-	(75.43)
Net cash from / (used in) Financing Activities	**[C]**	**(1,506.93)**	**(500.24)**
	[A+B+C]	**(930.24)**	**(433.08)**
Opening balance of Cash and cash equivalents		122.44	555.54
Add: On Addition of Subsidiaries		1,079.61	
Closing balance of Cash and cash equivalents		**271.80**	**122.44**
Components of Cash and cash equivalent (Refer Note no:-16)			
Balances with scheduled banks		163.41	115.77
In Overdraft accounts		22.75	-
Cash in hand		85.65	6.66
Total		**271.80**	**122.44**

Explanatory Notes to Cash Flow Statement

1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS-7)- Statement of Cash Flow.

2 In Part A of the Cash Flow Statements, figures in brackets indicate deduction made from the net profit for deriving the cash flow from the operating activities. In Part B & Part C, figures indicate cash outflows.

3 Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.

4 Reconciliation of borrowings as disclosed in financing activities

(₹ In Million)

Particulars	April 1, 2023	Addition due to acquisition	Proceeds	Repayments	March 31,2024
Borrowings	1,416.71	825.43	1,478.62	581.23	3,139.54

(₹ In Million)

Particulars	April 1, 2022	Addition due to acquisition	Proceeds	Repayments	March 31,2023
Borrowings	1,550.16	-	269.20	402.65	1,416.71

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Consolidated Statement of changes in Equity

for the year ended March 31, 2024

A. Equity share capital

[₹ in Million]

As at April 1, 2022	**1,080.10**
Changes due to prior period errors	-
Restated Balance as April 1 ,2022	**1,080.10**
Changes during the year 2022-2023	(7.00)
As at March 31, 2023	**1,073.10**
Changes due to prior period errors	-
Restated Balance as April 1 ,2023	**1,073.10**
Changes during the year 2023-24	1.03
As at March 31, 2024	**1,074.13**

B. Other equity

[₹ in Million]

Particulars	Reserves and Surplus							Total equity	Non-controlling interest	Total equity
	Securities Premium	Capital Redemption reserve	Retained Earnings	Capital Reserve on consolidation	Reserve for share based payment	Revaluation Reserve on Fair Valuation	Foreign Currency Translation Reserve			
Balance as at April 1, 2022	**4,438.67**	**5.33**	**3,223.64**	**10.39**	**-**	**-**	**5.09**	**7,683.13**	**(1.38)**	**7,681.75**
Profit for the year	-	-	677.01	-	-	-	-	677.01	(0.23)	676.78
Premium paid on purchase of treasury shares	(68.43)	-	-	-	-	-	-	(68.43)	-	(68.43)
Addition during the year	-	-	-	-	8.16	-	8.61	16.77	-	16.77
Dividend paid (including dividend distribution tax)	-	-	(108.01)	-	-	-	-	(108.01)	-	(108.01)
Dividend received from treasury shares	-	-	0.63	-	-	-	-	0.63	-	0.63
Other comprehensive income for the year	-	-	2.66	-	-	-	-	2.66	0.93	3.59
Balance as at March 31, 2023	**4,370.24**	**5.33**	**3,795.93**	**10.39**	**8.16**	**-**	**13.70**	**8,203.76**	**(0.68)**	**8,203.07**
Profit for the year	-	-	840.77	-	-	-	-	840.77	(5.79)	834.98
ESOP compensation expenses for the year	-	-	-	-	10.06	-	-	10.06	-	10.06
Premium collected on issue of ESOP shares	10.05	-	-	-	(10.05)	-	-	-	-	-
Addition during the year	-	-	-	10.19	-	(0.07)	-	10.12	-	10.12
Dividend paid (including dividend distribution tax)	-	-	(129.61)	-	-	-	-	(129.61)	-	(129.61)
Dividend received from treasury shares	-	-	0.91	-	-	-	-	0.91	-	0.91
Other comprehensive income for the year	-	-	(2.05)	-	-	-	(4.37)	(6.42)	-	6.42
Addition due to acquisition	-	-	-	-	-	-	-	-	80.61	80.61
Balance as at March 31, 2024	**4,380.29**	**5.33**	**4,505.97**	**20.58**	**8.17**	**(0.07)**	**9.33**	**8,929.61**	**74.13**	**9,003.74**

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 1: Corporate Information

Shalby Limited (the Parent Company) is a company engaged in healthcare delivery space and listed with bourses in India. The registered office of the Company is located at Opposite Karnavati Club, Sarkhej Gandhinagar Highway, Near Prahladnagar Garden, Ahmedabad – 380014. The company operates as a chain of multi-specialty hospitals across India. The business of the company is to offer tertiary and quaternary healthcare services to patients in various areas of specialization such as orthopedics, complex joint replacements, cardiology, neurology, oncology, renal transplantations etc.

Following subsidiary entities have been considered in the preparations of the consolidated financial statements.

Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest
Shalby Kenya Limited	Kenya	100.00%
Shalby International Limited	India	100.00%
Vrundavan Shalby Hospitals Limited	India	100.00%
Yogeshwar Healthcare Limited	India	94.68%
Griffin Mediquip LLP	India	95.00%
Slaney Healthcare Private Limited	India	100.00%
Shalby Hospital Mumbai Private Limited	India	100.00%
Mars Medical Devices Limited	India	100.00%
Shalby Advanced Technologies Inc.	USA	100.00%
Shalby Global Technologies PTE Limited	Singapore	99.33%
P.K.Healthcare Pvt Ltd (w.e.f. 25 Jan 2024)	India	87.26%
Healers Hospital Pvt Ltd (w.e.f. 15 March 2024)	India	100%
Ningen Lifecare Private Limited (w.e.f. 25 Jan 2024)	India	87.26%

The Consolidated Ind AS financial statements for the year ended March 31, 2024 were authorized for issue in accordance with resolution passed by the Board of Directors of the company on 28 May , 2024.

Note 2 (a): Basis of Preparation & Compliance with Ind AS

These consolidated financial statements of the Parent Company as at and for the year ended March 31, 2024 has been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ('Act') and the Companies (Indian Accounting Standards) Rules issue from time to time and other relevant provisions of the Companies Act, 2013 (collectively called as Ind AS).

2.1 Basis of Measurement

The Consolidated Ind AS financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

a) Financial instruments (assets / liabilities) classified as Fair Value through profit or loss or Fair Value through Other Comprehensive Income are measured at Fair Value.

b) The defined benefit asset/liability is recognized as the present value of defined benefit obligation less fair value of plan assets.

c) Assets held for sale measured at fair value less cost to sales

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Parent Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

2.2 Functional and Presentation Currency

Items included in the consolidated financial statements of the Parent Company are measured using the currency of the primary economic environment in which the Parent Company operates (“the functional currency”). Indian Rupee is the functional currency of the Parent Company.

The consolidated financial statements are presented in Indian Rupees (₹) which is the Parent company’s presentation currency, and all values are rounded to the nearest million, except when otherwise stated.

2.3 Current and non-Current classification:

The Parent Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

An asset is classified as current if it satisfies any of the following criteria:

a) It is expected to be realized or intended to be sold or consumed in the Company’s normal operating cycle,

b) It is held primarily for the purpose of trading,

c) It is expected to be realized within twelve months after the reporting period, or

d) It is a cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if it satisfies any of the following criteria:

a) it is expected to be settled in the Company’s normal operating cycle,

b) it is held primarily for the purpose of trading,

c) it is due to be settled within twelve months after the reporting period

d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Parent Company classifies all other liabilities as non-current. Current liabilities include current portion of non-current financial liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Parent Company has identified twelve months as its operating cycle.

Note 2 (b) : Consolidation of Financial Statements

Principle of Consolidation

a) The consolidated financial statements relate to Shalby Limited and its subsidiary entities. Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Consolidation of an entity begins when the Company obtains control over the entity and ceases when Company loses control of the entity. Specifically, income and expenses of an entity acquired or disposed of during the year are included in the consolidated statement of profit and loss from the

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

date the Company gains control or until the date when the Company ceases to control the entity, respectively.

b) The Group combines the financial statements of the Parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transaction between group companies are eliminated. Ind AS -12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

c) Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent company, i.e., year ended on 31st March.

d) Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

e) Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Parent Company.

f) Consolidated financial statements includes Limited Liability partnership in which Shalby Limited holds pertinent interest are also consolidated with same effects and treatments as given to the corporate subsidiaries in compliance with Indian Accounting Standard 110.

Consolidation Procedure

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

d) A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

(a) Derecognises the assets (including goodwill) and liabilities of the subsidiary;

(b) Derecognises the carrying amount of any non-controlling interests;

(c) Derecognises the cumulative translation differences recorded in equity;

(d) Recognises the fair value of any investment retained;

(e) Recognises any surplus or deficit in profit or loss, and

(f) Reclassifies the parent's share of components, previously recognized in OCI, to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

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for the year ended March 31, 2024

e) The notes and the significant accounting policies to the consolidated financial statements are intended to serve as a guide for better understanding of the group's position. In this respect, the company has disclosed such notes and policies, which represent the needed disclosures.

f) In case of foreign subsidiaries, revenue and expenses items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve through Other Comprehensive Income.

Note 3 : Critical and Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of standalone financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Group's accounting policies, management has made the following judgments and estimates, which have the most significant effect on the amounts recognised in the consolidated financial statements.

3.1 Impairment of investments in subsidiaries

The Management reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

3.2 Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods. As at March 31, 2024 management assessed that the useful lives represent the expected utility of the assets to the Group. Further, there is no significant change in the useful lives as compared to previous year.

3.3 Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

3.4 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

3.5 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Consolidated Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

3.6 Allowance for uncollectible trade receivables

Trade receivables, predominantly from Government schemes/insurance companies and corporates which enjoy high credit ratings are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Individual trade receivables are written off when management deems it not to be collectible.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix considering the nature of receivables and the risk characteristics. The provision matrix takes into accounts historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the day of the receivables are due and the rates as given in the provision matrix.

3.7 Impairment of Property, Plant & Equipment

The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss which is material in nature is accounted for.

3.8 Litigations

The provision is recognized based on the best estimate of the amount desirable to settle the present obligation arising at the reporting period and of the income is recognized in the cases involving high degree of certainty as to realization.

Note 4 (a) : Material Accounting Policies

4.1 Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

(a) Financial Assets

Financial Assets comprises of investments in equity instruments, trade receivables, cash and cash equivalents and other financial assets.

Initial Recognition:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit or Loss, transaction costs that are attributable to the acquisition of financial assets. Purchases or sales of financial assets that requires delivery of assets within a period of time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group committed to purchase or sell the asset.

Subsequent Measurement:

(i) Financial assets measured at amortized Cost:

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and where contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at Fair Value through Other Comprehensive Income (FVTOCI):

Financial Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in Other Comprehensive Income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the Group classifies the same as FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes on equity instruments at FVTOCI, excluding dividends are recognized in Other Comprehensive Income (OCI).

(iii) Fair Value through Profit or Loss (FVTPL):

Financial Assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit and Loss.

De-recognition of Financial Assets:

Financial Assets are derecognized when the contractual rights to cash flows from the financial assets expire or the financial asset is transferred and the transfer qualifies for de-recognition. On de-recognition of the financial assets in its entirety, the difference between the carrying amount (measured at the date of de-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the Statement of Profit and Loss.

(b) Financial Liabilities

Initial Recognition and Measurement

Financial Liabilities are initially recognized at fair value plus any transaction costs, (if any) which are attributable to acquisition of the financial liabilities.

Subsequent Measurement:

Financial Liabilities are classified for subsequent measurement into following categories:

(i) Financial liabilities at Amortized Cost:

The Group is classifying the following under amortized cost:

- Borrowing from Banks
- Borrowing from Others
- Trade Payables
- Other Financial Liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus cumulative amortization using the effective interest method of any differences between the initial amount and maturity amount.

(ii) Financial liabilities at Fair Value through Profit or Loss:

Financial liabilities held for trading are measured at Fair Value through Profit or Loss

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

(c) Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Group has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

(d) Reclassification of Financial Assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI, and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in business model for managing those assets. Changes to the business model are expected to be very infrequent. The management determines the change in a business model as a result of external or internal changes which are significant to the Group's Operations. A Change in business occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the group reclassifies financial assets, it applies the reclassification prospectively effective from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

4.2 Share Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from equity, net of any tax effects.

4.3 Property, Plant and Equipment

Property, plant and equipment held for use in the supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. All repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

Properties in the course of construction for supply of services or administrative purpose are carried at cost, less any recognised impairment loss. Cost includes professional fees and other directly attributable cost and for qualifying

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assets, borrowing cost capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of Property Plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. Leasehold land with lease term of 99 years or more and renewable with mutual consent are considered as finance leases with perpetual lease term and the same are not amortised with effect from 1st April, 2016.

Estimated useful lives of the assets are as follows:

Type of Asset	Useful Life
Buildings (*)	30 years and 60 years
Plant and Machinery	15 years
Medical Equipment	13 years and 15 years
Electrical Installations	10 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles	8 years and 10 years
Servers and Computers	3 years and 6 years

(*) For this class of assets based on internal assessments and technical evaluation carried out by the management, it believes that useful life as given above best represents the period over which the management expects to use these assets. Hence, the useful life for this asset is different from useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and are recognised net within "other income / other expenses" in the Statement of profit and loss.

4.4 Intangible assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Goodwill generated on business combination is tested for impairment.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in statement of profit and loss when the asset is de-recognised.

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

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for the year ended March 31, 2024

Type of Asset	Useful Life
Computer software and data processing software	3 years
SAP ERP Software	6 years
Hosply Software	5 years

4.5 Inventories

Inventories of all medicines, medicare items traded and dealt with by the Group are measured at the lower of weighted average cost and net realisable value. Net realizable value is the estimated selling price in the ordinary course of business. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location, after adjusting for GST wherever applicable.

Materials and consumables and general stores are charged to the Statement of Profit and Loss as and when they are procured and stock of such items at the end of the year is valued at cost.

4.6 Impairment

(a) Financial assets (other than at fair value)

The Group assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured though a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

(b) Non-financial assets

Tangible and Intangible assets

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to it's recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

4.7 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rates that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contract is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with the contract.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

4.8 Revenue Recognition

(a) Rendering of Services

Healthcare Services

Revenue primarily comprises fees charged for inpatient and outpatient hospital services. Services include charges for accommodation, medical professional services, equipment, radiology, laboratory and pharmaceutical goods used in treatments given to Patients. Revenue is recorded and recognised during the period in which the hospital service is provided, based upon the amounts due from patients and/or medical funding entities. Unbilled revenue is recorded for the service where the patients are not discharged and invoice is not raised for the service.

Other Services

Income from Clinical trials on behalf of Pharmaceutical Companies is recognized on completion of the service, based on the terms and conditions specified to each contract.

Other services fee is recognized on basis of the services rendered and as per the terms of the agreement.

(b) Sale of Goods

Pharmacy Sales & Implant Sales are recognized when the significant risks and rewards of ownership is transferred to the customer. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue is reduced for rebates granted upon purchase and are stated net of returns and discounts wherever applicable. Sales are adjusted for Value Added Tax/GST wherever applicable.

(c) Dividend and Interest Income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4.9 Leases

Company as a lessee

At the date of commencement of the lease, the group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the group recognizes the lease payments as an operating expense.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. The higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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Lease liability and ROU asset have been separately presented in the Balance Sheet and finance cost portion of lease payments have been classified as financing cash flows.

Company as a lessor

At the inception of the lease, the group classifies each of its leases as either an operating lease or a finance lease. The group recognizes lease payments received under operating leases as income over the lease term on a straight-line basis.

4.10 Foreign Currency Translation

The functional currency of the Group is the Indian Rupee (₹)

Exchange differences on monetary items are recognised in the Consolidated Statement of profit and loss in the period in which they arise except for:

(i) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

(ii) exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements of the Group for the period immediately before the beginning of the first Ind AS financial reporting period (prior to April 1, 2016), as per the previous GAAP, pursuant to the Group's choice of availing the exemption as permitted by Ind AS 101.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Income and expense items in foreign currency are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used.

4.11 Borrowing Costs

Borrowing costs include

(i) interest expense calculated using the effective interest rate method,

(ii) finance charges in respect of finance leases, and

(iii) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

4.12 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned. When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in statement of profit and loss in the period in which they become receivable.

4.13 Employee benefits

(a) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

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(b) Post-employment obligations

The Parent Company operates the following post-employment schemes: a) defined contribution plans - provident fund b) defined benefit plans - gratuity plans

(i) Defined contribution plans

The Parent Company has defined contribution plan for the post-employment benefits namely Provident Fund, Employees Death Linked Insurance and Employee State Insurance and the contributions towards such funds and schemes are recognised as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

(ii) Defined benefit plans

The Parent Company has defined benefit plan, namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the tenor of the related obligation. The liability or asset recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of profit and loss in the line item 'Employee benefits expense'.

Remeasurements of the net defined liability, comprising of actuarial gains and losses, return on plan assets (excluding amounts included in net interest on the net defined benefit liability) and any change in the effect of asset ceiling (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the profit or loss as past service cost.

(c) Compensated Absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

(d) Equity-settled share-based payments (ESOP)

Equity-settled share-based payments to employees are measured at the fair value of the options at the

Grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Equity settled share based payments". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Equity settled share based payments" are transferred to the "Retained Earnings".

When the options are exercised, the ESOP Trust transfer equivalent number of shares of the company of ₹ 10/

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each fully paid up to grantees. The proceeds received and the related balance standing to credit of the Equity settled share based payments, are credited to share capital (nominal value) and Securities Premium, if any.

4.14 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

No Deferred tax asset is recognized for goodwill arising on business combination.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4.15 Business Combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition comprises the:

(a) fair values of the assets transferred;
(b) liabilities incurred to the former owners of the acquired business;
(c) equity interests issued by the Company; and
(d) fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with

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for the year ended March 31, 2024

limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

4.16 Derivative financial instruments

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

4.17 Earnings per share

The Parent Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.18 Fair Value Measurement

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or a liability acting in their best economic interest. The Parent Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

4.19 Cash and cash equivalent

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

4.20 Segment Reporting

Identification of segments: Segments are identified in line with Ind AS - 108 "Operating Segments", taking into consideration the internal organization and management structure as well as the differential risk and returns of the segment.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Segment Policies: The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

4.21 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

Note 4 (b) : Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 5 : Property, Plant and Equipment

Note 5.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross Carrying Amount						Accumulated Depreciation						Net carrying Amount
	As at April 1, 2023	Additions/ Transfer	Additions Due to Acq.	Deduction / Adjustments	Translation difference	As at March 31, 2024	As at April 1, 2023	For the year	Deduction / Adjustments due to Revaluation	Deduction / Adjustments due to Acq.	Translation difference	As at March 31, 2024	As at March 31, 2024
Owned Assets													
Free hold land	399.64	-	897.43	-	-	1,297.07	-	-	-	-	-	-	1,297.07
Buildings	2,996.66	51.38	119.97	-	-	3,168.00	386.19	46.64	-	2.42	-	435.26	2,732.74
Medical Equipments and Surgical Instruments	2,873.01	248.04	294.79	(7.93)	4.35	3,412.26	957.37	191.07	(1.92)	61.08	0.68	1,208.29	2,203.97
Plant & Machinery	667.21	71.53	117.43	(0.02)	2.97	859.12	221.93	65.44	(0.00)	39.37	0.88	327.61	531.51
Electrical Installation	210.91	0.71	2.33	(2.65)	-	211.30	109.66	19.85	(1.99)	2.33	-	129.85	81.45
Office Equipments	98.96	4.37	8.75	(0.01)	-	112.07	72.92	3.56	-	4.68	-	81.16	30.91
Computers and Printers	105.83	9.26	115.00	(0.01)	0.25	230.33	70.72	19.30	-	43.59	0.10	133.71	96.61
Furnitures and Fixtures	443.32	5.54	24.30	(1.21)	0.11	472.05	221.61	43.16	(0.77)	9.44	0.05	273.49	198.56
Vehicles	91.03	7.94	-	-	-	98.98	55.69	8.80	-	-	-	64.49	34.49
Kitchen Equipments	3.69	5.86	8.86	-	-	18.42	0.09	1.48	-	3.60	-	5.17	13.24
Leasehold Assets													
Land	540.93	1.70	-	-	0.06	542.69	34.93	10.89	-	-	0.02	45.84	496.84
Leasehold Improvement	-	-	779.20	-	-	779.20	-	4.97	-	95.72	-	100.69	678.52
Total	**8,431.18**	**406.32**	**2,368.06**	**(11.82)**	**7.74**	**11,201.49**	**2,131.13**	**415.16**	**(4.68)**	**262.22**	**1.73**	**2,805.56**	**8,395.92**
CWIP													**106.45**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 5.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross Carrying Amount						Accumulated Depreciation						Net carrying Amount
	As at April 1, 2022	Additions/ Transfer from held for sale *	Additions Due to Acq.	Deduction / Adjustments	Translation difference	As at Mar 31, 2023	As at April 1, 2022	For the year	Deduction / Adjustments due to Revaluation	Deduction / Adjustments due to Acq.	Translation difference	As at Mar 31, 2023	As at Mar 31, 2023
Owned Assets													
Free hold land	399.29	0.35	-	-	-	399.64	-	-	-	-	-	-	399.64
Buildings	2,932.78	63.88	-	-	-	2,996.66	335.14	51.05	-	-	-	386.19	2,610.46
Medical Equipments and Surgical Instruments	2,682.96	174.95	-	(5.81)	20.91	2,873.01	766.67	190.83	(0.84)	-	0.71	957.37	1,915.64
Plant & Machinery	642.93	14.20	-	(0.19)	10.27	667.21	174.21	46.08	(0.09)	-	1.72	221.93	445.28
Electrical Installation	207.69	3.22	-	-	-	210.91	88.92	20.74	-	-	-	109.66	101.25
Office Equipments	97.10	1.87	-	(0.01)	-	98.96	65.75	7.17	-	-	-	72.92	26.04
Computers and Printers	95.02	9.74	-	-	1.07	105.83	56.54	13.98	-	-	0.20	70.72	35.10
Furnitures and Fixtures	434.63	8.25	-	(0.05)	0.50	443.32	178.58	42.91	-	-	0.12	221.61	221.70
Vehicles	89.66	4.31	-	(2.94)	-	91.03	46.53	9.78	(0.61)	-	-	55.69	35.34
	-	3.69	-	-	-	3.69	-	0.09	-	-	-	0.09	3.60
Leasehold Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	535.03	5.62	-	-	0.28	540.93	29.62	5.28	-	-	0.04	34.93	505.99
Total	**8,117.09**	**290.07**	**-**	**(9.00)**	**33.02**	**8,431.18**	**1,741.98**	**387.91**	**(1.54)**	**-**	**2.78**	**2,131.13**	**6,300.06**
CWIP													**61.64**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 5.3: Capital Work In Progress Ageing Schedule

[₹ in Million]

Particulars	Amount as on March 31, 2024 in CWIP for the Period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Capital Work in Progress	58.63	3.00	9.85	34.97	106.45
Total	**58.63**	**3.00**	**9.85**	**34.97**	**106.45**
Project Temporarily Suspend	Nil	Nil	Nil	Nil	Nil

Project Temporarily Suspended

[₹ in Million]

Particulars	Amount as on March 31, 2023 in CWIP for the Period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Capital Work in Progress	16.50	10.17	7.57	27.40	61.64
Total	**16.50**	**10.17**	**7.57**	**27.40**	**61.64**
Project Temporarily Suspend	Nil	Nil	Nil	Nil	Nil

Note 5.4: The Group does not have any project under capital work-in-progress, whose completion is overdue w.r.t. its cost & timeline compared to its original plan.

Note 6 : Right of use assets

Note 6.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross carrying amount						Accumulated Depreciation						Net carrying amount
	As at April 1, 2023	Additions	Adjustments / Deletions	Add. Due to Acq.	Translation difference	As at March 31, 2024	As at April 1, 2023	For the year	Adjustments / Deletions	Ded. Due to Acq.	Translation difference	As at March 31, 2024	As at March 31, 2024
Land & Building	428.41	6.08	-	4.52	4.54	443.55	48.26	68.45	0.02	4.52	0.44	121.69	321.87
Medical Equipments	-	-	-	398.85	-	398.85	-	18.34	-	139.39	-	157.72	241.13
Total	**428.41**	**6.08**	**-**	**403.38**	**4.54**	**842.41**	**48.26**	**86.79**	**0.02**	**143.91**	**0.44**	**279.41**	**562.99**

Note 6.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross carrying amount						Accumulated Depreciation						Net carrying amount
	As at April 1, 2022	Additions	Adjustments / Deletions	Add. Due to Acq.	Translation difference	As at March 31, 2023	As at April 1, 2022	For the year	Adjustments / Deletions	Ded. Due to Acq.	Translation difference	As at March 31, 2023	As at March 31, 2023
Land & Building	248.72	302.00	(132.58)	-	10.27	428.41	67.62	63.96	(88.11)	-	4.78	48.26	380.15
Total	**248.72**	**302.00**	**(132.58)**	**-**	**10.27**	**428.41**	**67.62**	**63.96**	**(88.11)**	**-**	**4.78**	**48.26**	**380.15**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 7 : Goodwill

Note 7.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross carrying amount						Impairment						Net carrying amount
	As at April 1, 2023	Additions*	Adjustments / Deletions	Add. Due to Acq.	Translation difference	As at March 31, 2024	As at April 1, 2023	For the year	Adjustments / Deletions	Ded. Due to Acq.	Translation difference	As at March 31, 2024	As at March 31, 2024
Goodwill	101.53	-	-	467.06	-	568.59	-	-	-	-	-	-	568.59
Total	**101.53**	**-**	**-**	**467.06**	**-**	**568.59**	**-**	**-**	**-**	**-**	**-**	**-**	**568.59**

Note 7.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross carrying amount						Impairment						Net carrying amount
	As at April 1, 2022	Additions*	Adjustments / Deletions	Add. Due to Acq.	Translation difference	As at March 31, 2023	As at April 1, 2022	For the year	Adjustments / Deletions	Ded. Due to Acq.	Translation difference	As at March 31, 2023	As at March 31, 2023
Goodwill	101.55	-	0.02	-	-	101.53	-	-	-	-	-	-	101.53
Total	**101.55**	**-**	**0.02**	**-**	**-**	**101.53**	**-**	**-**	**-**	**-**	**-**	**-**	**101.53**

At cash generating unit (CGUs) level, the goodwill is tested for impairment annually at the year-end or more frequently if there are indications that goodwill might be impaired. The goodwill balance belongs to Shalby Hospitals Mohali Unit ₹ 101.53 Mn & to P.K Healthcare ₹ 466.84 Mn & to Ningen Lifecare ₹ 0.22 Mn..

The Group made an assessment of recoverable amount of the CGUs based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management. Cash flow projections were developed covering a ten-year period as at March 31, 2024 and March 31, 2023 which reflects a more appropriate indication/trend of future track of business of the Group.

The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the year. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

Key Assumptions used for value in use calculations are as follows:

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Discount Rate	10.93%	12.02%
Growth Rate	10-25%	5-15%

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

Discount rates - Management estimates discount rates using pre-tax rates that reflect current market assessments of the risks specific to the CGU, taking into consideration the time value of money and individual risk of the underlying asset that have not been incorporated

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of the capital (WACC).

Growth rates - The growth rates are based on industry growth forecasts. Management determines the budgeted growth rates based on past performance and its expectations of market development. The weighted average growth rates used were consistent with industry reports.

Note 8 : Intangible Assets

Note 8.1 : As at March 31, 2024

[₹ in Million]

Particulars	Gross carrying amount						Accumulated Depreciation						Net carrying amount
	As at April 1, 2023	Additions*	Adjustments / Deletions	Add. Due to Acq.	Translation difference	As at March 31, 2024	As at April 1, 2023	For the year	Adjustments / Deletions	Ded. Due to Acq.	Translation difference	As at March 31, 2024	As at March 31, 2024
Softwares	137.07	81.03	-	19.38	-	237.48	67.30	20.49	-	15.28	-	103.07	134.41
Trademark	0.22	-	-	-	-	0.22	0.07	-	-	-	-	0.07	0.15
Total	**137.29**	**81.03**	**-**	**19.38**	**-**	**237.69**	**67.37**	**20.49**	**-**	**15.28**	**-**	**103.14**	**134.56**
Intangible assets under development													**47.40**

Note 8.2 : As at March 31, 2023

[₹ in Million]

Particulars	Gross carrying amount						Accumulated Depreciation						Net carrying amount
	As at April 1, 2022	Additions*	Adjustments / Deletions	Add. Due to Acq.	Translation difference	As at March 31, 2023	As at April 1, 2022	For the year	Adjustments / Deletions	Ded. Due to Acq.	Translation difference	As at March 31, 2023	As at March 31, 2023
Softwares	134.50	2.57	-	-	-	137.07	38.29	29.01	-	-	-	67.30	69.77
Trademark	0.06	0.15	-	-	-	0.22	0.06	0.01	-	-	-	0.07	0.15
Total	**134.56**	**2.73**	**-**	**-**	**-**	**137.29**	**38.36**	**29.01**	**-**	**-**	**-**	**67.37**	**69.92**
Intangible assets under development													**43.81**

Note 8.3: Intangible Assets under Development Ageing Schedule

[₹ in Million]

Particulars	Amount as on March 31, 2024 in IAUD for the Period of				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Intangible Assets under Development	42.34	4.74	0.33	-	47.40
Total	**42.34**	**4.74**	**0.33**	**-**	**47.40**
Project Temporarily Suspend	NIL	NIL	NIL	NIL	NIL

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Particulars	Amount as on March 31, 2023 in IAUD for the Period of				Total
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Years	
Intangible Assets under Development	31.27	12.17	0.37	-	43.81
Total	**31.27**	**12.17**	**0.37**	**-**	**43.81**
Project Temporarily Suspended	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

Note 8.4 : The Group does not have any Intangible Assets under Development, whose completion is overdue w.r.t. its cost & Timeline compared to its original plan.

Note 9 : Investments

(₹ In Million)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
Financial instruments at FVTPL			
Investment in Mutual fund (Quoted)	9.1	806.36	1,457.20
Total		**806.36**	**1,457.20**
Aggregate book value of Quoted Investments		806.36	1,457.20
Aggregate market value of Quoted Investments		806.36	1,457.20

Note 9.1 : Details of Investment in Mutual Fund

Name of Body Corporate	Number of Units		Quoted/ Unquoted	Amount	
	As at March 31, 2024	As at March 31, 2023		As at March 31, 2024	As at March 31 2023
DSP Liquidity Fund	75,900.00	101,799	Quoted	261.96	327.51
ICICI Prudential Liquid funds	779,568.51	1,901,582	Quoted	278.59	633.95
SBI Liquid Fund Direct Growth	70,335.00	113,709	Quoted	265.82	400.63
SBI Saving Fund	-	2,531,519	Quoted	-	95.11
Total				**806.36**	**1,457.20**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 10 : Other Financial Assets

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- current		
Fixed Deposit with Maturity of more than 12 months*	27.09	3.32
Notice period recovery receivable	1.06	0.25
Other Recoverables	12.16	9.72
Interest accrued but not due on fixed deposit	4.51	0.16
Security deposits	130.31	47.93
Total (A):	**175.13**	**61.39**
Current		
Government Grant Receivable	16.78	10.86
Fixed Deposit with Maturity of less than 12 months*	477.60	545.52
Interest accrued but not due on fixed deposit	8.09	13.47
Security deposits	0.20	0.01
Others	36.82	5.17
Total (B):	**539.49**	**575.03**
Total (A) + (B):	**714.62**	**636.43**

*The fixed deposits of INR 478.26 Million (PY ₹ 510.5 Million) is under lien with Bank against Bank Guarantee, Borrowings and Standby letter of Credit (SBLC).

Note 11 : Income Tax Assets (Net)

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax	1,294.13	1,368.51
Less: Provision for taxation	1,113.56	1,101.05
Total	**180.57**	**267.46**

Note 12 : Deferred Tax

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax Assets	994.93	928.16
Deferred tax Liabilities	(1345.09)	(1,362.52)
Total	**(350.16)**	**(434.36)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 12.1 : Movement of Deferred Tax (Liability) / Assets

The major components of deferred tax (liabilities)/assets arising on account of timing differences for the year ended March 31, 2024 are as follows :

[₹ in Million]

Particulars	Opening Balance	Recognised in Profit & loss statement	Recognised in Other comprehensive income	Exchange Difference	Addition due to acquisition	Closing Balance
Difference of book depreciation and tax depreciation	(1,362.52)	40.46	-	(0.32)	(22.71)	(1,345.09)
Total deferred tax liabilities	**(1,362.52)**	**40.46**	**-**	**(0.32)**	**(22.71)**	**(1,345.09)**
Provision for leave obligation and gratuity	13.06	7.63	1.15	-	1.77	23.61
Unabsorbed business loss and depreciation	158.49	96.48	-	(0.12)	225.99	480.84
Unabsorbed Long term capital loss	26.45	0.54	-	-	-	26.99
Disallowance of Notional Lease Expenses	3.21	6.13	-	0.02	17.79	27.15
Unrealised gain on investment	-	(0.20)			-	(0.20)
Expected Credit Loss	46.46	0.53	-	-	14.79	61.78
Provision disallowance for non deducting of TDS	13.14	2.88	-	-	-	16.02
Security Deposit for Leased assets	(1.16)	0.59	-	(0.01)	2.75	2.17
Total deffered tax assets	**259.66**	**114.57**	**1.15**	**(0.11)**	**263.09**	**638.36**
Minimum alternate tax credit	668.51	(311.94)	-	-	-	356.57
Net deffered tax Assets / (Liability)	**(434.36)**	**(156.91)**	**1.15**	**(0.43)**	**240.38**	**(350.16)**

The Major Components of deffered tax liabilities /(assets) arising on account of timing differences for the year ended on March 31,2023 are as follows :

[₹ in Million]

Particulars	Opening Balance	Recognised in Profit & loss statement	Recognised in Other comprehensive income	Exchange Difference	Closing Balance
Difference of book depreciation and tax depreciation	(1,402.93)	41.27	-	(0.86)	(1,362.52)
Total deferred tax liabilities	**(1,402.93)**	**41.27**	**-**	**(0.86)**	**(1,362.52)**
Provision for leave obligation and gratuity	23.30	(8.82)	(1.42)	-	13.06
Unabsorbed business loss and depreciation	181.41	(29.00)	-	6.08	158.49
Unabsorbed Long term capital loss	26.45	-	-	-	26.45
Disallowance of Notional Lease Expenses	6.44	(3.24)	-	0.02	3.21
Expected Credit Loss	51.94	(5.48)	-	-	46.46
Provision disallowance for non deducting of TDS	-	13.14	-	-	13.14
Security Deposit for Leased assets	-	(1.13)	-	(0.03)	(1.16)
Total deffered tax assets	**289.55**	**(34.54)**	**(1.42)**	**6.07**	**259.66**
Minimum alternate tax credit	807.78	(139.27)	-	-	668.51
Net deffered tax Assets / (Liability)	**(305.61)**	**(132.53)**	**(1.42)**	**5.20**	**(434.36)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 12.2: The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

(₹ In Million)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Profit before taxes from continuing operations	1,281.91	1,020.43
Enacted income tax rate in India (%)	34.94%	34.94%
Expected Tax Expenses	447.95	356.58
Tax effect of amounts which are not deductible / (taxable) in calculating taxable book profit:		
Add: Tax impact on		
Expenses not allowable under tax for deductions	159.50	155.41
Tax on income at different rates	-	75.57
Others (net)	9.42	-
Less:		
Allowable Expense and exempt income	89.85	79.28
Deduction under Chapter VI, 35AD and other	44.19	24.13
Brought forward losses	-	129.68
Income Tax as per normal provisions	**596.37**	**354.48**

Note 12.3 : Income tax expense has been allocated as follows:

(₹ In Million)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Income tax expense recognised in the Statement of Profit and loss		
Current tax on profits for the year	596.37	354.48
Current tax expense of earlier year (Net of MAT Impact)	5.59	0.04
MAT Credit Entitlement	-	(4.13)
	601.96	**350.39**
Deferred tax (other than disclosed under OCI)		
Decrease / (increase) in deferred tax assets	(115.72)	35.96
(Decrease) / increase in deferred tax liabilities	(40.46)	(41.27)
Deferred Tax recognised in OCI	1.15	(1.42)
	(155.02)	**(6.73)**
Income tax expense / (income) attributable to continuing operations	446.93	**343.66**
Income tax expense recognised in other comprehensive income		
Income tax included in other comprehensive income on:	-	-
Defined benefit plan actuarial gains/(losses)	1.15	(1.42)
Income tax expense / (income) recognised in other comprehensive income	**1.15**	**(1.42)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 13 : Other Non - current / Current Assets

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non - Current		
Capital advances*	330.04	298.04
Pre-paid expenses	5.47	11.85
Payment under Protest**	21.02	20.98
Taxes Paid under protest	24.67	24.03
Total A:	**381.20**	**355.17**
Current		
Balance with Govt. authorities	38.81	21.72
Pre-paid expenses	31.33	24.98
Advance to suppliers, staff and doctors	35.93	52.94
Gratuity Fund	-	0.10
Total B:	**106.07**	**99.73**
Total (A+B)	**487.27**	**454.91**

* Out of Total Capital Advances of INR 330.04 Million (PY INR 298.04 Million), INR 300.97 Million (PY INR 297.47 Million) has been given to The Santacruz Residential Association for Construction of Hospital at Mumbai which is a part of Capital Work in Progress.

**Out of Payment under protest of ₹ 21.02 Million ,₹20.98 Million has been deposited as per order of Gujarat High court wrt. Litigation going on with consultant , which is a part of contingent liability as mentioned in note no 37.

Note 14 : Inventories

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Raw Materials	192.30	148.98
Work in Progress	351.51	270.23
Finished Goods	1,599.02	1,238.68
Medicines and Medicare Items		
- IP	26.46	25.21
- OP	22.71	17.50
Materials and Consumables Items	169.40	143.09
General Stores	8.60	10.36
Less : Provision for Expired Stock	(17.98)	-
Total:	**2,352.02**	**1,854.04**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 15 : Trade Receivables

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured		
Considered good	1,658.24	1,216.08
Less: Allowance for doubtful debts (including ECL)	(211.92)	(152.44)
	1,446.31	**1,063.64**
Included in the financial statement as follows:		
Non-current	-	-
Current	1,446.31	1,063.64
Total:	**1,446.31**	**1,063.64**

Refer Note No 44.1 for Ageing Schedule

Note 16 : Cash and cash equivalents

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with Bank		
In Current accounts	163.41	115.77
In Overdraft accounts	22.75	-
Cash on hand	85.65	6.66
Total	**271.80**	**122.44**

Note 17 : Other Bank Balances

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed Deposits with Original Maturity for more than 3 months but less than 12 months	0.18	0.17
In Unclaimed Dividend account*	0.25	0.24
Total	**0.44**	**0.41**

*If the dividend has not been claimed within 30 days from the date of its declaration, the Group is required to transfer the total amount of the dividend which remains unpaid or unclaimed, to a special account to be opened by the Group in a scheduled bank to be called "Unpaid Dividend Account". The unclaimed dividend lying in such account is required to be transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government after a period of seven years from the date of declaration.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 18 : Equity share capital

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
11,77,50,000 (March 31, 2022: 11,77,50,000) Equity Shares of ₹ 10/ each	1,177.50	1,177.50
	1,177.50	**1,177.50**
Issued share capital		
10,80,09,770 (March 31, 2022: 10,80,09,770) Equity Shares of ₹ 10/ each	1,080.10	1,080.10
Subscribed and fully paid up		
10,74,12,505 (March 31, 2022: 10,73,09,770) Equity Shares of ₹ 10/ each	1,074.13	1,073.10
Total	**1,074.13**	**1,073.10**

Note 18.1 Reconciliation of number of shares outstanding at the beginning and at the end of the Reporting Year

Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	107,309,770	108,009,770
Add:		
Issue of equity shares pursuant to exercise of employees share options under ESOP 2021	102,735	-
	107,412,505	**108,009,770**
Less:		
Treasury Shares	-	(700,000)
At the end of the year	**107,412,505**	**107,309,770**

Note 18.2 Rights, Preferences and Restrictions

The Authorised Share Capital of the holding company consists of Equity Shares having nominal value of ₹ 10/- each. The rights and privileges to equity shareholders are general in nature and allowed under Companies Act, 2013.

The equity shareholders shall have:

(i) a right to vote in shareholders' meeting. On a show of hands, every member present in person shall have one vote and on a poll, the voting rights shall be in proportion to his share of the paid up capital of the holding company;

(ii) a right to receive dividend in proportion to the amount of capital paid up on the shares held.

The shareholders are not entitled to exercise any voting right either in person or through proxy at any meeting of the holding company if calls or other sums payable have not been paid on due date.

In the event of winding up of the holding company, the distribution of available assets/losses to the equity shareholders shall be in proportion to the paid up capital.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 18.3 Details of shareholders holding more than 5% Shares in the holding company

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% of holding	No. of Shares	% of holding
Shah Family Trust	37,517,132	34.73%	37,517,132	34.73%
Zodiac Mediquip Ltd.	31,545,448	29.21%	31,545,448	29.21%
Dr. Vikram I. Shah	7,970,493	7.38%	7,845,493	7.26%

Note 18.4 Details of Promoters holding Shares in the holding company

(a) As at March 31, 2024

Particulars	As at March 31, 2024		As at March 31, 2023		% Deviation
	No. of Shares	% of holding	No. of Shares	% of holding	
Shah Family Trust	37,517,132	34.73%	37,517,132	34.73%	-
Zodiac Mediquip Ltd.	31,545,448	29.21%	31,545,448	29.21%	-
Dr. Vikram I. Shah	7,970,493	7.38%	7,845,493	7.26%	0.12%
Dr. Darshini Vikram Shah	3,012,525	2.79%	3,012,500	2.79%	-
Mr. Shanay Vikram Shah	137,525	0.13%	137,525	0.13%	-
Mr Kairav Kirit shah	250	0.00%	250	0.00%	-

(b) As at March 31, 2023

Particulars	As at March 31, 2023		As at March 31, 2022		% Deviation
	No. of Shares	% of holding	No. of Shares	% of holding	
Shah Family Trust	37,517,132	34.73%	37,517,132	34.73%	-
Zodiac Mediquip Ltd.	31,545,448	29.21%	31,545,448	29.21%	-
Dr. Vikram I. Shah	7,845,493	7.26%	7,735,493	7.16%	0.10%
Dr. Darshini Vikram Shah	3,012,500	2.79%	3,012,500	2.79%	-
Mr. Shanay Vikram Shah	137,525	0.13%	137,525	0.13%	-
Mr. Kairav Kirit shah	250	0.00%	-	-	0.00%
Mr. Kiritbhai Chimanlal Shah	-	-	250	0.00%	0.00%

Note 18.5

Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date : NIL

Note 18.6

Calls unpaid : NIL; Forfeited Shares : NIL

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 19 : Other Equity

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Securities Premium	4,380.29	4,370.24
Capital redemption reserve	5.33	5.33
Retained Earnings	4,505.97	3,795.93
Capital Reserve on Consolidation	20.58	10.39
Revaluation Reserve on Fair Valuation	(0.07)	-
Foreign Currency Translation Reserve	9.33	13.70
Reserve for Shared based Payment	8.17	8.16
Total	**8,929.61**	**8,203.76**

Note 19.1 : Reconciliation of other Equity

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Securities Premium		
Balance at the beginning of the year	4,370.24	4,438.67
Less: Premium paid on purchase of treasury shares	-	(68.43)
Add: Premium collected on issue of ESOP shares	10.05	-
Balance at the end of the year	**4,380.29**	**4,370.24**
Capital redemption reserve		
Balance at the beginning of the year	5.33	5.33
Add : Additions during the year	-	-
Balance at the end of the year	**5.33**	**5.33**
Retained Earnings		
Balance at the beginning of the year	3,795.93	3,223.64
Add : Profit for the year	840.77	677.01
Add / (Less): OCI for the year	(2.05)	2.66
Less : Dividend on equity share	(129.61)	(108.01)
Add : Dividend Received from Treasury Shares	0.91	0.63
Balance available for appropriation	**4,505.97**	**3,795.93**
Less: Appropriation		
Transfer to Capital Redemption Reserve	-	-
Balance at the end of the year	**4,505.97**	**3,795.93**
Capital Reserve on Consolidation		
Balance at the beginning of the year	10.39	10.39
Add/(Less) : Additions/(Reduction) during the year	10.19	-
Balance at the end of the year	**20.58**	**10.39**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Foreign Currency Translation Reserve		
Balance as per previous financial statements	13.70	5.09
Add/(Less) : Additions/(Reduction) during the year	(4.37)	8.61
Balance at the end of the year	**9.33**	**13.70**
Revaluation Reserve		
Ind As Adjustment	(0.07)	-
Balance at the end of the year	**(0.07)**	**-**
Reserve for Shared based Payment		
Balance at the beginning period	8.16	-
Addition during the year	10.06	8.16
Deduction during the year	10.05	-
Balance as at the end of the year	**8.17**	**8.16**
	8,929.61	**8,203.76**

Nature and Purpose of other reserves

Securities Premium: The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

Capital Redemption Reserve: In terms of provisions contained in Section 55 of the Companies Act 2013, the Group has, upon redemption of Preference Shares pursuant to resolution passed at the meeting held on 20th December 2016, transferred the amount equivalent to the face value of Preference Shares from the accumulated profits to Capital Redemption Reserve. This fund can be utilized only for issuing fully paid bonus shares. No dividends can be distributed out of this fund.

Retained Earnings: Retained Earnings represents surplus/accumulated earnings of the Corporation and are available for distribution to shareholders.

Revaluation reserve: Revaluation reserves represent the increase or decrease in the carrying value of the property, plant & equipment based on assessments of its fair value. This is not available for distribution of dividend.

Capital Reserve on Consolidation: This is not available for distribution of dividend.

Foreign Currency Translation Reserve: The foreign currency translation reserve contains the accumulated foreign exchange differences from the financial statements of the Group's foreign operations that are not considered integral to the operations of the parent Group, arising when the Group's entities are consolidated.

Reserve for Shared based Payment : The Reserve for shared based payments account is used to record fair value of equity-settled , share based payment transaction with employees. The amounts recorded in reserve for shared based payment accounts are transferred

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

to security premium upon the exercise of the stock options and transfer to the general reserve on accounts of stock option not exercise by employee.

Distributions Proposed

(₹ In Million)

Particulars	2023-24	2022-23
Proposed dividends on Equity shares:		
Final dividend for the year ended on 31st March 2024 : ₹ 1.20 per share (For the year ended on 31st March 2023 : ₹ 1.20 per share)	129.61	129.61
Total Proposed Dividend	**129.61**	**129.61**

Note 20 : Borrowings

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- current		
Secured loans		
From Bank		
In Indian Currency	344.24	146.11
In Foreign Currency	384.90	528.11
From Financial institution		
In Indian Currency	1,029.29	-
Unsecured loans		
From Financial institution		
In Indian Currency	1.31	-
Total (A)	**1,759.73**	**674.22**
Current		
Secured loans		
Bank Overdraft		
In Indian Currency	73.81	-
In Foreign Currency	965.83	490.97
Current maturities of long term debts		
From Bank		
In Indian Currency	188.56	108.85
In Foreign Currency	144.82	142.67
Unsecured loans		
From Financial institution	-	-
In Indian Currency	6.79	-
Total (B)	**1,379.80**	**742.49**
Total (A+B)	**3,139.53**	**1,416.71**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

20 Principal Terms and Conditions of borrowings as at March 31, 2024

(a) Secured

(i) Term loans

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
1	HDFC Bank Limited	Naroda	73.09	146.17	Loans are repayable in 24 equal quarterly installments commencing from June,2019 & ending on March 31, 2025.	Within 45 days of interest reset date, the borrower has the option to prepay the amount of principal outstanding against the facility, in part or in full without any prepayment penalty. Prepayment on any other dates, other than mandatory prepayment event, shall be subject to a prepayment penalty of 2% of the principal amount being prepaid for the residual maturity of the facility. Penalty: Default interest of 2%p.a. over and above the applicable interest Rate till such time such default / non-complianceis cured to the Lender's satisfaction.	(i) First & Exclusive Charge over immovable properties being land admeasuring 6879 sq. mtrs lying and being at Mouje Naroda, Taluka: Ahmedabad City (East), in the registration district of Ahmedabad -6 and together with building constructed thereon. (ii) First ranking security by way of hypothecation on the all present and future tangible movable assets, including movable plant and machinery, machinery spares, medical equipments tools and accessories, furniture and fixtures, vehicles and all other movable assets present and future second ranking security by way of hypothecation of All present and future current assets, operating cash flows, receivables, commissions and all other movable assets of the Borrower. (iii) Additional Security : Fixed deposit of ₹ 196 Million under lien with HDFC bank for interest subsidy by bank."	SBICAP Trustee Company Ltd

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
2	IDFC First Bank	Surat	67.00	100.43	The loan is repayable in 28 structured quarterly installments starting from June 30, 2019 & ending on March 31, 2026.	Except as given in (i) and (ii) below, any prepayment of the loan made by the borrower shall be with a prepayment premium of 2% of the principal amount being prepaid. i) The borrower shall have a right to prepay the loan in full but not in part within 30 days of the reset date without any prepayment premium ii) The borrower shall have to mandatory prepay the loan to the extent of atleast 30% of the outstanding amount from IPO proceeds without any prepayment premium.	Fixed deposit of ₹ 100 million under lien with IDFC Firs Bank Ltd.	IDFC First Bank Ltd
3	Indusind Bank	SAT, USA	537.90	670.78	Loan is repayble in 9 half yearly installments, starting from May 2022 and ending on May 2026	N.A.	(i) Secured by SBLC of ₹ 1240 Million (SBLC issued on the behalf of Shalby Limited in favour of Indusind Bank) (ii) Additional Security **Movable Assets** All the present and future moveable assets of SG Highway, Jabalpur, Jaipur, Indore, Naroda, Surat & Krishna Unit (319, Green City, Ghuma, Via Bopal, Ahmedabad) including all fixed assets, equipment, plant, machinery, tools, fixtures,	Indusind Gift city branch

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							fittings, spare parts, accessories, any accretions, alterations, other merchandise, and whatsoever being movable properties now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter lying, stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in his possession and occupation or at any other premises or place anywhere in India **Current Assets** All present and future current assets including book debts, outstanding monies receivables, claims and bills, and whatsoever being the receivable, which are now due and owing or which may at anytime hereafter during the continuance of the security becomes due and owing to the Borrower in course of its business by any person, firm, company or body corporate, Trust, Society, HUF or by the Government Department or office or any municipal or local or public or semi government body or authority or undertaking.	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							Stocks All the present and future stock in trade consisting of raw materials, finished goods, goods in process of manufacturing, other merchandise and whatsoever being stock now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in the possession and occupation or at any other premises or place, anywhere in India. Immovable Property First and exclusive mortgage charge on immovable properties being land and building of SG Shalby Hospital and Vapi Shalby Hospital"	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
4	Bajaj Finance Limited	Healers	1,000.00	-	The loan is repayable in 28 structured quarterly installments starting from June 05, 2025 & ending on March 05, 2032.	Except as given in (i) and (ii) below, i) The borrower shall have a right to prepay the loan after 24 months with 2% of forceclosure / prepayment charges. ii) 60 days prior notice required"	Fixed deposit of ₹ 60 Million under lien with Bajaj Finance Limited Corporate Guarantee of the Company Equitable Mortgage on Land and Building of Hospital "Healers Hospital" situated at Golf Course Road, Sector 53, Gurugram, Haryana and exclusive charge on all immoveable & moveable fixed assets & current assets of Healers Hospital Pvt. Ltd.	Bajaj Finance Limited
5	Indusind Bank Limited	PK Healthcare Private Limited	12.50	12.05	The loan is repayable in 28 structured quarterly installments starting from March 31, 2024 & ending on December 05, 2030.	NA	charge on Moveable Property (equipment & machinery, inventory incl. receivables), book debts others- CA & movable fixed assets Fixed deposit of ₹ 0.4 Million under lien Indusind Bank	Indusind Bank Limited

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
6	State Bank of India	PK Healthcare Private Limited	358.54	425.71	The loan is repayable in 30 structured quarterly installments starting from June 01, 2023 & ending on June 30, 2030.	NA	Charge / assignment of all the receivables/ revenues of PK Healthcare Pvt. Ltd. Assignment of Leasehold Rights executed between P.K Healthcare Private Limited and Healers hospital private limited for land and building located at Golf Course Road, Sector 53, Gurugram charge on all bank accounts where all cash flows from the project are deposited, DSRA and other reserves. Hypothecation of the assets created out of Bank finance Personal Guarantee of erstwhile directors Mr. Naresh Kapoor and Mrs. Premkanta Kapoor Charge created on movable property and book debts.	State Bank of India
7	Richcredit	PK Healthcare Private Limited	8.09	-	The loan is repayable in 318 structured Monthly installments starting from December 25, 2023 & ending on May 25, 2035.	NA	Charge on movable property (equipment & machinery) and book debts of the Company	"Richcredit Finance Private limited"

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Company/ Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
8	Hewlett Packard Financial Services (I) Pvt Ltd	PK Healthcare Private Limited	50.79	74.39	The draw downs in multiple parts and repayable in 60/48 structured monthly/ quarterly installments starting from Jan 31, 2021 & ending on Sep. 30, 2027.		Bank Guarantee, Fixed Deposit of 26.89 Million	

(ii) Overdraft & Working Capital (CC Account) Facilities

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
1	HDFC Bank	Corporate	-	-	12 Months		First Charge on Company's Stock-in- trade, cosnsisting of raw materials, inventory, goods in process of manufacturing, finished goods, movable assets, all present and future book debts, outstanding monies receivables, caims, bills, invoice documents ec.	HDFC Bank Limited (on behalf of SBICAP Trustee)
2	ICICI Bank	Corporate	-	-	12 Months		Overdraft facility backed on Mortgage over Indore property of Shalby Limited	ICICI Bank Limited

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
3	Indusind Bank	Corporate	-	-	12 Months		(i) Secured by SBLC of ₹ 1240 Million (SBLC issued on the behalf of Shalby Limited in favour of Indusind Bank) (ii) Additional Security **Movable Assets** All the present and future moveable assets of SG Highway, Jabalpur, Jaipur, Indore, Naroda, Surat & Krishna Unit (319, Green City, Ghuma, Via Bopal, Ahmedabad) including all fixed assets, equipment, plant, machinery, tools, fixtures, fittings, spare parts, accessories, any accretions, alterations, other merchandise, and whatsoever being movable properties now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter lying, stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in his possession and occupation or at any other premises or place anywhere in India	SBICAP Trustee Company Ltd

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							Current Assets All present and future current assets including book debts, outstanding monies receivables, claims and bills, and whatsoever being the receivable, which are now due and owing or which may at anytime hereafter during the continuance of the security becomes due and owing to the Borrower in course of its business by any person, firm, company or body corporate, Trust, Society, HUF or by the Government Department or office or any municipal or local or public or semi government body or authority or undertaking. **Stocks** All the present and future stock in trade consisting of raw materials, finished goods, goods in process of manufacturing, other merchandise and whatsoever being stock now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in the possession and occupation or at any other premises or place, anywhere in India.	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							Immovable Property First and exclusive mortgage charge on immovable properties being land and building of SG Shalby Hospital and Vapi Shalby Hospital	
4	ICICI Bank	SAT, USA	542.13	490.97	N.A.	Repayable on demand with annual renwal	(i) Secured by SBLC of ₹ 1700 Million (SBLC issued on the behalf of Shalby Limited in favour of ICICI Bank, New York) (ii) Other Assets: 1. Company Accounts Receivable. All accounts (including the accounts receivable insurance, chattel paper, contracts, contract rights, account receivable, tax refunds, notes receivable, documents other choses in action and general intangibles, including, but not limited to, proceeds of inventory and returned goods and proceeds from the sale of goods and services, and all rights, liens, securities, guaranties, remedies and privileges related thereto, including the right of stoppage in transit and rights and property of any kind forming the subject matter of any of the foregoing; and	ICICI Bank New York

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							2. Company Deposit Accounts. All time, savings, demand, certificate of deposit or other accounts deposits with or payable by the Bank in the name of the Debtor or in which the Debtor has any right, title or interest, including but not limited to all sums now or at any time hereafter on deposit, and any renewals, extensions or replacements of and all other property which may from time to time be acquired directly or indirectly using the proceeds of any of the foregoing; and 3. Company Inventory. All inventory of every type or description wherever located, including, but not limited to all raw materials, parts, containers, work in process, finished goods, goods in transit, wares, merchandise and goods returned for credit, repossessed, reclaimed or otherwise reacquired by the Debtor; and 4. Company Documents of Title. All Documents of Title and other property from time to time received,	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							receivable or otherwise distributed in respect of, exchange or substitution for Company Accounts Receivable, or Company Deposit Accounts or Company Inventory; and 5. Proceeds of the Foregoing. All proceeds (including but not limited to insurance proceeds) and products of and accessions and annexations to any of the foregoing Company Accounts Receivable, or Company Deposit Accounts or Company Inventory; and 6. All Other Current Assets. All other current assets of Debtor."	
5	Inudsind Bank	SAT, USA	423.70	-	Repayable on demand with annual renwal	Repayable on demand with annual renwal	**Movable Assets** All the present and future moveable assets of SG Highway, Jabalpur, Jaipur, Indore, Naroda, Surat & Krishna Unit including all fixed assets, equipment, plant, machinery, tools, fixtures, fittings, spare parts, accessories, any accretions, alterations, other merchandise, and whatsoever being movable properties now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower	Indusind Gift city branch

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							and now or at any time hereafter lying, stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in his possession and occupation or at any other premises or place anywhere in India **Current Assets** All present and future current assets including book debts, outstanding monies receivables, claims and bills, and whatsoever being the receivable, which are now due and owing or which may at anytime hereafter during the continuance of the security becomes due and owing to the Borrower in course of its business by any person, firm, company or body corporate, Trust, Society, HUF or by the Government Department or office or any municipal or local or public or semi government body or authority or undertaking. **Stocks** All the present and future stock in trade consisting of raw materials, finished goods, goods in process of manufacturing, other	

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
							merchandise and whatsoever being stock now or at anytime hereafter belonging to the Borrower or at the disposal of the Borrower and now or at any time hereafter stored or to be stored or brought into or upon or in course of transit to the Borrower's factory or premises or at any other place whatsoever and wheresoever in the possession and occupation or at any other premises or place, anywhere in India. **Immovale Property** First and exclusive mortgage charge on immovable properties of SG Shalby Hospital , Vapi Shalby Hospital belonging to the Company. This security is part of SBLC of 124 crore."	
6	Indusind Bank	PK Healthcare Private Limited	73.81	74.78		NA	Charge on Moveable Property (equipment & machinery, inventory incl. receivables), book debts others- CA & movable fixed assets	Indusind Bank Limited

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

[₹ in Million]

Sr. No.	Name of Lender	Units	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
7	State Bank of India	PK Healthcare Private Limited	-	43.18	NA		Charge on Moveable Property (equipment & machinery, inventory incl. receivables) and book debts and, personal Guarantee: 1) Naresh Kapoor 2) Prem Kanta Kapoor , assignment of leasehold rights executed between healers hospitals private limited and Pk healthcare private limited	State Bank of India

(iii) Vehicle loans

[₹ in Million]

Sr. No.	Name of Lender	Vehicle	Amount Outstanding as at March 31, 2024	Amount Outstanding as at March 31, 2023	Repayment Term	Re-schedulement/ Prepayment Terms, and related penalty, if any	Security	In favour of
1	HDFC bank Limited	Skoda car at SG Unit	4.97	6.67	Loans are repayable in 60 equal monthly installments commencing from November, 2021.		First and exclusive charge of the Vehicle	HDFC Bank Limited
2	HDFC bank Limited	Innova car at SG Unit	1.05	1.69	Loans are repayable in 60 equal monthly installments commencing from June , 2022.		First and exclusive charge of the Vehicle	HDFC Bank Limited

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 21 : Other Financial Liabilities

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Deposits	4.07	3.47
Retention money	-	0.19
Total (A):	**4.07**	**3.66**
Current		
Interest Accrued but not due on Borrowings	19.29	17.48
Creditors for capital goods	99.29	12.62
Retention money	0.28	-
Unclaimed Dividend*	0.29	0.24
Employees	121.47	94.13
Total (B):	**240.62**	**124.47**
Total (A+B):	**244.69**	**128.13**

* These figures do not include any amounts due and outstanding to be credited to Investor Education and Protection Fund as on March 31, 2024.

Note 22 : Provisions

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Provision for employee benefits		
Gratuity (Refer Note:-37)	7.76	1.23
Leave obligation	34.41	24.75
Total (A):	**42.17**	**25.98**
Current		
Provision for employee benefits		
Gratuity (Refer Note:-37)	12.31	0.06
Leave obligation	19.87	14.48
Total (B):	**32.19**	**14.54**
Total (A+B)	**74.36**	**40.52**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 23 : Other non-current / current liabilities

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Government grant	76.21	83.29
Deferred Income Grant	9.45	10.34
Advance from customers	13.86	20.31
Total (A):	**99.52**	**113.95**
Current		
Deferred Income Grant	0.89	0.89
Government Grants	9.72	9.38
Advance from customers	68.96	75.24
Statutory Liabilities	74.79	50.78
Total (B):	**154.36**	**136.29**
Total (A+B):	**253.88**	**250.24**

Note 24 : Lease Liability

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Non- Current		
Lease Liability	509.13	341.48
Total (A):	**509.13**	**341.48**
Current		
Lease Liability	129.98	46.86
Total (B):	**129.98**	**46.86**
Total (A+B)	**639.12**	**388.34**

Note 25 : Trade Payables

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
A) Total Outstanding dues of micro enterprises and small enterprises (Refer note no:- 45)	1.29	2.09
B) Total Outstanding dues to creditors other than Micro Enterprise & Small Enterprise	1,294.41	877.10
Total	**1,295.70**	**879.18**

Refer Note 44.2 for Ageing Schedule

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 26 : Revenue from Operations

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue from Contracts with Customers (Refer Note 47)	9,282.21	7,996.30
Other Operating Revenue	55.28	52.91
Total	**9,337.49**	**8,049.21**

Break up of other operating revenue

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Rrevenue from Academy Divison	25.74	24.07
Management Fees from Franchise Business	29.54	28.84
Total	**55.28**	**52.91**

Note 27 : Other Income

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income		
From Banks	34.17	68.36
From Bond	-	10.17
Notional Interest Income on Lease Deposit	1.92	0.41
Others	14.00	0.36
Total (A)	**50.08**	**79.30**
Capital Subsidy	9.78	9.37
Interest Subsidy	4.39	7.67
Grant Income	0.89	0.86
Rent Income	19.79	20.52
Net Gain on Financial Instrument	86.38	18.70
Provision for Bad & Doubtful Debts written back	-	18.13
Cafeteria Income	15.35	-
Profit on sale of assets	4.42	-
Vendor Registration fees	-	0.04
Net gain on foreign currency transactions and translation	0.81	39.11
Other Non-Operating Income		
Sundry balances written back	1.43	-
Miscellaneous Income	0.94	31.49
Total (B)	**144.18**	**145.90**
Total (A+B)	**194.26**	**225.20**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 28 : Cost Of Material Consumed & Operative expenses

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock Of Raw Material	145.62	39.84
Add: Purchse of Raw Material during the period	366.40	429.42
Less: Closing Stock of Raw Materials	192.30	145.62
Total A: Cost Of Material Consumed	**319.71**	**323.65**
Materials and Consumables	1,553.91	1,374.88
Diagnostic Expenses	141.59	94.37
Fees to Doctors and Consultants	2,105.78	1,769.74
Power, Fuel and Water Charges	197.03	162.54
Housekeeping and Catering	97.79	127.72
Attendants and Securities	189.28	133.39
Linen & Uniform	10.82	9.69
Other Operative Expenses	119.96	91.45
Total B: Operative expenses	**4,416.15**	**3,763.78**
Total (A+B) :	**4,735.86**	**4,087.43**

Note 29 : Purchase of Stock-in-trade

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Medicines and Medicare Items	762.38	722.67
Total	**762.38**	**722.67**

Note 30 : Changes in inventories

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventory at the end of the year		
Medicine and Medicare items	22.71	17.50
Finished Goods	1,599.02	1,406.98
Work-in-Progress	351.51	270.23
Inventory at the beginning of the year		
Medicine and Medicare items	17.50	12.98
Finished Goods	1,406.98	1,017.31
Work-in-Progress	270.23	205.45
Adjustment due to valuation	(167.89)	-
(Increase) / Decrease in stocks	**(446.42)**	**(458.96)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 31 : Employee benefits expense

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salary, Allowances & Bonus	1,468.05	1,369.62
Contribution to Provident & other funds	70.23	58.82
Staff Welfare expenses	3.17	2.71
ESOP Compensation Expenses	12.99	5.23
Total	**1,554.44**	**1,436.38**

During the FY 2023-24, Project team & IT team salary cost amounting to ₹ 40.60 Million (Previous Year ₹ 33.08 Million) has been capitalised through capital work-In-Progress and intangible assets under development as it is related with upcoming unit at Mumbai and development of E-Commerce platform namely "Hosply" which is under development.

Note 32 : Finance Cost

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on Term Loan from Banks	114.00	14.20
Exchange differences regarded as an adjustment to borrowing costs	-	55.99
Interest on Finance Lease Liability	29.99	9.53
Other ancillary Cost	16.34	11.60
Total	**160.33**	**91.32**

Note 33 : Depreciation and Amortization

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense on property, plant and equipment	415.16	387.91
Amortisation on Intangible assets	20.49	29.01
Amortisation on Right of Use Assets	86.79	63.96
Total	**522.44**	**480.88**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 34 : Other expenses

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertising and Publicity	223.34	187.61
Auditors' Remuneration	6.54	5.23
Attendants and Securities	7.42	5.53
Housekeeping and Catering	0.47	0.45
Communication	16.69	14.60
Rent, Rates and Taxes	67.68	69.24
Fees and Legal	109.38	113.32
Insurance	26.56	30.97
Commission Expense	91.08	89.88
Stationery and Printing	26.59	28.78
Repairs and Maintenance		
Hospital Equipments	140.17	122.44
Building	27.93	31.14
Others	58.18	67.80
Travelling and Conveyance	70.62	54.45
Net loss on foreign exchange fluctuations	1.63	0.08
Loss on sale of assets	0.94	0.68
Provision for Bad & Doubtful Debts	0.74	0.91
Provision for the Stock Written off	0.56	-
Sundry Debit Balance Written off	-	0.02
Bank charges	15.83	14.32
Freight Charges	21.57	13.38
Corporate Social Responsibility	18.83	12.17
Miscellaneous Expenses	28.08	31.27
Total	**960.82**	**894.26**

34.1 Payment to Auditor

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
For Statutory Audit	4.65	4.11
For Limited Review	0.77	0.60
For Taxation Matter	0.98	0.28
For Certification	0.08	0.20
For Reimbursement of Expenses	0.07	0.03
Total	**6.54**	**5.23**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 35 : Earning per Share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Profit attributable to Equity shareholders (₹ in Million)	834.98	676.77
Number of equity shares	107,412,505	107,309,770
Weighted Average number of Equity Shares	107,336,146	107,422,921
Basic earning per Share (₹)	7.78	6.31
Diluted earning per Share (₹)	7.77	6.27

Note 36 : Contingent Liabilities and Commitments

(₹ In Million)

	Particulars	As at March 31, 2024	As at March 31, 2023
A	**Contingent Liabilities not provided for in respect of**		
(i)	Claim against the Group not acknowledged as debt	101.69	130.61
(ii)	Income tax Demand for Assessment Years		
	2011-12	0.06	-
	2013-14	0.17	-
	2014-15	0.21	-
	2015-16	41.42	41.42
	2016-17	-	3.72
	2018-19	0.62	18.26
	2019-20	0.26	0.26
	2021-22	0.92	0.90
	2022-23	4.72	-
(iii)	Export Obligation under EPCG Scheme	6.62	35.45
(iv)	TDS default demand	11.61	1.92
B	**Capital Commitments**		
	Estimated amount of contract remaining to the executed on capital accounts	75.88	13.82

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 37: Employee Benefits

Note 37.1 Defined contribution plan

The Group has defined contribution plan in form of Provident Fund & Pension Scheme and Employee State Insurance Scheme for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The total expense recognised in the Statement of profit and loss under employee benefit expenses in respect of such schemes are given below:

(₹ In Million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contribution to Provident Fund and Pension Scheme, included under contribution to provident and other funds	51.69	42.29
Contribution to Employee State Insurance Scheme, included under contribution to provident and other funds	4.80	4.01

Note 37.2 Defined benefit plan

(a) Gratuity

The Group operates post-employment defined benefit plan that provide gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. The Group's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Group recognizes actuarial gains and losses immediately in other comprehensive income, net of taxes. The Group accrues gratuity as per the provisions of the Payment of Gratuity Act, 1972 as applicable as at the balance sheet date. The Group contributes all ascertained liabilities towards gratuity to the Fund. The plan assets have been primarily invested in insurer managed funds. The Group provides for gratuity, a defined benefit retiring plan covering eligible employees. The Gratuity plan provides a lump sum payment to the vested employees at retirement, death, incapacitation or termination of employment based on the respective employees salary and tenure of the employment with the Group.

(b) Defined Benefit Plan

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Gratuity

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.15%	7.30%
Expected rate(s) of salary increase	6.00%	6.00%
Rate of return on plan assets	7.15%	7.30%
Mortality table	IALM 2012-14	IALM 2012-14
Withdrawal Rate	Age 25 & Below :50 % p.a. 25 to 35 : 40 % p.a. 35 to 45 : 30 % p.a. 45 to 55 : 20 % p.a. 55 & above : 10 % p.a."	Age 25 & Below :50 % p.a. 25 to 35 : 40 % p.a. 35 to 45 : 30 % p.a. 45 to 55 : 20 % p.a. 55 & above : 10 % p.a."

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The following table sets out the status of the amounts recognised in the balance sheet & movements in the net defined benefit obligation as at 31st March, 2024 & as at 31st March, 2023

(₹ In Million)

	Particulars	As at March 31, 2024 Gratuity (Funded)	As at March 31, 2023 Gratuity (Funded)
	Changes in the present value of obligation		
1.	Present value of obligation (Opening)	45.34	40.37
2.	Interest cost	2.87	2.71
3.	Past service cost adjustments/Prior year Charges	-	-
4.	Current service cost	16.21	11.09
5.	Curtailment Cost / (Gain)	-	-
6.	Settlement Cost / (Gain)	-	-
7.	Benefits paid	(5.02)	(4.10)
8.	Actuarial (Gain) / Loss arising from change in financial assumptions	0.25	(0.60)
9.	Actuarial (Gain) / Loss arising from change in demographic assumptions	-	(5.90)
10.	Actuarial (Gain) / Loss arising from change on account of experience changes	2.43	1.78
11.	**Present value of obligation (Closing)**	**62.09**	**45.34**
	Changes in the fair value of plan assets		
1.	Present value of plan assets (Opening)	44.15	33.58
2.	Past contribution / Adjustment to Opening Fund		-
3.	Expected return on plan assets	(0.53)	(0.65)
4.	Interest Income	3.14	2.70
5.	Actuarial Gain / (Loss)	-	-
6.	Employers Contributions	0.27	12.63
7.	Employees Contributions	-	-
8.	Benefits paid	(5.02)	(4.10)
9.	Expense deducted from the fund		
10.	**Fair Value of Plan Assets (Closing)**	**42.02**	**44.15**
	Percentage of each category of plan assets to total fair value of plan assets at the year end		
1.	Bank Deposits	-	-
2.	Debt Instruments	-	-
3.	Administered by Life Insurance Corporation of India	100%	100%
4.	Others	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets

(₹ In Million)

Particulars	As at March 31, 2024 Gratuity	As at March 31, 2023 Gratuity
Present Value of funded obligation at the end of the year	62.09	45.34
Fair Value of Plan Assets as at the end of the period	42.02	44.15
Amount not recognised due to asset limit		
Deficit of funded plan	20.07	1.19
Deficit of unfunded plan	-	-
- Current	12.31	1.19
- Non-Current	7.76	-

Amount recognized in consolidated statement of profit and loss in respect of defined benefit plan are as follows:

(₹ In Million)

Expense recognised in the Statement of Profit and Loss	March 31, 2024 Gratuity	March 31, 2023 Gratuity
Current Service Cost	16.21	11.09
Past Service Cost	-	-
Adjustment to opening fund	-	-
Net interest Cost	(0.26)	0.01
Net value of remeasurements on the obligation and plan assets	-	-
Adjustment to Opening Fund	-	-
(Gains)/Loss on Settlement	-	-
Total Expenses recognized in the Statement of Profit and Loss	**15.95**	**11.10**

(₹ In Million)

Amount recorded in Other comprehensive Income (OCI)	March 31, 2024 Gratuity	March 31, 2023 Gratuity
Re-measurements during the year due to		
Changes in financial assumptions	0.25	(0.60)
Changes in demographic assumptions	-	(5.90)
Experience adjustments	2.43	1.78
Return on plan assets excluding amounts included in interest income	0.53	0.65
Amount recognised in OCI during the year	**3.21**	**(4.07)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(c) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

Gratuity

Impact on defined benefit obligation

(₹ In Million)

Particulars	Change in Assumption			Increase in Assumptions			Decrease in Assumptions	
	March 31, 2024	March 31, 2023	Movements	March 31, 2024	March 31, 2023	Movements	March 31, 2024	March 31, 2023
Discount rate	0.50%	0.50%	Decrease by	61.43	44.39	Increase by	62.73	44.39
Salary growth rate	0.50%	0.50%	Increase by	62.72	45.78	Decrease by	61.44	53.37
Withdrawal rate	10.00%	10.00%	Decrease by	61.05	44.41	Increase by	63.15	45.82

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined obligation calculated with the projected unit credit method at the end of reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

(d) Major Category of Plan Asset as a % of total Plan Assets

(₹ In Million)

Category of Assets	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	%		Amount in ₹	
Insurer managed funds	100%	100%	42.02	44.15
Total	**100%**	**100%**	**42.02**	**44.15**

(e) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit.

The gratuity fund is administered through Life Insurance Corporation of India (insurer) under its group gratuity scheme. Accordingly almost the entire plan asset investment is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

Change in Bond Yields

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer.

(f) Defined benefit liability and employer contribution

The Group generally eliminates the deficit in the defined benefit gratuity plan with in next one year.

Expected contribution to the post -employment benefit plan (Gratuity) for the year ending **March 31, 2024 is ₹ 1,03,56,286 /-.**

The weighted average duration of the defined benefit obligation is **3.3 years (As at 31st March, 2023 - 3.35 years).**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The expected maturity analysis of undiscounted post -employment benefit plan (gratuity) is as follows:

Gratuity

(₹ In Million)

Category of Assets (% Allocation)	As at March 31, 2024		As at March 31, 2023	
	Cash Flow	(%)	Cash Flow	(%)
1st following year	18.11	22.20%	11.42	20.10%
2nd following year	10.28	14.70%	10.46	18.40%
3rd following year	9.58	13.60%	6.77	11.90%
4th following year	8.66	11.20%	6.13	10.80%
5th following year	7.04	9.20%	5.10	9.00%
Sum of year 6 to 10th	17.33	21.30%	12.57	22.10%

Note 38 Segment Information

As per Indian Accounting Standard 108 'Operating Segments', the Group has reported 'Segment Information', as described below:

a) The Healthcare Services segment includes business of setting up and managing hospitals and medical diagnostics services.

b) The Manufacturing segment represents manufacturing of Implants

(₹ In Million)

Sr. No.	Particulars		Year Ended 31-03-2024	Year Ended 31-03-2023
I	**Segment Revenue**			
	a)	Healthcare Services	8,554.14	7,139.66
	b)	Manufacturing of Implants	783.35	909.55
	Income from Operations		**9,337.49**	**8,049.21**
II	**Segment Results**			
	a)	Healthcare Services	1,508.73	1,186.37
	b)	Manufacturing of Implants	(226.81)	(165.94)
	Profit / (Loss) Before Tax		**1,281.91**	**1,020.43**
III	**Capital employed**			
	a)	**Healthcare Services**		
		Segment Assets	13,293.47	10,540.46
		Segment Liabilities	(3,390.67)	(1,582.44)
	b)	**Manufacturing of Implants**		
		Segment Assets	2,781.84	2,273.19
		Segment Liabilities	(2,606.79)	(1,955.03)
	Total Capital Employed		**10,077.86**	**9,276.17**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 39:

1. Related Party Disclosures for the year ended March 31, 2024

(a) Details of Related Parties

Description of Relationship	Names of Related Parties
Promoter Group	Shah Family Trust
	Zodiac Mediquip Limited
	Dr. Vikram I. Shah
	Dr. Darshini V. Shah
	Mr. Shanay V. Shah
	Mr.Kairav Shah
Key Management Personnel (KMP)	Dr. Vikram I. Shah (Director)
	Mr. Sushobhan Dasgupta (Upto 31 Jan 2024) (Director)
	Dr. Nishita Shukla (COO)
	Mr. Tushar Shah (AVP & CS)
	Mr. Venkat Parasuraman (upto 18 May 2023) (CFO)
	Mr. Amit Pathak (From 19 May 2023)(CFO)
	Mr. Shyamal Joshi (Independent Director)
	Mr. Tej Malhotra (Independent Director)
	Mr. Ashok Bhatia (Independent Director)
	Mr. Umesh Menon (Independent Director)
	Mrs. Sujana Shah (Independent Director)
	Mr. Vijay Kedia (Independent Director)
Enterprise over which KMP / Relatives of KMP exercise significant influence through controlling interest (Other Related Party)	Uranus Medical Devices Limited
	Shalby Orthopaedic Hospital and Research Centre
	Friends of Shalby Foundation

(b) Key management personnel compensation

(₹ In Million)

Particulars	2023-24	2022-23
Short-term employee benefits	26.32	24.21
Termination benefits	-	-
Total Compensation	**43.95**	**43.70**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(c) Details of transactions with related parties for the year ended March 31, 2024 in the ordinary course of business:

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	**Professional Fees**								
	Dr. Vikram I. Shah	-	-	10.05	-	-	-	10.05	-
	Dr. Darshini V. Shah	-	-	21.76	22.48	-	-	21.76	22.48
2	**Rent Expenses**								
	Dr. Vikram I. Shah	-	-	12.61	11.51	-	-	12.61	11.51
	Shalby Orthopaedic Hospital and Research Centre	-	-	-	-	0.60	0.60	0.60	0.60
3	**Salary**								
	Mr. Shanay V. Shah	-	-	7.48	6.83	-	-	7.48	6.83
	Mr. Tushar Shah	-	-	3.34	3.55	-	-	3.34	3.55
	Dr. Nishita Shukla	-	-	8.83	8.30	-	-	8.83	8.30
	Mr. Amit Pathak	-	-	5.65	-	-	-	5.65	-
	Mr. Venkat Parasuraman	-	-	1.02	5.53	-	-	1.02	5.53
4	**Director's Sitting Fee**								
	Mr. Shyamal Joshi	-	-	0.20	0.14	-	-	0.20	0.14
	Mr. Tej Malhotra	-	-	0.15	0.11	-	-	0.15	0.11
	Mr. Ashok Bhatia	-	-	0.11	0.08	-	-	0.11	0.08
	Mr. Umesh Menon	-	-	0.19	0.13	-	-	0.19	0.13
	Mrs. Sujana Shah	-	-	0.18	0.13	-	-	0.18	0.13
	Mr. Vijay Kedia	-	-	0.11	0.02	-	-	0.11	0.02
5	**Commission Expense**								
	Zodiac Mediquip Limited	0.76	1.19	-	-	-	-	0.76	1.19
6	**ESOP Cross Charge Cost**								
	Zodiac Mediquip Limited	(0.15)	0.15	-	-	-	-	(0.15)	0.15
7	**Guest House Expenses**								
	Zodiac Mediquip Limited	2.10	2.57	-	-	-	-	2.10	2.57

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(d) Amount due to / from related parties as at March 31, 2024

[₹ in Million]

Sr. No.	Nature of Relationship / Transaction	Promoter Company		KMP & Relatives		Enterprise over which KMP and Relatives have significant influence		Total	
		2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
1	**Trade Payable**								
	Dr. Vikram I. Shah	-	-	0.55	-	-	-	0.55	-
	Dr. Darshini V. Shah	-	-	0.98	2.00	-	-	0.98	2.00
	Zodiac Mediquip Limited	0.32	0.14	-	-	-	-	0.32	0.14
2	**Rent Payable**								
	Dr. Vikram I. Shah	-	-	0.82	0.41	-	-	0.82	0.41
	Shalby Orthopaedic Hospital and Research Centre	-	-	0.05		-	-	0.05	-

Note 40: Capital Management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Group consists of net debt (borrowings offset by cash and bank balances) and total equity of the Group.

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Total equity attributable to the equity share holders of the Group	10,003.74	9,276.86
As percentage of total capital	**80.98%**	**92.69%**
Current loans and borrowings	1,379.80	742.49
Non-current loans and borrowings	1,759.73	674.22
Total loans and borrowings	**3,139.54**	**1,416.71**
Cash and Bank balances	789.28	685.08
Net loans & borrowings	2,350.25	731.63
As a percentage of total capital	19.02%	7.31%
Total capital (loans and borrowings and equity)	**12,353.98**	**10,008.48**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 41: Fair value measurements

A. Financial instruments by category

[₹ in Million]

Particulars	March 31, 2024			March 31, 2023		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Financial Assets						
Investments	-	806.36	-	-	1,457.20	-
Trade and other receivables	1,446.31	-	-	1,063.64	-	-
Cash and cash Equivalents	271.80	-	-	122.44	-	-
Other bank balances	0.44	-	-	0.41	-	-
Other financial assets	714.67	-	-	681.70	-	-
Total Financial Assets	**2,433.22**	**806.36**	**-**	**1,868.19**	**1,457.20**	**-**
Financial Liabilities						
Borrowings	3,139.54	-	-	1,416.71	-	-
Lease Liabilities	639.12	-	-	388.34	-	-
Trade payables	1,295.70	-	-	879.18	-	-
Other financial liabilities	244.68	-	-	128.13	-	-
Total Financial Liabilities	**5,319.04**	**-**	**-**	**2,812.36**	**-**	**-**

Fair value hierarchy

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets

Financial assets measured at fair value at March 31, 2024

[₹ in Million]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Mutual Fund	806.36	-	-	806.36
Total	**806.36**	**-**	**-**	**806.36**

Financial assets measured at fair value at March 31, 2023

[₹ in Million]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Mutual Fund	1,457.20	-	-	1,457.20
Total	**1,457.20**	**-**	**-**	**1,457.20**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

Level 3 if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted compound instruments.

There are no transfers between any of these levels during the year. The Group's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

C. Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

(i) The use of quoted market prices or mutual fund houses quotes (NAV) for such instruments. This is included in Level 1

D. Fair value of financial assets and liabilities measured at amortized cost

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables approximate their carrying amounts largely due to their short-term nature. Difference between carrying amount of Bank deposits, other financial assets , borrowings and other financial liabilities subsequently measured at amortised cost is not significant in each of the years presented.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Note 42: Financial risk management

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Group's risk management policies are established to identify and analyses the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, Financial assets measured at amortized cost	Aging analysis	Diversification of funds to bank deposits, Liquid funds and Regular monitoring of credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognized financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the net exposure at an acceptable level, with option of taking Forward Foreign exchange contracts if deemed necessary.
Price Risk	Investments in mutual funds & Equity Instrument	Credit ratings	Portfolio diversification and regular monitoring

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is exposed to the credit risk from its trade receivables, unbilled revenue, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade and other receivables

Trade receivables comprise a widespread customer base. Management evaluates credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set for patients without medical aid insurance. Services to customers without medical aid insurance are settled in cash or using major credit cards on discharge date as far as possible. Credit Guarantees insurance is not purchased. The receivables are mainly unsecured; the Group does not hold any collateral or a guarantee as security. The provision details of the trade receivable are provided in Note 15 of the financial statements.

The provision matrix of ECL at the end of the reporting period is as follows.

Particulars	Expected Credit Loss %
Within 90 days due	1.81%
90 to 180 days due	4.95%
180 to 270 days	6.62%
270 to 360 days	9.77%
360 to 450 days	13.60%
450 to 540 days	19.16%
540 to 630 days	23.74%
630 to 720 days	30.17%
720 to 810 days	42.39%
810 to 900 days	45.08%
900 to 990 days	59.27%
990 to 1080 days	81.97%
(> 1080 days)	100.00%

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Reconciliation of loss allowance provision

Trade receivables

Particulars	[₹ in Million]
Loss allowance as on March 31, 2023	**152.44**
Changes in loss allowance	59.48
Loss allowance as on March 31, 2024	**211.92**

Cash and Cash Equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Group generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Group considers that the related credit risk is low. Impairment on these items is measured on the 12-month expected credit loss basis.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds and other committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Financing arrangements

The working capital position of the Group is given below:

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash and cash equivalents	271.80	122.44

Liquidity Table

The Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

As at March 31, 2024

[₹ in Million]

Financial Liabilities	Less than 1 year	1-5 years	5 years and above	Total
Borrowings^	1,379.80	1,328.35	431.38	3,139.54
Lease liability	140.24	480.73	18.15	639.12
Other Financial Liabilities	240.62	4.07	-	244.68
Trade payables	1,159.71	135.99	-	1,295.70
Total financial liabilities	**2,920.36**	**1,949.14**	**449.54**	**5,319.04**

^ Borrowings are disclosed net of processing charges.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

As at March 31, 2023

[₹ in Million]

Financial Liabilities	Less than 1 year	1-5 years	5 years and above	Total
Borrowings^	742.49	674.22	-	1,416.71
Lease liability	46.86	314.86	26.62	388.34
Other Financial Liabilities	124.47	3.66	-	128.13
Trade payables	879.18	-	-	879.18
Total financial liabilities	**1,793.01**	**992.73**	**26.62**	**2,812.36**

^ Borrowings are disclosed net of processing charges.

(c) Market Risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i) Currency Risk

The Group is exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Group's functional currency (₹), primarily in respect of US$, and Euro. The Group ensures that the net exposure is kept to an acceptable level and is remain a net foreign exchange earner.

Sensitivity Analysis

Any change with respect to strengthening (weakening) of the Indian Rupee against various currencies as at March 31, 2024 and March 31, 2023 would have affected the measurement of financial instruments denominated in respective currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates and investments.

Most of the Group's borrowings are on a floating rate of interest. The Group has exposure to interest rate risk, arising principally on changes in Marginal Cost of Funds based Lending Rate (MCLR). The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term credit lines besides internal accruals.

The exposures of the Group's financial assets / liabilities at the end of the reporting period are as follows:

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	-	-
Floating rate borrowings	3,139.54	1,416.71
Total	**3,139.54**	**1,416.71**

Interest rate risk sensitivity:

The below mentioned sensitivity analysis is based on the exposure to interest rates for floating rate borrowings. For this it is assumed that the amount of the floating rate liability outstanding at the end of the reporting period was outstanding for the whole year. If interest rate had been 50 basis points higher or lower, other variables being held constant, following is the impact on profit.

(₹ In Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Impact on profit – increase in 50 basis points	15.70	7.08
Impact on profit – decrease in 50 basis points	(15.70)	(7.08)

(iii) Price Risk Exposure

The Group's exposure to securities price risk arises from investments held in mutual funds & Equity Instrument classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Group diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses. Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

43 Leases

(A) Additions to right of use assets

Property, plant and equipment comprises owned and leased assets that do not meet the definition of investment property.

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Right-of-use assets, except for investment property	562.99	380.15

(B) Carrying value of right of use assets at the end of the reporting period by class

(₹ In Million)

Particulars	March 31, 2024	March 31, 2023
Balance at beginning of the year	380.15	181.09
Change due to acquisition	259.47	-
Addition during the year	6.08	302.00
Depreciation charge for the year	(86.79)	(166.69)
Deletion/Adjustment for the year	(0.02)	63.96
Transalation Difference	4.09	0.22
Balance at closing of the year	562.99	380.15

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

(C) Maturity analysis of lease liabilities

(₹ In Million)

Maturity analysis – Contractual undiscounted cash flows	As at March 31, 2024	As at March 31, 2023
Less than one year	174.92	62.15
One to five years	538.05	358.01
More than five years	28.41	28.41
Total undiscounted lease liabilities at 31 March 2024	**741.38**	**448.57**
Lease liabilities included in the statement of financial position at 31 March 2024	**639.12**	**388.34**
Current	129.98	46.86
Non-Current	509.13	341.48

(D) Amounts recognised in profit or loss

(₹ In Million)

Particulars	2023-24	2022-23
Interest on lease liabilities	29.99	9.53
Variable lease payments not included in the measurement of lease liabilities	17.06	12.64
Income from sub-leasing right-of-use assets	-	-
Expenses relating to short-term leases	-	-
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	25.20	5.24

(E) Amounts recognised in the statement of cash flows

(₹ In Million)

Particulars	2023-24	2022-23
Total cash outflow for leases	88.94	109.77

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 44 : Ageing Schedule

44.1 : Trade Receivables

Outstanding as on 31st March 2024 for following periods from due date of payment

[₹ in Million]

Particulars	Unbilled Revenue	Not Due	Outstanding as on March 31, 2024 for following periods from due date of payment					Total
			Less than 6 months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable-Considered good	112.65	317.28	599.05	148.85	122.28	57.37	300.76	1,658.24
Undisputed trade receivable-Significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Considered good	-	-	-	-	-	-	-	-
Disputed trade receivable-Significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Gross Trade Receivable	**112.65**	**317.28**	**599.05**	**148.85**	**122.28**	**57.37**	**300.76**	**1,658.24**
Less: Allowance for doubtful debt (Including ECL)	-	-	-	-	-	-	-	(211.92)
Total	**112.65**	**317.28**	**599.05**	**148.85**	**122.28**	**57.37**	**300.76**	**1,446.31**

[₹ in Million]

Particulars	Unbilled Revenue	Not Due	Outstanding as on March 31, 2023 for following periods from due date of payment					Total
			Less than 6 months	6 months-1 Years	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivable-Considered good	100.08	66.05	443.23	138.34	112.85	101.80	253.74	1,216.08
Undisputed trade receivable-Significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Considered good	-	-	-	-	-	-	-	-
Disputed trade receivable-Significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivable-Credit Impaired	-	-	-	-	-	-	-	-
Gross Trade Receivable	**100.08**	**66.05**	**443.23**	**138.34**	**112.85**	**101.80**	**253.74**	**1,216.08**
Less: Allowance for doubtful debt (Including ECL)	-	-	-	-	-	-	-	(152.44)
Total	**100.08**	**66.05**	**443.23**	**138.34**	**112.85**	**101.80**	**253.74**	**1,063.64**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 44.2 : Trade Payables
Outstanding as on 31st March 2024 for following periods from due date of payment

[₹ in Million]

Particulars	Unbilled	Not Due	Outstanding as on March 31, 2024 for following periods from due date of payment				Total
			Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
MSME	-	-	1.29	-	-	-	1.29
Others	411.20	347.81	399.41	109.03	3.22	23.74	1,294.41
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - others	-	-	-	-	-	-	-
Total	**411.20**	**347.81**	**400.70**	**109.03**	**3.22**	**23.74**	**1,295.70**

Outstanding as on 31st March 2023 for following periods from due date of payment

[₹ in Million]

Particulars	Unbilled	Not Due	Outstanding as on March 31, 2023 for following periods from due date of payment				Total
			Less Than 1 Year	1-2 Year	2-3 Years	More than 3 Years	
MSME	-	-	2.09	-	-	-	2.09
Others	132.24	305.13	384.19	28.91	10.22	16.41	877.10
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - others	-	-	-	-	-	-	-
Total	**132.24**	**305.13**	**386.28**	**28.91**	**10.22**	**16.41**	**879.18**

Note 45: Due to Micro, Small and Medium Enterprise and confirmations

(a) Due to Micro, Small and Medium Enterprise

(₹ In Million)

Sr. No.	Particulars	As at March 31, 2024	As at March 31, 2023
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	1.29	2.09
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL	NIL
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	NIL	NIL

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The Group has initiated the process of obtaining confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). The above mentioned information has been compiled to the extent of responses received by the Group from its suppliers with regard to their registration under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006).

Note 46: Corporate social Responsibility

(a) The amount spent during the period / year on:

[₹ in Million]

Particulars	In cash / cheque	Yet to be paid in cash / cheque	Total (₹)
Construction / acquisition of any assets	-	-	-
On purposes other than above	21.60	-	21.60

(b) Details of CSR Expense

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Amount required to be spent during the year	18.83	14.27
Amount actually spent		
Construction / acquisition of any assets	-	12.20
On purposes other than above	21.60	2.40
Shortfall at the end of year	-	-
Total of previous year shortfall	-	-
Total Excess spend to be carried forwarded	**5.20**	**2.43**
Reason for such shortfall :	NA	NA
Nature of CSR activities :	CSR fund utilised for activities related to environment protection, women empowerment, medical and health care, rural development, education, food, grocery & cloth distribution to needy people.	
Details of related party transactions :	Nil	Nil

Note : Excess amount spent by Group towards CSR Expenses will be set off against CSR expenses to be incurred by Group in next 3 financial years as per provisions of Section 135(5) of Companies Act, 2013.

Note 47: Revenue from Contract with customers

The revenue from contracts with customers to the amounts disclosed as total revenue are as under:

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Sale of Products	1,017.25	1,085.05
Revenue from Sale of Services	8,320.24	6,964.16
Total Revenue	**9,337.49**	**8,049.21**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The disaggregation of Revenue from Contract with Customers is as under:

(A)Revenue from Contract with Customers - Segment wise

(₹ In Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue from Sale of Services		
In Patient Discharge		
Domestic	7,275.26	6,101.07
Overseas	90.70	91.01
Out Patient Discharge	378.05	382.08
Clinical Trials	-	6.45
Event Income	-	6.04
Allied Services	520.95	316.16
Other operative Income	55.28	61.36
Total Revenue from Sale of services	**8,320.24**	**6,964.16**
Revenue from Sale of Products		
Revenue from Medicines & Medicare Items	1,017.25	1,085.05
Total Revenue from Contract with Customers	**9,337.49**	**8,049.21**

Contract Asset

The Group does not have any contract assets as at 31 March 2024 and 31 March 2023.

Contract Liability

(₹ In Million)

Particulars	March 31, 2024	March 31, 2023
Opening Balance of Contract Liability	75.24	101.50
Revenue Recognised from the opening balance of Contract Liability	75.24	101.50
Current year Contract liability - Carried Forward	45.24	75.24
Closing Balance of Contract Liability	**45.24**	**75.24**

The nature of services and its disclosure of timing of satisfaction of performance obligation is mentioned in para 4.8 of Note No. 4.

Contract Liabilities in the balance sheet constitutes advance payments and billings in excess of revenue recognised. The Group expects to recognise such revenue in the next financial year.

There were no significant changes in contract assets and contract liabilities during the reporting period except amount as mentioned in the table and explanation given above.

Under the payment terms generally applicable to the Group's revenue generating activities, prepayments are received only to a limited extent. Typically, payment is due upon or after completion of the services.

The Group generates revenue from knee replacement surgeries, other indoor and outdoor patient discharges, diagnostic services. clinical trials, trainings and other sales of medicines and medicare items.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

The revenue from rendering Healthcare services and Pharmaceutical products satisfies 'at a point in time' recognition criteria as prescribed by IND AS 115.

Note 48: Un-hedged Foreign Currency Exposure

The Group does not enter into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Group does not enter into any derivative instruments for trading or speculative purposes.

The foreign currency exposure not hedged as at 31st March, 2024 & 31st March, 2023 are as under:

(₹ In Million)

Currency	Payable (In Foreign Currency)		Receivable (In Foreign Currency)		Payable (In Indian Rupee)		Receivable (In Indian Rupee)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
USD	-	-	0.41	-	-	-	34.61	-
EUR	-	-	0.01	-	-	-	0.45	-

Note : 49 Equity settled share based payments (ESOP) :

Senior level management employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). In respect of options granted during the current year under "Shalby Limited Employee Stock Options Scheme - 2021 (the "Shalby ESOP Scheme 2021") , the cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black Scholes Merton formula which is in accordance with Indian Accounting Standard 102 (Ind AS 102).

The cost of equity settled transaction is recognised, together with a corresponding increase in Equity settled share based payments reserves in other equity, over the period in which the service conditions are fulfilled. This expense is included under the head "Employee benefits expense" as employee share-based expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

For details of expense recognised in the statement of profit and loss please refer note 31 and for details of movement in share options outstanding account refer note 19 of Financial statements.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Natue and characteristics of ESOP plans existed during year as tabulated below

(in ₹)

Particulars	Vesting requirement	Maximum term of options	Method of settlement	Grant Date	Exercise Price	Share Price on Grant Date	Accounting method
As at March 31,2024	ESOPs will vest not earlier than 1 (One) year and not more than 3 (Three) years from the grant date.	3 years from vesting date	Equity settled	16/ 5/2022	10.00	106.95	Fair value method
				1/6/2022	10.00	111.40	
				12/7/2022	10.00	107.90	
				18/10/2022	10.00	145.50	
				15/11/2022	10.00	143.20	
				12/7/2023	10.00	178.85	
				27/10/2023	10.00	260.65	
				7/2/2024	10.00	312.05	
As at March 31,2023	ESOPs will vest not earlier than 1 (One) year and not more than 3 (Three) years from the grant date.	3 years from vesting date	Equity settled	16/5/2022	10.00	106.95	Fair value method
				1/6/2022	10.00	111.40	
				12/7/2022	10.00	107.90	
				18/10/2022	10.00	145.50	
				15/11/2022	10.00	143.20	

Options movement during year as tabulated below :

(in ₹)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	206,235	-
Granted during the year*	61,000	239,235
Exercised during the year	102,735	-
Lapsed during the year	36,000	33,000
Closing balance	128,500	206,235
Exercisable at the end of the year	128,500	206,235

* Including share given to Employees of Group Companies.

No options expired during the periods covered in the above table.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

weighted-average exercise prices of options as tabulated below:

(in ₹)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	0	0
Granted during the year	10	10
Exercised during the year	NA	NA
Forfeited during the year	NA	NA
Expired during the year	10	10
Closing balance	10	10
Exercisable at the end of the year	NA	NA

Stock options outstanding at the end of period as tabulated below

(in ₹)

Particulars	As at March 31, 2024	As at March 31, 2023
Exercise Price	10	10
Shalby Plan	10	10
Weighted average remaining contractual life (Years)	1.32 Yrs.	1.21 Yrs.

Black Scholes method is used for fair valuation of ESOP.

Fair value and underlying assumptions for stock options granted as tabulated below

Particulars	Grant date	Exercise price	Share price on grant date	Expected volatility	Risk-free rate of return	Dividend Yield	Fair value of ESOP at grant date	Weighted average fair value of ESOP at grant date	Attrition rate per annum	Expected shares to vest ultimately
As at March 31,2024	16/5/2022	10	106.95	54.56%	6.42%	0.82%	96.27	106.65	36.30%	128500
	1/6/2022	10	111.40	54.57%	6.50%	0.82%	101.11	112.28		
	12/7/2022	10	107.90	86.39%	7.39%	0.00%	100.48	108.21		
	18/10/2022	10	145.50	85.08%	7.43%	0.00%	137.87	144.60		
	15/11/2022	10	143.20	53.75%	7.26%	0.00%	134.55	143.56		
	12/7/2023	10	178.85	37.24%	7.12%	0.00%	170.77	183.03		
	27/10/2023	10	260.65	43.13%	7.35%	0.00%	252.63	260.66		
	7/2/2024	10	312.05	43.57%	7.07%	0.00%	303.37	317.48		
As at March 31,2023	16/5/2022	10	106.95	54.56%	6.42%	0.82%	96.27	106.65	27.78%	206235
	1/6/2022	10	111.40	54.57%	6.50%	0.82%	101.11	112.28		
	12/7/2022	10	107.90	86.39%	7.39%	0.00%	100.48	108.21		
	18/10/2022	10	145.50	85.08%	7.43%	0.00%	137.87	144.60		
	15/ 11/2022	10	143.20	53.75%	7.26%	0.00%	134.55	143.56		
Expected number of years to exercise shares	Immediately After Vesting									

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 50: Other Statutory Information

(a) **Details of benami property held:** No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(b) **Registration of charges or satisfaction with Registrar of Companies (ROC):** The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(c) **Details of crypto currency or virtual currency:** The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(d) **Utilisation of borrowed funds and share premium:** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries).

The Group has not received any fund from any party(Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(e) **Undisclosed income:** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

(f) **Wilful defaulter:** The Group is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

(g) **Compliance with number of layers of companies:** The Group has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

(h) **Valuation of Property Plant & Equipment, intangible asset:** The Group has not revalued any of its Property, Plant and Equipment (including Right of Use Assets) during the year.

(i) The Group has borrowings from Banks on the basis of security of current assets. Quarterly returns \ statements of current assets filed by the Group with banks are in agreement with the books of accounts subject to minor deviations which are not material.

(j) **Relationship with struck off companies:** The Group has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

(k) **Utilisation of borrowings availed from banks and financial institutions:** The borrowings obtained by the Group from banks and financial institution have been applied for the purpose for which such loans was taken.

Note 51: The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits has received Presidential assent and has been published in the Gazette of India. However, the effective date of the Code and final rules for quantifying the financial impact are yet to be notified. The Group will assess the impact of the Code when relevant provisions are notified and will record related impact, if any, in the period the Code becomes effective.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 52: Statement of Management

(a) The non current financial assets, current financial assets and other current assets are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.

(b) Balance Sheet, Statement of Profit and Loss, cash flow statement and change in equity read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Group as at the end of the year and financial performance of the Group for the year under review.

(c) No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

Note 53: The figures for the previous year have been regrouped / reclassified, wherever necessary, to make them comparable with the figures for the current year. Figures are rounded off to nearest Million.

Note 54: Balances of Sundry Creditors, Sundry debtors, Loans & advances, etc. are subject to confirmation and reconciliation, if any.

Note 55: Business Combination

Acquisition of Multi-Specialty Hospital from P K Healthcare Pvt. Ltd. [Brand Name Sanar International Hospitals] and Healers Hospitals Pvt. Ltd.

The Group entered into a Share Purchase Agreement (SPA) with P K Healthcare Private Limited ('Sanar') and Mr. Naresh Kapoor & Ms. Prem Kanta Kapoor dated 25th January, 2024 for acquisition of the Multi-specialty Hospital business (owned and operated by P K Healthcare Pvt Ltd under the brand name of "Sanar International Hospitals" mainly engaged in the business of Blood & Marrow Transplantation, Bone & Joint replacement, Cancer Care, Cardiac surgery, dermatology, gastroenterology, Interventional Radiology, Kidney & Liver transplant, Neurosciences, Pulmonology, Ophthalmology, Plastic & Cosmetic Surgery, Transfusion Medicine.

The Group has acquired 87.26% stake in shareholding of PK Healthcare Private Limited, through preferential allotment of equity shares ₹ 1000 Million and secondary acquisition from promoters ₹ 19.20 Million during January 2024. PK Healthcare Pvt. Ltd. is now a subsidiary of the Group effective from 25th January, 2024.

The acquisition contributed revenue of ₹ 159.58 million and profit/(loss) after tax of ₹ (44.20) million for the period between the acquisition date and 31 March 2024. Had the business combination occurred on 01 April 2023, per management estimate, revenues for the financial year ended 31 March 2024 would have been higher by ₹ 885.94 million and profit/(loss) after tax would have been higher by ₹ (510.20) million.

On 25th January, 2024, the Group acquired controlling stake in P K Healthcare Pvt. Ltd. In pursuant to this, Ningen Life Care Private Limited which was subsidiary of P K Healthcare Pvt. Ltd. become wholly-owned step-down subsidiary of the Group with effect from 25th January, 2024.

The Group has acquired 100% stake in shareholding of Healers Hospital Private Limited through secondary acquisition from existing shareholders during March 2024. Healers Hospital Pvt. Ltd. is now wholly-owned subsidiary of the Group effective from 15th March, 2024.

The acquisition contributed revenue of ₹ 1.30 million and profit/(loss) after tax of ₹ 0.93 million for the period between the acquisition date and 31 March 2024. Had the business combination occurred on 01 April 2023, per management estimate, revenues for the financial year ended 31 March 2024 would have been higher by ₹ 52.25 million and profit/(loss) after tax would have been higher by ₹ 34.33 million.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

a) Business Combination

The above transaction qualifies as a business combination as per IndAS 103 – "Business Combination" and has been accounted by applying the acquisition method wherein identifiable assets acquired, liabilities assumed are fair valued against the fair value of the consideration transferred and the resultant goodwill recognised.

b) Identifiable assets and liabilities assumed

Particulars	P K Healthcare Private Limited	Healers Hospital Private Limited
Fair Value of Consideration transferred	1,019.20	1,040.00
Total (A)	**1,019.20**	**1,040.00**
Assets Acquired		
Property, Plant and Equipment	1,090.86	1,014.98
Capital Work in Progress	36.22	-
Right of Use Assets	690.75	-
Intangible Assets	4.10	-
Inventories	20.40	-
Trade Receivables	23.36	31.46
Other Non-Current Assets	333.82	1.64
Other Current Assets	1,086.49	7.12
Total Assets Acquired (B)	**3,286.01**	**1,055.20**
Liabilities Assumed		
Trade Payables	726.67	1.75
Borrowings	825.43	-
Other Non-Current Liabilities	787.89	-
Other Current Liabilities	313.01	3.26
Total Liabilities (C)	**2,653.00**	**5.01**
Net Assets Acquired [D = (B-C)]	**633.01**	**1,050.19**
Stake Acquired [E]	**87.26%**	**100%**
Net Assets Acquired for Stake [F = (D x E)]	**552.36**	**1,050.19**
Goodwill/(Capital Reserve) (A-F)	**466.84**	**(10.19)**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 56 : Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies/Entity

March 31 , 2024

[₹ in Million]

Name of Subsidiary	Griffin Mediquip LLP	Vrundavan Shalby Hospitals Limited	Shalby International Limited	Yogeshware Healthcare Limited	Shalby Hospitals Mumbai Private Limited	Mars Medical Devices Limited	Slaney Healthcare Private Limited	Shalby Kenya Limited	Shalby Global Technologies Pte. Ltd.	Shalby Advanced Technologies Inc.	P K Healthcare Private Limited	Ningen Lifecare Private Limited	Healers Hospitals Private Limited
Country	India	India	India	India	India	India	India	Kenya	Singapore	USA	India	India	India
Reporting Currency	₹	₹	₹	₹	₹	₹	₹	KSH	SGD	USD	₹	₹	₹
Exchange Rate	1.00	1.00	1.00	1.00	1.00	1.00	1.00	0.63	61.75	83.41	1.00	1.00	1.00
Share capital / Partner capital	17.44	115.81	0.50	7.35	0.10	500.00	0.10	0.06	86.21	543.57	1,366.14	0.10	20.00
Reserves and Surplus	-	(3.18)	(0.13)	(6.43)	(0.01)	(46.78)	44.12	(0.86)	(106.31)	(368.52)	(777.33)	(0.13)	1,031.13
Total Assets	116.23	114.04	0.41	0.97	0.13	2,155.57	83.02	12.80	16.59	2,781.84	2,138.52	0.01	1,051.50
Total Liabilities	98.79	1.40	0.04	0.04	0.04	1,702.35	38.80	13.60	36.69	2,606.79	1,549.72	0.04	0.37
Turnover/Total Income	460.62	28.53	0.14	0.92	0.15	156.74	290.45	13.01	14.49	786.02	159.58	0.13	1.30
Profit / (Loss) Before Tax	3.55	23.03	0.09	0.87	0.11	(32.61)	15.38	10.38	(32.60)	(226.81)	(62.41)	0.12	1.16
Tax Expense / (Credit)	1.14	6.22	-	-	-	(5.55)	2.96	3.17	-	(87.69)	(18.21)	-	0.23
Profit / (Loss) after tax	2.41	16.81	0.09	0.87	0.11	(27.06)	12.42	7.21	(32.60)	(139.12)	(44.20)	0.12	0.93
Proposed dividend and tax thereon	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments (except in case of investment in the subsidiaries)	-	15.09	-	-	-	1.52	-	-	-	-	-	-	-
% of shareholding	100.00	100.00	100.00	94.68	100.00	100.00	100.00	100.00	99.33	100.00	87.26	87.26	100.00

Notes to the Consolidated Financial Statements

for the year ended March 31, 2024

Note 57: Additional Information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary

Name of Entities	Net Assests i.e. Total Assets minus Total Liabilties		Statement in Profit and Loss		Other Comprehensive Income		Total Comprehensive Income	
	As a % of consolidated net assets	Amount (₹ in Million)	As a % of consolidated profit & loss	Amount (₹ in Million)	As a % of consolidated other comprehensive income	Amount (₹ in Million)	As a % of consolidated total comprehensive income	Amount (₹ in Million)
Parent								
Shalby Limited	68.60%	6,862.84	174.82%	1,469.84	35.21%	2.31	173.77%	1,472.14
Subsidiary								
Indian								
Vrundavan Shalby Hospital Limited	1.13%	112.61	2.03%	17.11	0.00%	-	2.02%	17.11
Yogeshware Healthcare Limited	0.01%	0.93	0.10%	0.87	0.00%	-	0.10%	0.87
Shalby Internation Limited	0.00%	0.04	-0.01%	(0.05)	0.00%	-	-0.01%	(0.05)
Griffin Mediquip LLP	-0.90%	(90.51)	-54.11%	(454.98)	0.00%	-	-53.70%	(454.98)
Shalby Hospitals Mumbai Private Limited	0.00%	0.09	-0.01%	(0.04)	0.00%	-	-0.01%	(0.04)
Mars Medical Devices Limited	6.79%	679.09	43.45%	365.28	0.00%	-	43.12%	365.28
Slaney Healthcare Private Limited	0.44%	44.22	1.48%	12.42	-3.96%	(0.25)	1.44%	12.17
P.K.Healthcare Pvt Ltd (w.e.f. 25 Jan 2024)	6.35%	635.60	-4.99%	(41.94)	0.00%	-	-4.95%	(41.94)
Ningen Lifecare Private Limited (w.e.f. 25 Jan 2024)	0.00%	(0.03)	0.01%	0.12	0.00%	-	0.01%	0.12
Healers Hospital Pvt Ltd (w.e.f. 15 March 2024)	10.18%	1,018.26	-0.04%	(0.37)	0.00%	-	-0.04%	(0.37)
Foreign								
Shalby Kenya Limited	0.00%	(0.32)	0.86%	7.21	-1.42%	(0.09)	0.84%	7.11
Shalby Global Technologies Pte. Ltd.	7.98%	798.46	-62.43%	(524.88)	61.97%	3.99	-61.48%	(520.89)
Shalby Advanced Technologies, Inc.	0.17%	16.59	-1.86%	(15.60)	7.46%	0.48	-1.78%	(15.12)
Non Controling Interest in above subsidiaries	-0.74%	(74.13)	-0.69%	(5.79)	0.05%	0.00	-0.68%	(5.79)
Grand Total	**100.00%**	**10,003.74**	**100.00%**	**840.77**	**100.00%**	**6.43**	**100.00%**	**847.20**

As per our report of even date

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Registration No. 006711N/N500028

Brijesh Thakkar
Partner
Membership No: 135556

Place : Ahmedabad
Date : May 28, 2024

For and on behalf of the Board
Shalby Limited

Dr. Vikram Shah
Chairman & Managing Director
DIN: 00011653

Shyamal Joshi
Director
DIN: 00005766

Amit Pathak
Chief Financial Officer

Tushar Shah
AVP & Company Secretary

Place : Ahmedabad
Date : May 28, 2024

SHALBY LIMITED
•Passion••Compassion••Innovation•

Shalby Limited

Regd.: Shalby Hospitals, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015
Tel : +91 79 4020 3000, Website : www.shalby.org Email : companysecretary@shalby.in CIN:L85110GJ2004PLC044667

Notice

Notice is hereby given that the 20th Annual General Meeting ('AGM') of the Members of Shalby Limited will be held on Thursday, September 26, 2024 at 4:00 p.m. through video conferencing (VC), to transact the following business;

ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 together with Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare a Final Dividend of ₹ 1.20 (Rupees One and Twenty Paisa only) per Equity Share of the face value ₹ 10/- (Rupees Ten only) each for the financial year 2023-24.

SPECIAL BUSINESS

Item No. 3 - Re-Appointment of Mr. Shanay Shah, holding office or place of profit

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to the re-appointment of Mr. Shanay Shah, son of Dr. Vikram Shah, Chairman and Managing Director of the Company, holding office or place of profit, as President of the Company, on a remuneration not exceeding ₹ 2.50 crore per annum for a period of 5 years effective from October 5, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the said remuneration within the overall maximum remuneration of ₹ 2.50 crore per annum during the terms of appointment of Mr. Shanay Shah, upon recommendation of Nomination and Remuneration Committee and Audit Committee.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) of the Company be and is hereby authorized to do all acts, deeds, matters and things necessary and expedient to give effect to the resolution(s)."

Item No. 4 - Ratification of the remuneration payable to Cost Auditors of the Company for the FY 2024-25

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration, as recommended by Audit Committee and as approved by the Board of Directors and set out in the statement annexed to the notice convening this meeting, to be paid to M/s. Borad Sanjay B & Associates, Cost Accountants, Ahmedabad (Firm Registration No. 102408), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025, be and is hereby ratified."

By Order of the Board of Directors

Tushar Shah
AVP & Company Secretary
Mem. No. FCS7216

Date: July 8, 2024
Place: Ahmedabad

Regd. Office:
Shalby Hospitals,
Opp. Karnavati Club
S. G. Road, Ahmedabad 380015

NOTES

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the Twentieth AGM will be Shalby Hospitals, Opp. Karnavati Club, S. G. Road, Ahmedabad - 380015.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to fcschintanpatel@gmail.com with a copy marked to evoting@nsdl.com and companysecretary@shalby.in

5. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto.

6. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 16 for the process to be followed for updating bank account details.

7. Members may note that the Board, at its meeting held on May 28, 2024, has recommended a final dividend of ₹ 1.20 per equity share for the financial year ended March 31, 2024. The cut-off date for the purpose of final dividend is

September 19, 2024. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after September 26, 2024, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC, bank details etc. with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date. Shareholders holding shares in physical mode are requested to refer note no. 18 and update their KYC & bank details with Kfin Technologies Ltd. (R & T Agent of the Company).

8. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final and special dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident individual shareholders, tax shall be deducted at source under section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN or having invalid PAN	20% or as notified by the Government of India (GOI)

* i) As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.

ii) As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2024-25 does not exceed ₹ 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be sent through email at companysecretary@shalby.in on or before September 17, 2024.

9. Members seeking any information with regard to the accounts or any matter to be placed at the ensuing AGM, are requested to write to the Company on or before September 16, 2024 through email to companysecretary@shalby.in.

10. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at companysecretary@shalby.in. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Chintan I Patel & Associates (Membership No. FCS 12315) (CP No. 20103) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

12. Members holding shares either in physical or dematerialized mode, as on cut-off date, i.e. September 19, 2024, may cast their votes electronically. The e-voting period commences on Sunday, September 22, 2024 (9:00 a.m. IST) and ends on Wednesday, September 25, 2024 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 19, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

14. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. September 19, 2024, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.

15. In compliance with the Circulars, the Annual Report for 2023-24, the Notice of the 20th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).

16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses, are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of Shareholder	Process to be followed	
Shares held in Physical mode	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Shalby Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Shares held in Dematerialize mode	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

17. Members may also note that the Notice of the 20th AGM and the Annual Report 2023-24 will also be available on the Company's website at, https://www.shalby.org in Investors Section, websites of the stock exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively.

18. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to **get dividend only in electronic mode.** Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at https://www.shalby.org in Investors Section under Investors Service Forms.

19. Those members holding shares in demat mode are also requested to update their KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details] with their depository participant (DP) at the earliest, if not updated.

20. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.shalby.org.

21. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Book Closure:

22. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the year 2023-24 and in connection with Annual General Meeting of the Company.

Other Notes

23. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker between September 20, 2024 and September 23, 2024 by sending an email on companysecretary@shalby.in from their registered email address, mentioning their name, demat account number / folio number and mobile number. Those Members who holds shares as on cut-off date for 20th Annual General Meeting and who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time as appropriate for smooth conduct of the AGM.

24. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members in electronic mode.

25. Members desirous in seeking any information with regard to accounts / financial statements are requested to send their queries to the Company through email at companysecretary@shalby.in at least ten days before the meeting so as to enable the management to keep the relevant information ready and answer them in the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 22, 2024 at 9:00 a.m. IST and ends on Wednesday, September 25, 2024 at 5:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on cut-off date i.e. Thursday, September 19, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

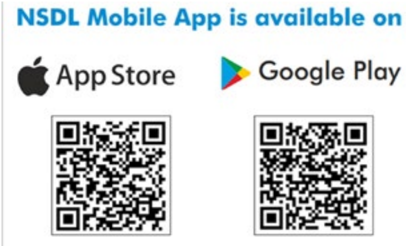
Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the Initial password or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Chintan Patel at fcschintanpatel@gmail.com with a copy marked to evoting@nsdl.com and companysecretary@shalby.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@shalby.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@shalby.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility smoothly.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps **mentioned above for Access to NSDL e-Voting system**. After successful login, you can see link of "VC link" placed under **"Join meeting"** menu against company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@shalby.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Shanay Shah was appointed as President International Business by the Board of directors in their meeting held on May 25, 2019 for a period of 5 years effective from October 5, 2019 upon the recommendation by nomination and remuneration committee. The members of the Company, subsequently approved the said appointment in the annual general meeting held on August 26, 2019. The terms of appointment of Mr. Shanay Shah will be getting expired on October 4, 2024.

The Board of Directors, upon recommendation by Nomination and Remuneration Committee and Audit Committee, at their meetings held on July 8, 2024 have approved the re-appointment of Mr. Shah as President for a period of 5 years effective from October 5, 2024 with a remuneration not exceeding ₹ 2.50 crore per annum,subject to approval of the Shareholders by way of Ordinary Resolution. The Nomination and Remuneration Committee, Audit Committee and Board has power to vary the remuneration within the overall limit of ₹ 2.50 crore p.a.

Mr. Shah, aged 33 years, holds a bachelors' degree in science with honours in accounting and finance from University of Warwick, United Kingdom and masters' degree in international health management from Imperial College, UK. He is also a CFA (USA) chartered holder. He is associated with our Company since October 5, 2013 and involved in overseeing the international business, financial operations and investor relationship of the Company. He has an experience over five years in the healthcare industry.

Mr. Shah is a related party within the definition of Section 2(76) of the Companies Act 2013 ("the Act"). Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000/- requires prior approval by way of ordinary resolution of the Company. Hence, approval of members is sought for his appointment and payment of remuneration to him by the company as proposed in the resolution under item no. 3 of the Notice.

The information as required under Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well Section 102 of the Act is as under:

a. Name of the related party: Mr. Shanay Shah;

b. Name of the Director or Key Managerial Personnel who is related: Dr. Vikram Shah, Chairman & Managing Director;

c. Nature of relationship: Mr. Shah is son of Dr. Vikram Shah, Chairman & Managing Director of the Company. Mr. Shanay Shah is one of the promoters of Company and holds 1,37,525 equity shares directly constituting to 0.13 % of total paid up capital.

Dr. Vikram Shah, Chairman and Managing Director of the Company, being relative, is deemed to be concerned or interested in passing the said resolution. Mr. Shanay Shah and his relatives are deemed to be interested in the said resolution to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no 4 of the notice for approval of members as ordinary resolution.

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Borad Sanjay B & Associates, Cost Accountants, Ahmedabad as the Cost Auditor of the Company to audit the cost records of the Company for the financial year ending on March 31, 2025 at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors need to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 4 of the Notice.

Accordingly, Board of Directors recommend the Ordinary resolution at item no. 4 of the Notice for members' approval for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

By Order of the Board of Directors

- sd /-
Tushar Shah
AVP & Company Secretary
Mem. No. FCS7216

Date: July 8, 2024
Place: Ahmedabad

Regd. Office:
Shalby Hospitals,
Opp. Karnavati Club
S. G. Road, Ahmedabad 380015

SHALBY
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SHALBY LIMITED

CIN: L85110GJ2004PLC044667

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