

Appendix I

Please see point-wise changes to be incorporated in the Red Herring Prospectus and Prospectus:	
Risk Factors	
1.	We undertake to revise Risk Factor No. 18 in the Red Herring Prospectus and Prospectus suitably for any factual updates that may require to be factored in at the time of filing of such documents. Please note that as on the date of this response, there have been no further developments since the date of the DRHP. Accordingly, we do not propose any revision in disclosures.
2.	We undertake to shift Risk Factor No. 34 to the top 15 risk factors in the Red Herring Prospectus and Prospectus, subject to any observation received from the SEBI.
3.	<p>We undertake to revise Risk Factor No. 40 as follows in the Red Herring Prospectus and Prospectus: (changes in red below)</p> <p><i>“We have entered into various transactions with related parties, such as for rental of properties, purchase of consumables, commissions, guarantee fees, sponsorship charges, remuneration paid to Key Managerial Personnel, professional fees to relatives of Key Managerial Personnel, sale promotion expenses to relatives of Key Managerial Personnel and sale of services. While we believe that all such transactions have been conducted on an arm’s length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Manian and Rao, Chartered Accountants have certified vide their certificate dated July 23, 2024 that all related party transactions in the last three years, have been conducted on an arms length basis and are in compliance with the Companies Act, 2013 and applicable laws.”</i></p>
4.	We undertake to correct the numbering of risk factor from 42 onwards in the Red Herring Prospectus and Prospectus.
5.	<p>We undertake to revise Risk Factor No. 3 as follows in the Red Herring Prospectus and Prospectus: (changes in red below)</p> <p><i>“Our Statutory Auditors have included certain emphasis of matters, and audit qualifications matters prescribed in the audit reports of our Company for Fiscals 2023 and 2024.</i></p> <p><i>The audit reports for the standalone and consolidated financial statements of our Company for Fiscals 2023 and 2024 included certain audit qualifications and emphasis of matters. In Fiscal 2024, the audit report included an emphasis of matter in relation to lack of appropriate audit evidence with respect to a vendor for capital goods inter alia its existence, validity of transactions, from whom procurements aggregated ₹ 9.58 million during the period from April 1, 2021 till March 31, 2024, in the context of multiple emails alleging financial irregularities by the Holding Company/Directors. As per the examination report dated July 20, 2024 issued by our Statutory Auditor, a report submitted by an independent firm of chartered accountants did not observe any negative findings other than the incorrect charge of goods and service tax for the above mentioned vendor, in respect of which GST has remained unrecovered. Further, in relation to the emails alleging financial irregularities, we have filed a cybercrime complaint dated October 20, 2023 before the Cyber Crime Department, Bidhannagar Commissionerate, Kolkata, for defamation, which is pending as on date. For further details, please see “Restated Consolidated Financial Information— Note 50” on page 307.</i></p> <p><i>Further, our Company provided a guarantee of ₹ 670.00 million and created a charge on land, building, property, plant and medical equipment belonging to our Company for ₹ 282.72 million and ₹ 110.58 million, in favour of a lender against personal loans availed by Dr. Somnath Chatterjee and Ritu Mittal, promoters and directors of our Company (“Directors”), and in violation of Section 185 of the Companies Act, 2013 (the “Act”). Thereafter, pursuant to negotiation with the lender the guarantee and charge given by the Company on the personal loans taken by the Directors were vacated on March 30, 2024. Accordingly, our Company had filed form GNL-1 dated December 28, 2023 before the Ministry of Corporate Affairs, Kolkata for satisfaction of charges and compounding of the violation. Further, due to some operational challenges, our Company was unable to conduct its Annual General Meeting (“AGM”)</i></p>

Suraksha Diagnostic Limited (formerly known as Suraksha Diagnostic Private Limited)

CIN: U85110WB2005PLC102265

Reg Office: 12/1, Premises No. 02-0327, DG Block, Action Area 1D, New Town, Kolkata-700 156, West Bengal, India

E-mail: info@surakshanet.com | **Website:** www.surakshanet.com | **Phone:** (033) 6605 9750

in accordance with the provisions of section 96 of the Act. Consequently, our Company failed to comply with (i) section 129(2) of the Act relating to laying the financial statements before every AGM; (ii) section 137 of the Act relating to the filing of financial statements with the RoC; and (iii) section 92 of the Act relating to the filing of annual returns. Accordingly, our Company filed an application dated March 30, 2024 before, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata for compounding of delay of 65 days in holding the Annual General Meeting for the financial year ended March 31, 2023. The aforementioned offences have been compounded by the relevant adjudicating officers by way of their orders dated July 12, 2024. The auditor's report for Fiscal 2023 was qualified in relation to the abovementioned matters.

We cannot assure you that our Statutory Auditors' reports for any future financial period will not contain similar matters or other remarks, qualifications observations or other matters prescribed under Companies (Auditor's Report) Order, 2020, and that such matters will not otherwise affect our results of operations.”

6.

We undertake to revise Rish Factor No. 33 as follows in the Red Herring Prospectus and Prospectus: (changes in red below)

“33. Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard. The e-form MGT-14 submitted to the MCA pertaining to certain amendments to our Articles of Association is yet to be approved by the RoC.

We have not been able to trace certain corporate records and secretarial forms filed by our Company, as mentioned below:

S. No.	Particulars of missing records/forms	Date of event/reference date	Details
1.	Form 23B	December 12, 2005	Appointment of M/s. K S Bothra & Associates as auditors of the Company in the first AGM of the Company.
2.	Form 23	November 29, 2011	Filing of special resolution passed in the EGM for approval of grant of sweat equity shares

While we have relied on alternative documents such as minutes of the shareholder meetings of the Company for the purpose of making disclosures in relation to such untraceable corporate/secretarial records in this Draft Red Herring Prospectus, we cannot assure you that we will be able to trace these records. We have obtained a certificate dated July 23, 2024, from Manish Ghia & Associates, in relation to untraceable corporate records such as the aforementioned. Our Company has also written to the RoC in relation to such missing records, requesting the RoC to share copies of the specified secretarial forms that may be available with them, vide its letter dated July 22, 2024.

Further, there may also be inadvertent errors or inaccuracies in our historical corporate and secretarial filings. For instance, the form ADT-1 filed by our Company on March 16, 2023, inadvertently mentions a shorter audit period than the actual accounting period for which the audit was conducted. In addition, the same form ADT- 1 was erroneously filed twice. Our Company has filed a form GNL-2 in this regard, as clarification for such error.

As per the certificate dated July 23, 2024 from Manish Ghia & Associates, there are also certain discrepancies in our historical form filings and corporate records, few of which have been set out below:

S. No.	Particulars of missing records/forms	Details
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