



ROYAL CARE
HOSPITALS
making life better



Royalcare Super Speciality Hospital Limited

CIN : U85100TZ2012PLC018984

1/520, Neelambur, Sulur Taluk, Coimbatore - 641 062, Tamilnadu

12th Annual Report
2023-24

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ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED

CIN : U85100TZ2012PLC018984

Regd. Office : Door No. 1/520, Neelambur, Sulur Taluk, Coimbatore - 641 062

Phone : 0422-2227000, 2227126, E-mail : accounts@royalcarehospitals.in, Web : www.royalcarehospital.in

BOARD OF DIRECTORS:

Dr. K. Madeswaran

Chairman Cum Managing Director

Dr. K. Chockalingam

Director

Sri. K.P. Alagesan

Director

Sri. K.M. Subramanian

Director

Mrs. M. Shanmugapriya

Director

Dr. S. Kalyanakumari

Director

Dr. P. Selvaraj (upto 16.08.2024)

Director

Dr. S. Paulvannan

Director

Sri. K.K. Chandrasekar

Director

Sri. M.P. Prabhu

Director

Dr. N. Sudhakar

Director

Dr. M. Sudhakaran

Director

Dr. V.R. Pattabhiraman

Director

Dr. P. Chokkalingam

Director

Dr. Minu Madeswaran

Additional Director (w.e.f. 23.08.2024)

Dr. S.P. Thiruppathy

Independent Director

Sri. K. Muthusamy

Independent Director

Sri. T. Balachander

Director Finance Cum CFO

CS. K. Rangasamy

Company Secretary

STATUTORY AUDITORS:

M/s. JSR & CO

Chartered Accountants

No. 18/1, First Floor, Govindarajulu street

Avinashi Road, Tirupur - 641 602

INTERNAL AUDITOR:

CA. P. Vishnu Adithan

Chartered Accountant

Coimbatore - 641 012

SECRETARIAL AUDITOR:

CS. R. Mahalingam

Practising Company Secretary

Coimbatore

COST AUDITOR:

CMA. G. Sivagurunathan

Cost Accountant

Coimbatore

REGISTRAR AND SHARE TRANSFER AGENT:

LINK INTIME INDIA PRIVATE LIMITED

“Surya”, 35, Mayflower Avenue, Behind Senthil

Nagar, Sowripalayam Road, Coimbatore - 641 028.

Ph : 0422 4958995, 2539835/836

E-mail : coimbatore@linkintime.co.in

REGISTERED OFFICE:

Door No. 1/520, Neelambur,

Sulur Taluk, Coimbatore - 641 062

BANKERS:

State Bank of India, Tirupur

The South Indian Bank Ltd, Tirupur



CHAIRMAN'S MESSAGE...

DEAR
SHAREHOLDERS,

The hospital is continuing to work tirelessly to become the leading private hospital in the western Tamilnadu and the past one year has been a testament of this hard work. I am happy and proud to say that we are working towards the goals and dreams of every one of you.

With the constant demand of rooms for our patients, we have worked swiftly and expanded further with 104 individual rooms as per the requirements of the population that we serve with better and newer facilities added in the new block. And we expect further expansion to happen with 373 rooms being added to our existing hospital and become a 11 lakh square foot ultra modern health care paradise.

Hospital is investing in a new HIMS software at cost exceeding 1 crore rupees to make the entire hospital paperless and will ensure that there are no delays in the medical records or reports availability etc so that patients will have up to date information about their health at their fingertips.

The requirement of rapid services reaching patients is of paramount importance and hospital we have added two 2-wheeler ambulances and 4 more fully equipped regular ambulances to the existing fleet.





Bio fire and maldi ToF

We are the first hospital in Tamilnadu to have purchased Biofire and maldi ToF equipment for the department of Microbiology which shall help in diagnosing infections 10 times faster in our patients to ensure rapid and safe recovery.

We have also started MEM course in the department of Emergency Medicine and have 4 seats every year from 2024 and hence we plan to expand the number of emergency beds from 18 to 30 within the next 12 months. Department of Radiology and General Surgery have been included this year for DNB student intake. We hope to expand the DNB program in the department of Anesthesia and Gynecology.

The hospital shall also has invested in flow cytometry and bone marrow transplant unit at the cost of Rs. 3 crores to help treat and cure patients with hematological malignancies and other blood related disorders.

Flow Cytometry



BMT Unit



We hope to be the pioneer in the medical industry in this area to bring in as many technological advancements as possible to benefit the public.

Dr.K.Madeswaran

Chairman

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **12th Annual General Meeting of the Members of ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED** will be held on **Saturday the 28th day of September, 2024 at 03.00 P.M** at Multipurpose Hall, Near Doctors Car parking, at the Registered Office of the Company situated at **Door No.1/520, Neelambur, Sulur Taluk, Coimbatore -641 062**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the **Audited Financial Statements** of the Company for the financial year ended **31st March, 2024**, and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr.K.K.Chandrasekar (DIN: 01618444)** Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of **Mr.M.P.Prabhu (DIN: 01345356)** Director, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of **Dr. P. Chokkalingam (DIN: 07970900)** Director, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To Appointment of **Dr. Minu Madeswaran (DIN: 10383360)** as Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 152 , 161 and other applicable provisions, if any, of the Companies Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), **Dr. Minu Madeswaran (DIN: 10383360)** who was appointed by the Board as an Additional Director of the company with effect from 23.08.2024 who holds office as such up to the date of this Annual General Meeting, consent of the members be and is hereby accorded to appoint as Director of the company with liable to retire by rotation.

FURTHER RESOLVED THAT Dr.K.Madeswaran, Managing Director be and is hereby authorized to take all necessary action to give effect to this resolution.

6. **To re-appointment of Cost Auditor and fix his remuneration.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as on **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) **CMA. G. Sivagurunathan, Cost Accountant (Membership No. 23127)** Coimbatore appointed by the Board of Directors of the Company on recommendation of the Audit Committee to conduct the audit of cost records of the company for the financial year 2024-25 on a remuneration of ₹ 1,00,000 (Rupees One Lakh Only) Plus GST and out-of-pocket expenses if any for the purpose of audit.

7. To Approval for Material Related party Transactions.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (the ‘Act’), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rule , 2014, the company’s policy on Related party transactions, and any other applicable provisions including any amendments there of for the time being in force, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transactions(s) with the company, a Company in which certain directors of our company is interested in the capacity as a Director of the said other company , a related party with in the meaning of Section 2 (76) of the Act, for the following transactions , on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value for the financial year 2024-25, **provided that said contract(s)/arrangement(s)/transactions(s) so carried out shall be exceeding the threshold limit specified under this act, at arm’s length basis and as in the ordinary and extra ordinary course of business of the company.**

S.No	Name of the Related Party	Nature of Transaction/ Information	Maximum aggregate value of transactions	Period
1	M/s. Sabari Constructions Technologies Private Ltd	Expansion of Hospital Building and other allied Services – Phase III Project. Having 6.51 lakhs Sq.ft. and bed capacity of 537 Nos.	₹ 180 Crores In FY 2024-25 (Against overall contract value of ₹ 505.58 Crores)	FY 2024-25 (Contract period from FY 2023-24 to FY 2026-27)
2	M/s. RMC Medical Services Private Ltd	Purchase of Medicines/Surgical/ Consumable items and Availing Services related to Leasing of Medical Equipment’s	₹ 85.00 Crores	FY 2024-25

RESOLVED FURTHER THAT Dr.K.Madeswaran, Managing Director (DIN 06389218) and Mr. T.Balachander Director Finance (DIN 09216680) and Mr. K.Rangasamy (ACS 21157) Company Secretary of the Company be and are hereby severally authorized to execute the above contract(s)/arrangement(s)/transactions(s) to the said related parties and to do such other acts, things deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to the above resolution.”

For and on behalf of the board

(Sd/-) CS K.Rangasamy
Company Secretary

Place: Coimbatore

Date: 23.08.2024

Notes:

1. The members entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. In case of joint holders attending the meeting, only such joint holders whose name appears at the top in the hierarchy of names shall be entitled to vote.
3. Members / proxies should bring the attendance slips duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. The statement of material facts pursuant to Section 102 (1) of the Companies Act, 2013 in respect of **Item No 5,6 & 7 of the Notice is annexed hereto.**
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Ltd (LLIPL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting at the time of the AGM will be provided by Link Intime India Private Ltd (LLIPL).
6. Members holding shares in dematerialised form (electronic form) are requested to intimate any change in their address, bank mandate, Residential Status, PAN, category as per Income Tax Act etc. directly to their respective Depository Participants.
7. Members are requested to note that the Company's shares are under compulsory demat for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid any inconvenience.
8. The Results shall be declared within 48 hours after the close of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.royalcarehospital.in and on the website of Link Intime India Private Ltd (LLIPL) within the aforesaid period.

9. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by **Link Intime India Private Ltd (LLIPL):**

- a) The remote **e-voting period commences on 25.09.2024 (9.00 am) and ends on 27.09.2024 (5.00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 21.09.2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- b) **CS. R. Mahalingam Practising Company Secretary (Membership No. FCS 7709; CP 8399)**, Coimbatore have been appointed as the **Scrutinizer to scrutinize the e-voting process** (including remote e-voting of members at the AGM) in a fair and transparent manner.
- c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 21.09.2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **25.09.2024 (Wednesday) at 09.00 A.M. and ends on 27.09.2024 (Friday) at 05.00 P.M.** The remote e-voting module shall be disabled by Link Intime India Private Ltd (LLIPL) for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. 21.09.2024 (Saturday)**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on **the cut-off date, being 21.09.2024 (Saturday)**.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who has registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.

- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – If registered with CDSL Easi/Easiest facility****Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:
 - A. User ID: Enter your User ID
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company

- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
 - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- ☞ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ☞ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number ‘. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: +91 22 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : +91 22 4886 7000 and +91 22 2499 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 22 55 33.

Forgot Password:

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED HERETO AND FORMS PART OF THE NOTICE DATED 23.08.2024.**Item No.5**

The Board of Directors of the Company had appointed **Dr. Minu Madeswaran (DIN: 10383360)**, as an Additional Director of the company with effect from 23rd August, 2024, pursuant to provisions of Section 152 & 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

Dr. Minu Madeswaran (DIN: 10383360), is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of **Dr. Minu Madeswaran (DIN: 10383360)**, as a director of the company for members approval.

None of the Directors except **Dr. Minu Madeswaran (DIN: 10383360)**, the appointee concerned and Dr.K.Madeswaran , Managing Director (DIN: 06389218) are interested in the passing of this Resolution.

Item No.6

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of **CMA G. Sivagurunathan., Cost Accountant (Membership No. 23127)**, Coimbatore, as Cost Auditor to conduct audit of cost records of the company for the financial year ending 31st March 2025 and fixed his remuneration as ₹ 1,00,000 (Rupees One Lakh Only) plus GST 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 Auditor for the financial year ending 31st March 2025 fixed subject to the approval of members at the ensuing Annual General Meeting.

Accordingly, the consent of members is sought for passing an ordinary resolution set out in **item no. 6 of the notice.**

None of the Directors, Key Managerial Personnel of the company / their relatives are in any way, concerned or interested financially in the resolution set out in **item no. 6 of the notice.**

The Board recommends the ordinary resolution set out in **Item no. 6 of notice** for the approval of the members

Item No. 7

The Board of directors in their meeting held on 29th March, 2024, has approved the said transactions with related parties as set out in **resolution no. 7 of notice.**

The following disclosure (s) in respect of the above transactions to the related party is made in accordance with the provisions of Section 188 of the Companies, Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

S. No	Name of the Related Party	Name of the Director or KMP who is related if any	Nature of Relationship	Nature of Transaction/ Information	Maximum aggregate value of transactions
1	M/s. Sabari Constructions Technologies Private Ltd	Dr.K. Madeswaran Managing Director	Brother of Sri. K.Vangatachalapathy (MD of M/s. Sabari Constructions Technologies Private Ltd)	Expansion of Hospital Building and other allied Services – Phase III Project. Having 6.51 lakhs Sq.ft. and bed capacity of 537 Nos.	₹ 180 Crores In FY 2024-25 (Against overall contract value of ₹ 505.58 Crores)
2	M/s. RMC Medical Services Private Ltd	Dr.K. Madeswaran Managing Director Dr.K.Chockalingam Director	Both are Director in RMC Medical Services Private Ltd	Purchase of Medicines/Surgical/ Consumable items and Availing Services related to Leasing of Medical Equipment's	₹ 85.00 Crores

Members are hereby informed that pursuant to Second proviso of Section 188(1) of the Companies Act, 2013, no member of the company shall vote on such resolution to approve any contract or arrangement or transaction which may be entered into by the company, if such member is a related party.

Accordingly, the consent of members is sought for passing a special resolution set out in **item no 7 of the notice.**

None of the Directors, Key Managerial Personnel of the company / their relatives are in any way, except Dr.K.Madeswaran, Managing Director (DIN 06389218) and Dr.K.Chockalingam, Director (DIN. 02558069) is concerned or interested in the resolution set out in **item no. 7 of the notice.**

The Board recommends the special resolution set out in **Item no. 7 of notice for the approval of the members..**

For and on behalf of the board

Place: Coimbatore

Date: 23.08.2024

(Sd/-) CS K.Rangasamy

Company Secretary

DIRECTORS' REPORT

Your Directors are pleased to present their **12th Annual Report** of the Company together with the audited statement of accounts for the year ended 31st March 2024.

FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	31.03.2024 (Current year)	31.03.2023 (Previous Year)
Income from Operation and other Service	33792.64	31064.95
Profit before Depreciation and Taxes	4884.77	3995.18
Less: Depreciation	2453.27	2438.91
Profit /(Loss) before Tax	2431.50	1556.27
Provision for Taxes		
Current Tax (Including Provision)	424.83	271.97
Less: MAT Credit Entitlement	(424.83)	(271.91)
Deferred Tax (Income)/Expenses	(16.65)	(11.24)
Profit / (Loss) after tax transfer to Reserves and Surplus.	2448.15	1567.51

REVIEW OF OPERATIONS AND PERFORMANCE:

During the year your Company has reported a turnover of ₹ **33792.64 Lakhs** as against the previous year Turnover of ₹ 31064.95 Lakhs.

Your company earned a Profit of ₹ **2448.15 lakhs** as against the Profit of ₹ 1567.51 lakhs previous year.

DIVIDEND:

In view of the inadequate accumulated profit by the company, Directors are not in a position to recommend any dividend for the financial year ended **31st March, 2024**.

TRANSFER TO RESERVES :

The Company does not transfer any amount out of the profit to reserves.

FINANCE:

Cash and Cash equivalents as at **31st March 2024, is ₹ 2724.94 Lakhs**. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters which are kept under strict check through continues monitoring.

DEPOSITS:

As per Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits), Rules, 2014, the Company has not accepted any deposits from the public during the year.

INTERNAL CONTROL SYSTEM:

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Your Company has a proper and adequate system of internal controls. These controls ensure transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition to that, there are operational controls, covering the entire spectrum of internal financial controls.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status and the Company's operations in future.

CHANGES IN NATURE OF BUSINESS, IF ANY:

During the year under review, there is no change in the nature of business of the company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting financial position of the Company which have occurred between the end of the financial year of the company to which the Financial Statements relate and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT:

In terms of the requirement of Section 134 (5) of the Companies Act, 2013, the Directors hereby confirm:

- 1) that in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures
- 2) that the Directors have 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 accounting year 31st March, 2024 of the Company for that period.
- 3) that the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- 4) that the Directors have prepared the Annual Accounts on a going concern basis.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, The Board has carried out the annual performance evaluation of its own performance and Directors. The Performance evaluation of Independent Directors of your board was carried out during the year and the Board of Directors have expressed their satisfaction with the outcome of the evaluation process.

The performance evaluation of the Chairman of the Board and Non-Executive Directors was carried out by the Independent Directors. The Independent Directors have expressed their Satisfaction with the outcome of the evaluation process.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

There were no qualifications, reservations or adverse remarks made by the Auditor and Practicing Company Secretary in their report.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

There have been no frauds reported by the Auditors pursuant to Section 143 (12) of the Companies Act, 2013.

BOARD MEETINGS:

The Board of Directors met **Seven** times during this financial year 2023-24

4 th June 2023	26 th July 2023	19 th Aug 2023
26 th Aug 2023	21 st Nov 2023	11 th Jan 2024
29 th Mar 2024		

Attendance details of each Director at the Board meetings, Committee Meetings and at the Last Annual General Meeting are set out below:

S.No	Board of Directors	Board Meeting (7)	Audit Committee (4)	Nomination & Remuneration Committee (4)	CSR committee (2)	Annual / Extraordinary General Meeting (1)
1	Dr.K.Madeswaran	7	-	-	-	1
2	Dr.K.Chockalingam	7	-	-	-	1
3	Sri.K.P.Alagesan	6	-	-	2	1
4	Dr.S.P.Thiruppathy	5	4	4	-	-
5	Smt.M.Shanmugapriya	3	-	-	-	-
6	Sri.K.M.Subramanian	4	-	2	-	-
7	Dr.S.Kalyanakumari	6	-	-	-	1
8	Dr.P.Selvaraj	2	-	1	-	-
9	Dr.S.Paulvannan	7	-	-	-	-
10	Sri.M.P.Prabhu	3	2	-	-	1
11	Sri.K.K.Chandrasekar	4	3	-	-	-
12	Dr.N.Sudhakar	6	-	-	-	-
13	Dr.M.Sudhakaran	7	-	-	-	1
14	Dr.V.R.Pattabhiraman	7	-	-	-	-
15	Dr.P.Chokkalingam	6	-	-	-	1
16	Sri.K.Muthusamy	7	4	4	2	1
17	Sri.T.Balachander	7	-	-	2	1

The figures within brackets denote the number of meetings held during 1st April 2023 to 31st March 2024.

KEY MANAGERIAL PERSONNEL:

The Key Managerial Personnel of the Company as stipulated under the Companies Act, 2013 are Dr. K. Madeswaran, Managing Director, Sri.T. Balachander, Director Finance cum CFO and CS. K.Rangasamy, Company Secretary.

DIRECTORS RETIRE BY ROTATION:

Mr.K.K.Chandrasekar (DIN: 01618444) Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr.M.P.Prabhu (DIN: 01345356) Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Dr.P.Chokkalingam (DIN: 07970900) Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Dr.P.Selvaraj (DIN: 07750712) Director, resigned from the board with effect from 16.08.2024. The board approved the same during the meeting held on 23.08.2024.

STATUTORY AUDITORS:

The members had at the 11th Annual General Meeting held on 23rd September, 2023 approved the appointment of **M/s. JSR AND CO, Chartered Accountants, Tirupur, having Firm Registration No. 014137S** for a period of Five years from FY 2022-23 to 2026-27.

INTERNAL AUDIT:

CA.P.Vishnu Adithan, Practicing Chartered Accountant, was appointed as the Internal Auditor of the company to conduct the internal audit of our company.

Cost Audit:

In terms of Section 148 and other applicable provisions of the Companies Act 2013, read with Companies (Cost Records and Audit) Rules, 2014, **CMA.G. Sivagurunathan, Cost Accountant (Membership No. 23127)**, Coimbatore was appointed as Cost Auditor of the company by the Board on recommendation of Audit Committee for the Financial Year 2023-24. The report of the cost auditors will be filed with ROC on due date.

SECRETARIAL AUDIT/AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **CS.R.Mahalingam (CP No.8399)**, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year **2023-24**.

As required under section 204 (1) of the Companies Act, 2013 the company has obtained a Secretarial Audit Report. The Company Secretary in Practice has made its observation in Secretarial Audit Report (MR 3) which is annexed herewith as **“Annexure III”**

COMPLIANCE OF SECRETARIAL STANDARDS :

The company has complied with applicable Secretarial standards issued by the Institute of company secretaries of India from time to time.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary Declaration of Independence from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company met with the criteria of their Independence laid down in Section 149(6).

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

SHARE CAPITAL:

The Company has not bought back any of its securities during the year under review. The Company has not issued any Sweat Equity Shares, Bonus Shares, Equity Shares with Differential Rights, and Employees Stock Option Plan to the employees during the year under review.

During the year the Authorized Share Capital has increased from ₹ 200.00 Crores to ₹ 250 Crores.

During the year the paid-up Share capital of the company has increased from ₹ 164,37,69,430 to ₹ 171,01,77,680 by way of allotment of equity shares on rights basis to the existing equity shareholder of the company.

CREDIT RATING:

Infomeric Valuation and Rating Private Ltd (IVR) has affirmed the Credit Rating of your company's Long term bank facilities **"IVR BBB – " (IVR Triple B Minus: Outlook: Stable).**

HOSPITAL ACCREDITATION:

Your Hospital has obtained a NABH Certification for our Multi Speciality Hospital services with intent to provide the high standards of safety and quality care to the patients.

AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

In pursuance of the applicable provisions of Section 177 of the Companies Act, 2013 a committee of Directors consisting of Four Directors constituted as Audit Committee.

1.Sri. K.Muthusamy	- Independent Director	(Chairman)
2.Dr. S.P.Thirupathy	- Independent Director	(Member)
3.Sri. M.P.Prabhu	- Director	(Member)
4.Sri. K.K.Chandrasekar	- Director	(Member)

NOMINATION AND REMUNERATION COMMITTEE:

In pursuance of the applicable provisions of Section 178 of the Companies Act, 2013 a committee of Directors consisting of Four Directors as Nomination and Remuneration Committee.

1.Sri. K.Muthusamy	- Independent Director	(Chairman)
2.Dr. S.P.Thirupathy	- Independent Director	(Member)
3.Sri. K.M. Subramanian	- Director	(Member)
4.Dr. P.Selvaraj	- Director	(Member) (upto 16.08.2024)
5. Sri. T. Balachander	- Director Finance cum CFO	(Member) (w.e.f. 23.08.2024)

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

In pursuance of the applicable provisions of Section 135 of the Companies Act, 2013 a committee of Directors consisting of Three Directors as Corporate Social Responsibility Committee.

1) Sri. K.Muthusamy	- Independent Director	(Chairman)
2) Sri. K.P.Alagesan	- Director	(Member)
3) Sri. T.Balachander	- Director Finance Cum CFO	(Member)

During the year 2023-24 in pursuance of the recommendations of the CSR Committee, the Company had contributed ₹ **27.38 Lakhs being 2% of the last three years' average net profit of the Company** towards implementing the CSR activities.

Annual Report on CSR as required under Section 135 read with schedule VII and other applicable provisions of the Companies Act, 2013 is appended as **"Annexure - I"** to this report.

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.royalcarehospital.in/policies/>

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the company will be provided upon request.

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

The provisions of section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 relating to the conservation of energy, technology absorption to the company is as under:

CONSERVATION OF ENERGY:

During the year, your company has taken significant measures to reduce the energy consumption by using energy-efficient equipment and constantly evaluates & invests in new technology to make its infrastructure more energy efficient.

The following energy saving measures were adopted during the year 2023-2024.

- Optimal Utilization of Chillers and EC Plug fan mounted AHUs

- Conversion of conventional Chillers and condenser pumps to energy efficient VFD mounted power friendly pumps
- Conversion of ceiling fans into BLDC fans
- Replacement of conventional centrifugal pumps with Hydro Pneumatic Pumps.

The Company sourced power generated from alternate sources like solar energy etc., thereby achieving substantial savings.

TECHNOLOGY ABSORPTION:

During the year, your Company has brought the best that the world has to offer in terms of technology. In its continuous endeavor to serve the patients better and to bring healthcare of international standards,

During the year 2023-24 Investment in Medical Equipment amounts to ₹ **506.23 Lakhs**.

FOREIGN EXCHANGES OUTGO AND EARNED:

Total Foreign Exchange used is ₹ Nil during the year. (Previous year ₹ Nil)

Total Foreign Exchange earned is ₹ **151.10 lakhs** during the year. (Previous year ₹ 204.73 Lakhs)

HUMAN RESOURCES DEVELOPMENT:

Your Hospital provide paramount importance to human resources development and provide congenial atmosphere and frame work for helping employees to develop their personal and organizational skills, knowledge and abilities. Your Hospital believes in developing the most superior workforce so that organization and individual employees can accomplish their work goals by providing improved service to the patients.

INDUSTRIAL RELATIONS:

Industrial relations continue to be cordial and the Directors appreciate the co-operation extended by the employees at all levels.

PARTICULARS OF LOAN, GUARANTEE AND INVESTMENT:

During the year the company has not provided any loan, under Section 186 of the Companies Act, 2013.

During the year the company has not provided any Corporate Guarantee under Section 186 & 188 of the Companies Act, 2013.

During the year the company has not made any investment under Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS:

During the year under review, all transactions with related parties were in the ordinary course of business and on an arm's length basis and approved by the Audit Committee. The details of related parties transactions which are not in arm's length basis and which are material significant in nature requiring disclosure in **Form AOC - 2** is annexed herewith as "**Annexure - II**" forming part of the report.

The details of related party transactions during financial year 2023-24, including transactions with person or entity belonging to the Promoters/relatives are provided in the accompanying general notes.

ANNUAL RETURN:

Pursuant to Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the Company on the following Link: <https://www.royalcarehospital.in/annual-return/>

INSURANCE:

The Company's properties, equipment and stocks are adequately insured against all major risks.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has set up vigil mechanism for Directors and Employees to report their genuine concerns, During the Financial Year, no complaints or concerns were received by the Chairman of the Audit Committee under the Vigil Mechanism.

Vigil Mechanism and Whistle Blower Policy is available in the Company's website: <https://www.royalcarehospital.in/policies/>

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has in place an Anti-Harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint received from any employee during the year and there is no complaint is outstanding as on 31st March 2024 for redressal.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR:

No applications have been made against the Company during the year under review and no proceeding are pending against the Company under the Insolvency and Bankruptcy Code, 2016. The Company has not done any one time settlement with any Bank or Financial Institutions.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY:

Your Company had One Associate Company (M/s. VVSR Green Energy Private Ltd) and does not have any Subsidiary and Joint Venture Company.

ACKNOWLEDGEMENT:

Your company and its directors wish to extend their sincere thanks to the Members of the Company, State Government, Local Bodies, Banks & Financial Institutions, Suppliers, Executives, Consultant Doctors, Staff at all levels for their continuous co-operations and assistances.

BY ORDER OF THE BOARD

For ROYAL CARE SUPER SPECIALITY HOSPITAL LTD

Coimbatore
23.08.2024

(Sd/-) Dr.K.MADESWARAN
Managing Director
DIN 06389218

(Sd/-) Dr.K.CHOCKALINGAM
Director
DIN 02558069

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE - I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A Brief outline of the CSR Policy of the Company:

The CSR Policy of the Company is creating a meaningful and lasting impact on the communities in remote areas by helping them transcend barriers of socio-economic development and Extending Comprehensive Integrated Healthcare Services to the community. During the year, the company-initiated CSR activities in line with CSR policy of the company and within the purview of Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

S. No.	Name of the 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.	Sri.K.Muthusamy	Chairman -Independent Director	2	2
2.	Sri.T.Balachander	Member -Director	2	2
3.	Sri.K.P.Alagesan	Member- Director	2	2

3. Provide the web link(s) where composition of CSR Committee, CSR policy and CSR Projects approved by the Board are disclosed on the website of the company : <https://www.royalcarehospital.in/policies/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. : **Not Applicable**

5. (a) Average net profit of the company as per section 135 (5)	₹ 13,68,60,168/-
(b) Two percent of average net profit of the company as per section 135(5)	₹ 27,37,203/-
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years	-
(d) Amount required to be set off for the financial year, if any	-
(e) Total CSR obligation for the financial year (b + c - d).	₹ 27,37,203/-

6. (a) Amount spent on CSR Projects:

(i) On going Project	-
(ii) Other than on going Project	₹ 27,38,000/-
(b) Amount spent in Administrative Overheads.	-
(c) Amount spent on Impact Assessment, if applicable.	-
(d) Total amount spent for the Financial Year [(a)+(b)+(c)].	₹ 27,38,000/-

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	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
27,38,000/-	Nil				

f) Excess amount for set off, if any:

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

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

Sl. No.	Preceding Financial Year. (in ₹)	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in unspent CSR Account under Section 135(6) (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a fund specified under Schedule VII as per second proviso to section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)
					Amount (in ₹)	Date of Transfer	
1.	FY	NIL	NIL	NIL	NIL		NIL

8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created / acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. 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 Board

Coimbatore
23.08.2024

(Sd/-) K.Muthusamy
Chairman of CSR Committee
Independent Director
DIN : 08196322

(Sd/-) T.Balachander
Member of CSR Committee
Director
DIN: 09216680

ANNEXURE II
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 Contracts or arrangements or transactions not at arm's length basis - **NIL**
2. Details of Material Contracts or arrangement or transactions at arm's length basis :

A	Name of the related party	RMC Medical Services Private Limited	Sabari Constructions Technologies Private Ltd
	Nature of relationship	Private company in which a director or his relative is a member or director.	Private company in which a director or his relative is a member or director.
B	Nature of contracts/ arrangements/transactions.	1. Purchase of Medicine/Surgical, Consumable items etc. 2. Lease Medical Equipment Rental Payment and allied services and Security deposit on Lease Equipment.	1. Expansion of Hospital Building and other allied Services. -Phase III Project 2. Canteen Sales/OP Bill/Rent Receipt on vacant Land etc. 3. Repairs and Maintenance etc.
C	Duration of the contracts/ arrangements/ transactions	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024
D	Salient terms of the contracts or arrangements or transactions including the value, if any;	Maximum Transaction value shall be decided by Board	Maximum Transaction value shall be decided by Board
E	Date(s) of approval by the Board, if any.	29 th March, 2023	29 th March, 2023
F	Amount paid / received as advances, if any.	NIL	Project Mobilization Advance ₹ 15.62 Crores.

For and on behalf of Board

Coimbatore
23.08.2024

(Sd/-)Dr.K.MADESWARAN
Managing Director
DIN 06389218

(Sd/-) Dr.K.CHOCKALINGAM
Director
DIN 02558069

ANNEXURE - III
SECRETARIAL AUDIT REPORT

To

The Members

Royalcare Super Speciality Hospital Limited

(CIN: U85100TZ2012PLC018984)

No 1/520 Neelambur Village

Sulur Taluk, Coimbatore - 641062

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibilities of the management of the Company. My responsibility is to express an opinion on these secretarial records, systems, standards and procedures, based on audit.
2. Further, our audit report is limited to the verification and reporting of the statutory compliances on laws/regulations/guidelines listed in our report and the same pertain to the Financial Year ended on 31st March, 2024
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Coimbatore
23.08.2024

(Sd/-) R. Mahalingam
Company Secretary in Practice
FCS 7709 CP.NO. 8399
PRB NO.637/2019
UDIN: F007709F001026441

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 No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Royalcare Super Speciality Hospital Limited

(CIN: U85100TZ2012PLC018984)

No 1/520 Neelambur Village

Sulur Taluk, Coimbatore – 641062

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Royalcare Super Speciality Hospital 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 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 31st March, 2024, 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 Royalcare Super Speciality Hospital Limited (“the Company”) for the financial year ended on 31st March 2024 (‘Audit Period’) according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of the Companies Act 1956;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder; (not applicable during the year under review)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (not applicable during the year under review)
- 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;(not applicable during the year under review)
- v. the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) - Not applicable to the Company during the Audit Period);

- vi. The following other laws specifically applicable to the company:
- a. The Medical Termination of Pregnancy Act, 1971
 - b. The Medical Termination of Pregnancy Rules, 1975
 - c. The Medical Termination of Pregnancy Regulations, 1975
 - d. The Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection Act, 1994)
 - e. The Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Rules, 1996
 - f. Blood Bank Rules under Drugs and Cosmetics (Second Amendment) Rules, 1999
 - g. The Transplantation of Human Organs and Tissues Act, 1994
 - h. The Environment Protection Act, 1986 & Bio-Medical Waste (Management & Handling) Rules, 1998
 - i. The Pharmacy Act, 1948
 - j. Indian Medical Council Act, 1956
 - k. The Tamil Nadu Narcotic Drugs Rules, 1985
 - l. The Registration of Births and Deaths Act, 1969
 - m. Drugs and Cosmetic Act, 1940

I have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations to the Company.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Not applicable to the Company during the Audit Period;**

I report that, during the period under review the Company has complied with the provisions of the above-mentioned Act, Rules, Regulations, Guidelines, Standards etc.,

I further report that, based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, and also on the review of periodical compliance reports by respective department heads/company secretary/CFO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process and control mechanism exist in the Company to monitor and ensure compliance with applicable financial/general laws like, direct and indirect tax laws, labour laws, and environmental laws.

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. There were no changes in the composition of the Board of Directors that took place during the period under review.

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.

Majority decision is carried through and recorded as part of the minutes. No dissenting views were found in the minutes.

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.

I further report that during the period covered under the Audit, the Company there was no reportable specific action(s) having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, referred to above.

Coimbatore
23.08.2024

(Sd/-) R. Mahalingam
Company Secretary in Practice
FCS 7709 CP.NO. 8399
PRB NO.637/2019
UDIN: F007709F001026441

INDEPENDENT AUDITORS' REPORT

To the Members of **ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED, ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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 ethical requirements that are relevant to our audit of the 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 by us is sufficient and appropriate to provide a basis for our opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701 is not applicable to the Company as it is a unlisted Company.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Board's Report & Management Discussion and Analysis including annexure 's to the Board Report, Corporate Governance and Shareholder's Information, but does not include the financial statements, and our auditor's report thereon.

Our opinion on the 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 and, in doing so, consider whether the other information is materially inconsistent with the 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's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 ("the Act"). 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 financial 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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.

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 section 143 (11) of the Act, we give in the Annexure "A", a statement on the matters specified in Paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by section 143 (3) of the Act, we report to the extent applicable 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 purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid, Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time.
- e. On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
- f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate report in 'Annexure B',
- g. 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations as at March 31, 2024 which would impact its financial position in its financial statements ;
 - ii. The Company did not have any long-term contracts including derivative contracts. Hence the question of any material foreseeable losses does not arise.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a. The Management has represented that, to the best of it's knowledge and belief, as disclosed in notes 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 entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall 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.
 - b. The Management has represented, that, to the best of it's knowledge and belief, as disclosed in notes to the Financial Statements, 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 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;

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- v. Based on such audit procedures performed that have been 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 (a) and (b) contain any material misstatement.
3. In our opinion and according to the information and explanations given to us, the company has not paid any remuneration during the year. Hence the provisions of section 197 of the companies act will not be applicable.
4. Based on our examination which included test checks, the Company, in respect of financial year commencing on April 1, 2023, has used an accounting software of maintaining its books of account which has feature of recording audit trail (edit log) and the same has operated throughout the year for all relevant transactions. The Company has migrated to MIRACLE HIMMS from old software Medineed – Hospital during the year for Hospital Information Managements System.
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For **JSR & Co**
Chartered Accountants
Firm Registration No. 014137S

(Sd/-) CA S. Jayaprakash
Partner
Membership No . 225492
UDIN : 24225492BKBLJH9907

Place : Coimbatore
Date : 23.08.2024

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

{Referred to in Paragraph 1 under the heading of “Report on other Legal and Regulatory Requirements” in the Independent Auditors’ report of even date to the members of **ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED** on the financial statements for the year ended 31st March, 2024}

- (i). a) A) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible assets.
- b) The Company has a regular program of physically verifying all the Property, Plant and Equipment in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties which are free hold are held in the name of the company, as at balance sheet date. In respect of immovable properties given as collateral for loans from banks and financial institutions the title deeds were deposited with the said bank’s/financial institutions and the Company has yet to obtain a confirmation from the said bank that the title deeds are in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024. Accordingly paragraph 3 (i) (d) of the order is not applicable.
- e) According to the information and explanation given to us and the records of the Company examined by us, in our opinion there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly paragraph 3(i) (e) of the order is not applicable.
- (ii) a) As explained to us, inventories were physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on such physical verification, were less than 10% in aggregate for each class of inventory and have been properly dealt with in the books of account.
- b) According to the information and explanations given to us and the records of the Company examined by us, the Company has been sanctioned working capital limits in excess of Rupees five crores in aggregate from banks during the year on the basis of security of current assets of the Company. We were informed by the Company that being over draft facility, the Company doesn’t require to file any quarterly returns with the bankers, as per the sanction letter from the banks. Hence reporting on the Quarterly return or statement is not applicable.

- (iii) According to the information and explanation given to us and based on the audit procedures performed, the Company has not made any investments in or provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions stated under clause 3(iii)(a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.
- (iv). According to the information and explanations given to us, there are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Act, are applicable and accordingly, the provisions stated under clause 3(iv) of the Order is not applicable to the Company.
- (v). In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules there under, to the extent applicable. Therefore, the clause (v) of para 3 of the order is not applicable to the Company.
- (vi). We have broadly reviewed the books of account maintained by the Company in respect of Health Care Services rendered where the maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act and the rules framed there under and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) a. According to the information and explanations and records provided to us, in our opinion the undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, goods and service tax, customs duty, cess and other material statutory dues applicable to it have generally been regularly deposited by the Company with appropriate authorities though there has been slight delay in a few Cases.

According to the information and explanation given to us and based on the records of the Company examined by us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, value added tax, customs duty, service tax, Goods and service tax, cess and any other material statutory dues were in arrears as at 31.03.2024 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us and based on the records of the Company examined by us, the dues of Income-Tax, Customs Duty, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Excise Duty and Cess on account of any dispute, are as follows:

Nature of statute	Nature of Dues	Amount (₹ In Lakhs)	Period to which the amount relates (FY)	Forum where dispute is pending
Income Tax Act	Income Tax	48.06/-	01.04.2016 To 31.03.2017	Commissioner of Income Tax (Appeals), Coimbatore
Income Tax Act	TDS	15.59/-	01.04.2017 to 31.03.2018	Commissioner of Income Tax (Appeals), Coimbatore
Income Tax Act	TDS	15.40/-	01.04.2018 to 31.03.2019	Commissioner of Income Tax (Appeals), Coimbatore
Income Tax Act	TDS	2.11/-	01.04.2019 to 31.03.2020	Commissioner of Income Tax (Appeals), Coimbatore

(viii). In our opinion and according to the information and explanations given to us and based on the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.

(ix) On the basis of verification of records, on an overall examination of the financial statements of the Company and according to the information and explanations given to us,

- a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b) The Company is not declared willful defaulter by any bank or financial institution or other lender.
 - c) The term loans were applied for the purpose for which the loans were obtained.
 - d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not utilized funds raised on short-term basis for long-term purposes.
 - e) According to the information and explanations given to us and on overall examination of the financial statements of the Company, the Company has not taken funds from any entities and persons on account of or to meet the obligations of its subsidiaries or associates.
 - f) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) a) According to the information and explanations given to us and based on the records, the company has not raised any money by way of initial Public Offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

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- b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made allotment of shares on Rights basis u/s 62 (1) of the Companies Act 2013, during the year.
- (xi) a) During the course of our examination of the books and records of the company, carried out based upon the generally accepted auditing procedures performed for the purpose of reporting the true and fair view of the financial statements, to the best of our knowledge and belief and as per the information and explanations given to us by the Management, and the representations obtained from the Management, no material fraud on the Company has been noticed or reported during the year.
- b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditor's) Rules, 2014 with the Central Government. According to the information and explanations given to us and based on the information provided to us and records verified by us, the Secretarial Auditor and the Cost Auditor have not filed report in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us by the Company, based on verifications of the records of the Company is in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable, for all transactions with the related parties and the details of such transactions have been disclosed in the Financial Statements with applicable accounting standards.
- (xiv)a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- b) The internal audit reports of the Company issued till the date of the financial statement for the period under audit have been considered by us.
- (xv) In our opinion, and according to the information and explanations given to us during the year the Company has not entered into non-cash transactions with its Directors or persons connected with its directors, and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) a) Based on the information and explanations given to us by the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, requirement to report on Clause 3(xvi) of the Order is not applicable to the Company.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities.
- c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
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- d) There is no Core Investment Company as part of the Group; hence requirement to report on Clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year respectively.
- (xviii) There has been no resignation of the statutory auditor during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in note no. 32 to the financial statements, ageing and expected dates of realization 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) There is no unspent amount under section 135(5) of the Companies Act, 2013 pursuant to any project under CSR. Accordingly, Clause (xx) (a) & (xx) (b) of the Order is not applicable.
- (xxi) According to the information and explanations given to us one of the Associate Company for which CARO report relating to that Company has not been issued by their auditor till the date of this Audit report.

For **JSR & Co**
Chartered Accountants
Firm Registration No. 0141375

(Sd/-) CA S. Jayaprakash
Partner

Membership No . 225492
UDIN : 24225492BKBLJH9907

Place : Coimbatore
Date : 23.08.2024

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Legal and Regulatory Requirements of our report of even date)

Report on the Internal financial controls Over Financial Reporting under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED** ('the Company') as of 31st March 2024 in conjunction with our audit of the 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 control over financial reporting 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 ('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 the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 ICAI and 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 over financial reporting were 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 system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition 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 the 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 assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the Inherent Limitations Of Internal Financial Controls Over Financial Reporting, 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 over financial reporting 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the criteria for internal financial control over financial reporting 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.

Place : Coimbatore

Date : 23.08.2024

For **JSR & Co**
Chartered Accountants
Firm Registration No. 014137S

(Sd/-) CA S. Jayaprakash

Partner

Membership No . 225492

UDIN : 24225492BKBLJH9907

Balance Sheet as at 31.03.2024

(₹ in Lakhs)

Particulars	Note No	As at 31.03.2024	As at 31.03.2023
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	17,101.78	16,437.69
(b) Reserves & Surplus	3	2,369.85	(3,066.67)
(2) Share Application Money pending allotment	4	-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	5	24,457.85	20,346.00
(b) Other Long Term Liabilities	6	336.67	460.67
(c) Long Term Provisions	7	513.77	599.03
(4) Current Liabilities			
(a) Short - Term Borrowings	8	4,679.80	4,002.39
(b) Trade Payables			
(A) total outstanding dues of MSME; and	9	1,228.39	565.70
(B) total outstanding dues of Creditors other than MSME		1,770.23	680.91
(c) Other Current Liabilities	10	1,046.12	1,239.53
(d) Short-Term Provisions	11	1,021.94	801.00
Total		54,526.40	42,066.25
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment & Intangible Assets			
(i) Property, Plant and Equipment	12	32,904.98	33,115.53
(ii) Intangible Assets		161.61	108.80
(iii) Capital work in progress		8,209.84	1,253.52
		41,276.43	34,477.85
(b) Non-Current Investment	13	116.00	116.00
(c) Deferred Tax Asset (net)	14	174.05	157.40
(d) Long-term Loans and Advances	15	4,052.35	1,607.69
(e) Other non - current assets	16	1,556.58	1,190.51
(2) Current Assets			
(a) Inventories	17	1,330.82	901.20
(b) Trade Receivables	18	2,343.65	1,685.53
(c) Cash and Cash Equivalents	19	2,724.94	504.38
(d) Short-Term Loans and Advances	20	846.31	1,315.22
(e) Other Current Assets	21	105.27	110.47
Total		54,526.40	42,066.25

Significant Accounting policies and the accompanying Notes are an intergral part of the Financial statements 1 to 32

As per our Report of even date attached

For JSR AND CO
Chartered Accountants
Firm Registration No : 0141375

(Sd/-) CA S. Jayaprakash
Partner
Membership No. : 225492
Place : Coimbatore
Date : 23.08.2024

For and on behalf of the Board of Directors

(Sd/-)
Dr.K.Madeswaran
Managing Director
DIN : 06389218

(Sd/-)
Sri. T.Balachander
Director Finance Cum CFO
DIN : 09216680

(Sd/-)
Dr.K.Chockalingam
Director
DIN : 02558069

(Sd/-)
CS K.Rangasamy
Company Secretary

Statement of Profit & Loss For the Period Ended 31.03.2024

(₹ in Lakhs)

Particulars	Note No	As at	As at
		31.03.2024	31.03.2023
I. Revenue from operations	22	33,273.22	30,548.55
II. Other income	23	519.42	516.40
III. Total Income		33,792.64	31,064.95
IV. Expenses:			
Consumables -Hospital & Stores	24	7,275.92	6,856.82
Purchase of Stock-in-Trade	25	3,366.28	2,981.45
Changes in Inventories	26	(194.67)	(26.77)
Service Expenses	27	8,331.83	7,075.64
Employee Benefit Expenses	28	5,409.13	5,379.79
Finance Cost	29	2,215.19	2,683.62
Depreciation and Amortization Expenses	30	2,453.27	2,438.91
Other Expenses	31	2,504.19	2,119.22
Total Expenses (IV)		31,361.14	29,508.68
V. Profit/(Loss) Before Tax		2,431.50	1,556.27
VI. Tax Expenses			
(1) Current Tax (Including Provisions)		424.83	271.91
Less : MAT Credit Entitlement		(424.83)	(271.91)
(2) Deferred tax (Income)/Expenses		(16.65)	(11.24)
VII. Profit/(Loss) for the year (VI-VII)		2,448.15	1,567.51
VIII. Earning per equity share (Face Value of Rs10/-) in Rupees			
1) Basic / Diluted (Face value of ₹ 10 each)		1.43	0.95

Significant Accounting policies and the accompanying Notes are an intergral part of the Financial statements 1 to 32

As per our Report of even date attached
For and on behalf of the Board of Directors

For **JSR AND CO**
Chartered Accountants
Firm Registration No : 014137S

(Sd/-) CA S. Jayaprakash
Partner
Membership No. : 225492
Place : Coimbatore
Date : 23.08.2024

(Sd/-)
Dr.K.Madeswaran
Managing Director
DIN : 06389218

(Sd/-)
Sri. T.Balachander
Director Finance Cum CFO
DIN : 09216680

(Sd/-)
Dr.K.Chockalingam
Director
DIN : 02558069

(Sd/-)
CS K.Rangasamy
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2024

(₹ in Lakhs)

Particulars	2023-24	2022-23
A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) Before Taxation and after Exceptional Items	2,431.50	1,556.27
ADJUSTMENTS FOR:-		
Depreciation and Amortisation	2,453.27	2,438.91
Interest Income	(224.88)	(154.48)
Finance Cost	2,215.19	2,683.63
Operating profit before working capital changes	6,875.07	6,524.33
ADJUSTMENTS FOR:-		
(Increase) / Decrease In Inventories	(429.61)	(250.71)
(Increase) / Decrease In Trade Receivables	(658.12)	(773.81)
(Increase) / Decrease In Short Term Loans & Advances	468.91	(13.75)
(Increase) / Decrease In Other Current Assets	5.20	28.68
Increase / (Decrease) In Current Liability	2,456.94	381.50
Income Tax Paid	-	-
Net Cash Generated from / (Used In) Operating Activity	8,718.40	5,896.24
B) CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(1,042.69)	(1,491.02)
Capital WIP	(8,209.84)	(1,253.52)
Proceeds from Sales	0.67	-
Interest Received	224.88	154.48
Net Cash Generated from (Used In) Investing Activities	(9,026.98)	(2,590.06)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Finance Cost	(2,215.18)	(2,683.62)
Increase in Share Capital & Reserves	3,652.45	-
Increase / (Decrease) In Long Term Borrowings	4111.86	(904.45)
Increase / (Decrease) In Long Term Provisions	(85.26)	(1.55)
Increase / (Decrease) In Long Term -Trade Payables	(124.00)	460.67
(Increase) / Decrease In Long Term Loans & Advances	(2,444.66)	(132.46)
(Increase) / Decrease Non Current Assets	(366.07)	(371.97)
(Increase) / Decrease In Non Current Investments	-	0.55
Net Cash From / (Used In) Financing Activities	2,529.14	(3,632.83)
Increase/(Decrease) In Cash and Cash Equivalents	2,220.56	(326.63)
Cash and Cash Equivalents at the Beginning of the Year	504.38	831.02
Cash and Cash Equivalents at the End of the Year	2,724.94	504.38
Cash on Hand	54.49	33.95
Balance With Bank	2,670.45	470.43

Significant Accounting policies and the accompanying Notes are an integral part of the Financial statements 1 to 32

As per our Report of even date attached

For and on behalf of the Board of Directors

For JSR AND CO
Chartered Accountants
Firm Registration No : 0141375

(Sd/-) CA S. Jayaprakash

Partner
Membership No. : 225492
Place : Coimbatore
Date : 23.08.2024

(Sd/-)
Dr.K.Madeswaran
Managing Director
DIN : 06389218

(Sd/-)
Sri. T.Balachander
Director Finance Cum CFO
DIN : 09216680

(Sd/-)
Dr.K.Chockalingam
Director
DIN : 02558069

(Sd/-)
CS K.Rangasamy
Company Secretary

Note No – 1

A. NATURE OF OPERATIONS :

Royalcare Super Speciality Hospital Limited was incorporated in the year 2012 and commenced its hospital operation in the year 2016 with the flagship of Multi-Super Speciality Hospital at Coimbatore.

B. SIGNIFICANT ACCOUNTING POLICIES :

i. Method of Accounting :

The Financial statements have been prepared to comply in all material respects with accounting standards specified under section 133 of the Companies Act read with rule 7 of the companies (Accounting Standards) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. The Accounting policies have consistently applied by the Company with those used in the previous year.

All Accounting policies and applicable AS have been applied consistently for all periods presented.

ii. Use of estimates :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities disclosures relating to contingent liabilities and assets as at the balance sheet date reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognized prospectively in the year in which the events are materialized.

iii. Property, Plant and Equipment Depreciation and Amortization :

Property, Plant and Equipment :

Property, Plant and Equipments are stated at cost comprises of the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Depreciation and Amortization :

Depreciation on Property, Plant and Equipment is provided under Written down Value Method at the rates determined based on Useful Lives of the respective assets and the residual values in accordance with Schedule II of the companies Act, 2013.

iv. Inventories :

- a. Inventories are valued at lower of cost and estimated net realizable value.
- b. Cost arrived at on First-in-First out (FIFO) basis.
- c. Stores & Spares which do not meet the definition of Property, Plant and Equipment are accounted as inventories.

v. Revenue Recognition :

All income and expenses to the extent they are considered as receivable and payables respectively, unless specifically stated to be otherwise are accounted for on mercantile basis.

In respect of claims from insurance Companies are accounted as and when the claims are accepted or settled by the insurance company whichever is earlier.

Unbilled revenue is recorded for the service rendered upto the year end of 31st March, where the patients are not discharged and invoice is yet to be raised for the service rendered.

vi. Borrowing Cost :

Borrowing Costs include interest and other costs incurred in connection with borrowing of funds. Borrowing attributable to the acquisition or construction of qualifying assets is capitalized as a part of such assets. All other borrowing cost is recognized as expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

vii. Translation of Foreign Currency Transactions :

- 1) Foreign currency transactions are recorded at exchange rates prevailing on the date of such transactions.
- 2) Foreign currency monetary assets and liabilities at the year end are realigned to the exchange rate prevailing at the year end and the difference on realignment is adjusted in the Profit and Loss account.
- 3) Non-monetary foreign currency items are carried at cost.
- 4) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement.

viii. Retirement Benefits :

Payment to defined contribution schemes are charged as expense as and when incurred.

Post Employment and other long term benefits which are defined benefit plans are recognized based on the present value of the obligation determined in accordance with Accounting Standard 15 on “Employee Benefits”

ix. Taxes on Income :

Tax on Income for the Current Period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act 1961, and based on the expected outcome of assessments/ appeals. Deferred Tax is recognized on timing difference between accounting income and the taxable income for the year quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred Tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax (“MAT”) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance note issued by Institute of Chartered Accountants of India

("ICA"), the said asset is created by way of credit to Statement of Profit and Loss. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

x. Impairment of Assets :

At the Balance Sheet date an assessment is done to determine whether there is any indication of impairment in the carrying amount of the company's fixed assets. An asset is treated impaired when carrying cost of assets exceeds its recoverable value.

An impairment loss is charged to the Profit and Loss Account in the year in which an asset identified as impaired. The impairment loss, if any, recognized in prior accounting period is reversed if there has been any change in the estimate of recoverable amount.

xi. Contingent Liabilities :

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Contingent liabilities, which are considered significant and material by the Company, but not provided for in the books of accounts, are disclosed by way of notes to accounts.

xii. Investments :

Long Term Investments are stated at cost. Provisions for diminution in value of long-term investments are made, if the diminution is other than temporary.

Notes to Financial Statements

1. Shareholders Funds

Note No. : 2 Equity Share Capital

(₹ in Lakhs)

Sr. No	Particulars	As at 31.03.2024	As at 31.03.2023
1	AUTHORIZED CAPITAL 25,00,00,000 Equity Shares of ₹ 10/- each.	25,000.00	20,000.00
		25,000.00	20,000.00
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 17,10,17,768 Equity Shares of ₹ 10/- each	17,101.78	16,437.69
	Total	17,101.78	16,437.69

a. Reconciliation of Equity shares outstanding is set out below :

Particulars	As at 31.03.2024		As at 31.03.2023	
	No.of shares	₹ in Lakhs	No.of shares	₹ in Lakhs
Number of shares outstanding at the beginning of the year	16,43,76,943	16,437.69	16,43,76,943	16,437.69
Add : Issued during the year	66,40,825	664.08	-	-
Number of shares outstanding at the end of the year	17,10,17,768	17,101.78	16,43,76,943	16,437.69

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share.

b. Details of Shareholders holding more than 5% shares in the Company :

Name of the Shareholder	As at 31.03.2024		As at 31.03.2023	
	No.of shares held	% of holding	No.of shares held	% of holding
Dr K.Madeswaran	2,31,10,542	13.51	2,25,67,200	13.73

c. Details of holding promoters of the Company :

Name of the Promoters	Equity Shares as As at 31.03.2024			Equity Shares as As at 31.03.2023		
	No.of shares	% of Holding	% change in Shareholding	No.of shares	% of Holding	% change in Shareholding
Dr K.Madeswaran	2,31,10,542	13.51	-0.22	2,25,67,200	13.73	-
Dr.K. Chockalingam	35,83,260	2.10	-0.03	35,00,000	2.13	-
Mr.K.P.Alagesan	20,85,000	1.22	-	20,00,000	1.22	-

Notes to Financial Statements

(₹ in Lakhs)

Note No.: 3 Reserves & Surplus

Particulars	As at 31.03.2024	As at 31.03.2023
1. Securities Premium Reserve	2,988.37	-
	2,988.37	-
2. Surplus (Profit & Loss Account)		
Balance brought forward from previous year	(3,066.67)	(4,634.18)
Add: Profit/(Loss) for the period	2,448.15	1,567.51
	(618.52)	(3,066.67)
Total	2,369.85	(3,066.67)

Note : Amounts received on issue of shares in excess of the par value has been classified securities premium reserve.

2. Share Application money pending allotment
Note No.: 4 Share Application Money Pending Allotment

Particulars	As at 31.03.2024	As at 31.03.2023
Share Application Money Pending allotment	-	-
Total	-	-

3. NON-CURRENT LIABILITIES
Note No.: 5 Long-Term Borrowings

Particulars	As at 31.03.2024	As at 31.03.2023
Term Loans from Banks		
1. State Bank of India -I	6,158.44	7,098.16
2. State Bank of India -II	5,497.96	6,341.54
3. State Bank of India -III	1,361.99	1,572.80
4. State Bank of India-ECLGS-I	431.99	892.07
5. State Bank of India-ECLGS-II	698.99	1,191.50
6. State Bank of India-ECLGS-III	1,714.53	2,187.05
7. State Bank of India-New Term Loan	7,880.23	-
8. South Indian Bank-371	22.54	28.68
9. South Indian Bank-372	321.51	407.28
10. South Indian Bank-373	99.42	126.04
11. South Indian Bank-052 ECLGS	52.50	105.00
12. South Indian Bank-067 ECLGS	175.00	235.00
	24,415.10	20,185.12
Medical Equipment & Vehicle Loan from Financial Institutions:		
1. Siemens Financial Services Private Ltd-ECLGS	22.90	39.27
2. Hero Fin Corp	-	64.21
3. BMW Financial Services P Ltd-Vehicle Loan	19.85	57.40
	42.75	160.88
Sub Total (A)	24,457.85	20,346.00

Notes to Financial Statements

(₹ in Lakhs)

A. Security Particulars of Secured Loans & Terms of Repayment :

- 1 Hospital Project Loan along with ECLGS availed from State Bank of India is Primarily Secured by first charge on the Land, Building and part of Medical Equipment and Current assets of the company located at Neelambur Village at Coimbatore . It carries interest rate of 8.50 % Per annum. and repayable in 120 monthly instalments. ECLGS loan carries interest rate of 9.25 % Per annum & repayable in 48 monthly instalments.& New term Loan of Phase III carries interest rate of 8.75 % per annum & repayable in 108 monthly instalments after moratorium period.
- 2 Medical Equipment Loan availed from Hero Fin Corp Secured by Hypothecation of assets purchased out of the loan and it carries interest rate of 11.50% Per annum, repayable in 75 monthly instalments.
- 3 Land and Medical Equipment Loan along with ECLGS loan availed from South Indian Bank Secured by Hypothecation of assets purchased out of the loan and land to the extent of 2.725 Acres and it carries interest rate of 8.95% Per annum, repayable in 103 monthly instalments and ECLGS loans are carries interest rate of 9.25% p.a, repayable in 48 monthly instalments.
- 4 Vehicle Loan availed from BMW Financial Services P Ltd Secured by Hypothecation of assets purchased out of the loan and it carries interest rate of 7.40 % Per annum, repayable in 48 monthly instalments.
- 5 The above Secured loan facilities are further guaranteed by personal guarantees of Dr.K.Madeswaran, Managing Director, Dr.K.Chockalingam, Director & Mr.K.P.Alagesan, Director of the company & further equity shares of the company , which is owned by promoters and certain directors are pledged as per loan sanction terms of State Bank of India.

Note No. : 6 Other Long-Term liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
Long Term Payables (Capital Goods)	336.67	460.67
Total (B)	336.67	460.67

Note No. : 7 Long Term provisions

Particulars	As at 31.03.2024	As at 31.03.2023
Gratuity (Funded)	513.77	599.03
Total (C)	513.77	599.03
Total (A+B+C)	25,308.29	21,405.70

Notes to Financial Statements

(₹ in Lakhs)

4.CURRENT LIABILITIES
Note No.: 8 Short Term Borrowings

Particulars	As at 31.03.2024	As at 31.03.2023
Secured Borrowings		
1. Secured OD - South Indian Bank	1,067.21	847.83
2. Current Maturities of Long-Term Debt	3,612.59	3,154.56
Total	4,679.80	4,002.39

- The Secured OD facility from South Indian Bank, collaterally secured by first charge on the current assets and land held in the name of the Company located at Neelambur Village, Sulur Taluk, Coimbatore.
- The Secured OD facility carries interest rate of 8.95 % Per annum.
- As per terms of sanction letter, the Company is not required to file monthly/quarterly statement of current assets.

Note No.: 9 Trade Payables

Particulars	As at 31.03.2024	As at 31.03.2023
Sundry Creditors for Services:		
1. Dues to Micro and Small Enterprises #	1,228.39	565.70
2. Dues to enterprises other than Micro and Small Enterprises #	1,770.23	680.91
Total (a+b)	2,998.62	1,246.61

*The Information in relation to dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with company.

Ageing for trade payables as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment				
	< 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Micro and Small Enterprises (MSME)	1,228.39	-	-	-	1,228.39
(ii) Others	1,768.78	-	1.45	-	1,770.23
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total (i) to (iv)	2,997.17	-	1.45	-	2,998.62

Notes to Financial Statements

(₹ in Lakhs)

Ageing for trade payables as on 31.03.2023

Particulars	Outstanding for following periods from due date of payment				
	< 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Micro and Small Enterprises (MSME)	565.70	-	-	-	565.70
(ii) Others	679.13	1.78	-	-	680.91
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total (i) to (iv)	1,244.83	1.78	-	-	1,246.61

Note No. : 10 Other Current Liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
1. Accrued Salaries and Benefits	354.70	341.55
2. Advance received from Patients	39.46	53.53
3. Statutory Dues	243.52	223.81
4. Creditors for Capital goods	147.89	221.30
5. Other Liabilities	260.55	399.34
Total	1,046.12	1,239.53

Other liabilities includes caution deposits collected from employees who are in services amounting to ₹ 2.37 Crores

Note No. : 11 Short Term Provisions

Particulars	As at 31.03.2024	As at 31.03.2023
1. Provision for employee benefits		
a. Provision for Gratuity	4.82	-
2. Provision for (Minimum Alternative Tax) MAT	424.83	271.91
3. Other Short term provisions	592.29	529.09
Total	1,021.94	801.00

(1) Non - Current Assets
Note : 12 Property, plant and Equipment and Intangible Assets

(₹ in Lakhs)

S. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		Figures as on 01.04.2023	Additions	Deletions	Total 31.03.2024	Up to 31.03.2023	For the Year 2023-24	Deletions	Up to 31.03.2024	WDV as on 31.03.2024	WDV as on 31.03.2023
1	Building	22,068.07	1,014.70	-	23,082.76	4,080.44	876.11	-	4,956.56	18,126.20	17,987.63
2	Building IBMS	225.55	-	-	225.55	55.18	8.29	-	63.48	162.07	170.37
3	Building Interior	966.86	85.01	-	1,051.86	260.79	35.78	-	296.58	755.28	706.07
4	Computer & Printer	308.99	90.47	-	399.46	256.65	51.25	-	307.91	91.54	52.34
5	Electrical Fittings	1,200.14	127.14	-	1,327.28	799.18	119.37	-	918.55	408.73	400.96
6	Genset	153.82	-	-	153.82	129.72	6.24	-	135.96	17.86	24.10
7	Air Conditioner	727.85	-	-	727.85	482.61	44.39	-	526.99	200.85	245.24
8	Canteen Vessels	253.41	28.14	-	281.55	188.94	25.62	-	214.56	66.99	64.47
9	Lift	194.20	-	-	194.20	111.84	14.91	-	126.74	67.47	82.36
10	Medical Instruments	593.18	55.94	-	649.12	375.35	49.61	-	424.96	224.16	217.83
11	Office Equipment	248.83	4.34	-	253.17	203.04	18.23	-	221.27	31.90	45.79
12	OT Table	71.20	-	-	71.20	54.70	3.40	-	58.10	13.10	16.50
13	UPS System Vehicle	31.02	-	-	31.02	25.95	1.31	-	27.27	3.75	5.07
14	Medical Equipments	8,883.06	506.23	-	9,389.30	5,130.77	813.02	-	5,943.79	3,445.50	3,752.29
15	Medical Equipments - Life Saving	1,108.86	-	-	1,108.86	673.98	89.50	-	763.48	345.38	434.88
16	Vehicle	373.91	-	5.01	368.90	233.42	43.70	4.33	272.78	96.12	140.49
17	Furniture & Fittings	972.81	286.94	-	1,259.76	423.55	192.41	-	615.95	643.80	549.26
18	RO Plant	21.97	-	-	21.97	13.81	1.48	-	15.29	6.69	8.16
19	Sewage Treatment Plant	72.06	-	-	72.06	37.05	6.34	-	43.39	28.68	35.01
20	Fire Fighting Equipments	163.39	2.00	-	165.39	126.62	9.82	-	136.44	28.96	36.77
21	Land	8,139.94	-	-	8,139.94	-	-	-	-	8,139.94	8,139.94
	Total A	46,779.12	2,200.91	5.01	48,975.02	13,663.59	2,410.78	4.33	16,070.04	32,904.98	33,115.53
22	Intangible Assets										
	Software	228.67	95.30	-	323.97	119.87	42.49	-	162.36	161.61	108.80
	Total B	228.67	95.30	-	323.97	119.87	42.49	-	162.36	161.61	108.80
23	Work-in-Progress										
	Building WIP - Flat	1,014.70	-	1,014.70	-	-	-	-	-	-	1,014.70
	Building Phase III	185.72	8,024.12	-	8,209.84	-	-	-	-	8,209.84	185.72
	Software-WIP	53.10	38.94	92.04	-	-	-	-	-	-	53.10
	Total C	1,253.52	8,063.06	1,106.74	8,209.84	-	-	-	-	8,209.84	1,253.52
24	Ladies Hostel (Leased)	12.07	-	12.07	-	-	-	12.07	-	-	-
	Total D	12.07	-	12.07	-	12.07	-	12.07	-	-	-
	Total (A+B+C+D)	48,273.38	10,359.27	1,123.82	57,508.83	13,795.53	2,453.27	16.40	16,232.40	41,276.43	34,477.85

Notes to Financial Statements

(₹ in Lakhs)

(i) Ageing of Capital work-in-progress as at 31.03.2024 ;

Particulars	Amount in Capital work-in-progress for a period of				
	< 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Building WIP-Phase III	8,024.12	185.72			8,209.84
Total	8,024.12	185.72	-	-	8,209.84

(i) Ageing of Capital work-in-progress as at 31.03.2023;

Particulars	Amount in Capital work-in-progress for a period of				
	< 1 Year	1-2 years	2-3 years	More than 3 Years	Total
Building WIP-Flat	-	1,014.70	-	-	1,014.70
Building WIP-Phase III	185.72				185.72
Software-WIP	53.10	-			53.10
Total	238.82	1,014.70	-	-	1,253.52

Note No.: 13 Non Current Investments

Particulars	As at 31.03.2024	As at 31.03.2023
Long term investments at Cost		
1. Shares in Somanur Water Scheme P Ltd - 90000 Equity Shares of ₹ 100/- each	90.00	90.00
3. Shares in VVSR Green Energy - 260000 Equity Shares of ₹ 10/- each	26.00	26.00
Total	116.00	116.00

Note No.: 14 Deferred Tax Asset (Net)

Particulars	As at 31.03.2024	As at 31.03.2023
1. Deferred tax (Opening)	157.40	146.16
2. Arising out of timing difference in depreciable Asset (Liability) created during the year	16.65	11.24
Total	174.05	157.40

Notes to Financial Statements

(₹ in Lakhs)

Note No.: 15 Long Term Loans and Advances

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered good		
I Capital Advances	2,039.51	19.68
II Loans and advances to related parties		
VVSR Green Energy P Ltd	1,000.00	1,000.00
III Other Loans and advances		
Rent Deposits	31.57	31.57
Advance Income tax and Refunds	54.85	54.85
MAT Credit Entitlement FY 2021-22	229.68	229.68
MAT Credit Entitlement FY 2022-23	271.91	271.91
MAT Credit Entitlement FY 2023-24	424.83	-
Total	4,052.35	1,607.69

Note No.: 16 Non Current Assets

Particulars	As at 31.03.2024	As at 31.03.2023
Security Deposits	1,556.58	1,190.51
Total	1,556.58	1,190.51

(2) Current Assets
Note No.: 17 Inventories

Particulars	As at 31.03.2024	As at 31.03.2023
1. Hospital Consumables	886.94	705.87
2. Stores & Spares	78.49	24.61
3. Pharmacy	348.74	156.67
4. Canteen	16.65	14.05
Total	1,330.82	901.20

Note No. : 18 Trade Recievables

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered Good	2,105.69	1,425.55
Unbilled Dues	237.96	259.98
Total	2,343.65	1,685.53

Notes to Financial Statements

(₹ in Lakhs)

Ageing for trade receivables as on 31.03.2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	913.03	655.29	313.99	191.14	32.24	2,105.69
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-	-
(v) Unbilled Dues	237.96	-	-	-	-	237.96
Total	1,150.99	655.29	313.99	191.14	32.24	2,343.65

Ageing for trade receivables as on 31.03.2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	881.10	148.95	309.06	86.44	-	1,425.55
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-	-
(v) Unbilled Dues	259.98	-	-	-	-	259.98
Total	1,141.08	148.95	309.06	86.44	-	1,685.53

Note No.: 19 Cash & Cash Equivalent

Particulars		As at 31.03.2024	As at 31.03.2023
a) Cash and cheques on hand	A	54.49	33.95
b) Balance with Banks			
In Current Accounts		194.92	365.18
In Deposit Accounts		2,475.53	105.25
	B	2,670.45	470.43
Total A + B		2,724.94	504.38

Notes to Financial Statements

(₹ in Lakhs)

Note No.: 20 Short Term Loans and Advances

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered good:		
1. Advance for Expenses	136.50	110.49
2. Loan and Advances to Employees	84.00	100.00
3. Prepaid expenses	179.23	142.39
4. Advance Income Tax Refund	446.58	962.34
Total	846.31	1,315.22

Note No.: 21 Other Current Assets

Particulars	As at 31.03.2024	As at 31.03.2023
1. Accrued Interest (Income)	48.27	72.70
2. Rent Receivable	30.57	8.95
3. Other Charges Recoverable	26.43	28.82
Total	105.27	110.47

Note No.: 22 Revenue from Operations

Particulars	As at 31.03.2024	As at 31.03.2023
1. Inpatients Revenue	24,639.79	23,055.87
2. Outpatients Revenue	5,026.52	4,341.89
3. Pharmacy Sales	2,901.20	2,569.67
4. Dietary Sales	705.71	581.12
Total	33,273.22	30,548.55

Note No.: 23 Other Income

Particulars	As at 31.03.2024	As at 31.03.2023
1. Interest on FDR's & IT Refund	224.88	154.48
2. Other Receipts	294.54	361.92
Total	519.42	516.40

Notes to Financial Statements

(₹ in Lakhs)

Note No.: 24 Consumables - Hospital & Stores

Particulars	As at 31.03.2024	As at 31.03.2023
Inventory at the beginning of the year	730.49	506.55
Add: Purchases of Consumables Hospital	6,583.06	6,374.29
Add: Purchases of Stores & Spares	927.80	706.47
	8,241.35	7,587.31
Less: Inventory at the end of the year	965.43	730.49
Total	7,275.92	6,856.82

Note No.: 25 Purchase Stock In Trade

Particulars	As at 31.03.2024	As at 31.03.2023
1. Pharmacy Purchase	2,240.30	1,912.38
2. Canteen Purchase	1,125.98	1,069.07
Total	3,366.28	2,981.45

Note No.: 26 Changes in Inventories

Particulars	As at 31.03.2024	As at 31.03.2023
Opening Stock	170.72	143.95
Closing Stock	365.39	170.72
(Increase) / Decrease in Inventories	(194.67)	(26.77)

Note No.: 27 Service Expenses

Particulars	As at 31.03.2024	As at 31.03.2023
1. Professional and Consulting Charges to Doctors	5,758.76	5,268.88
2. Lab Testing Charges	127.49	109.49
3. Power and Fuel Consumed	604.47	545.82
4. Medical Equipment Rental Charges	1,101.08	585.74
5. PET CT & RT Charges	175.09	166.67
6. Equipment Maintenance (AMC & CMC)	564.94	399.04
Total	8,331.83	7,075.64

Notes to Financial Statements

(₹ in Lakhs)

Note No.: 28 Employees Benefit Expenses

Particulars	As at 31.03.2024	As at 31.03.2023
1. Salaries, Allowances and Bonus	4,894.71	4,822.81
2. Contribution to Provident and Other Funds	491.29	484.62
3. Staff Welfare Expenses	18.31	72.36
4. Gratuity	4.82	-
Total	5,409.13	5,379.79

Note No.: 29 Finance Cost

Particulars	As at 31.03.2024	As at 31.03.2023
1. Bank and Bank Guarantee Charges	112.55	104.58
2. Interest on Simens Equipment Loan	4.74	8.68
3. Interest on Srei Equipment Loan	-	13.33
4. Interest on Vehicle loan	0.30	1.52
5. Interest on South Indian Bank	92.46	99.66
6. Interest on OD Account-SIB	92.46	84.42
7. Interest on Clix Loan	2.36	10.69
8. Interest on DLF Loan	0.44	3.88
9. Interest on Hero Fincorp Loan	14.04	18.64
10. Interest on Bank of Baroda-I	-	9.79
11. Interest on Bank of Baroda-II	-	9.28
12. Interest on Bank of Baroda-III	-	2.30
13. Interest on Bank of Baroda-ECLGS-II	-	1.73
14. Interest on BMW Finance Services	5.66	8.14
15. Interest on State Bank of India -I	639.91	624.38
16. Interest on State Bank of India -II	571.88	558.10
17. Interest on State Bank of India -III	141.90	138.59
18. Interest on State Bank of India-ECLGS-I	103.92	130.32
19. Interest on State Bank of India-ECLGS-II	132.94	153.30
20. Interest on State Bank of India-ECLGS-III	201.22	140.52
21. Interest on State Bank of India-New Term Loan	241.71	-
22. Loan Pre Closure Charges-BOB	-	439.89
23. Loan Processing Fee	3.87	121.88
24. Interest on Bill discounting	94.54	-
Total	2,456.90	2,683.62
Less :Borrowing Cost Capitalised	241.71	-
Total	2,215.19	2,683.62

Notes to Financial Statements

(₹ in Lakhs)

Note No.: 30 Depreciation & Amortised Cost

Particulars	As at 31.03.2024	As at 31.03.2023
Depreciation and Amortization Expenses	2,453.27	2,438.91
Total	2,453.27	2,438.91

Note No.: 31 Other Expenses

Particulars	As at 31.03.2024	As at 31.03.2023
1. Advertisement and Publicity	98.34	115.98
2. Auditors Remuneration (Refer Note No.31.1)	6.17	5.98
3. Business Promotion Expenses	71.53	61.73
4. Cost Audit Remuneration	1.00	1.00
5. Donation	7.25	5.75
6. Expenditure on CSR Activities	27.38	5.42
7. General Expenses	100.43	21.84
8. GST Ineligible ITC	376.61	281.44
9. Hospital Housekeeping Expenses	537.12	496.67
10. Incidental Expenses	46.93	29.22
11. Insurance Expenses	45.43	40.50
12. Internal Auditors Remuneration	4.00	4.00
13. License and taxes	21.22	19.99
14. Other Administrative Expenses	109.33	109.85
15. Postage and Telegram	4.86	3.91
16. Printing and Stationery Expenses	5.71	3.18
17. Prior Period Expenses	14.70	25.85
18. Professional Charges	60.18	57.69
19. Rent	109.55	95.79
20. Repairs & Maintenance - Building	46.55	40.06
21. Repairs & Maintenance - Computer	38.51	31.31
22. Repairs & Maintenance - Equipment	26.28	27.36
23. Repairs & Maintenance - Hospital Maintenance	286.00	241.05
24. Repairs & Maintenance - Vehicle	124.03	108.80
25. ROC Filing Fees	37.61	18.87
26. Sitting Fee to Directors	2.70	1.75
27. Sundry Debtors Write off	1.65	10.66
28. Telephone Expenses	26.61	28.59
29. Travelling Expenses	130.72	98.97
30. Water Charges	135.79	126.01
Total	2,504.19	2,119.22

Note No.: 31. 1 Payments to the Auditor (Excluding Goods & Service Tax where applicable) (₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
As Auditor		
1. Statutory Audit Fee	5.42	5.26
2. Tax Audit Fee	0.75	0.72
3. GST Audit	-	-
Other Capacity		
1. Tax Representation	-	-
2. Certification Fee	-	-
3. Reimbursement of Expenses	-	-
	6.17	5.98

General Notes No: 32
1. Earnings Per Share (EPS) computed in accordance with AS 20 :

	As at 31.03.2024	As at 31.03.2023
Profit/ (Loss) after tax (₹ In Lakhs)	2,448.15	1,567.51
Number of shares issued (No in Lakhs)	1,710.18	1,643.77
The Nominal value per equity share (₹)	10	10
Basic/Diluted EPS	1.43	0.95

2. Related party disclosure:

List of related parties as identified by the management as under :

(I). Name of related parties and description of relationship

- | | | |
|-----------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a. Key Managerial Personnel | : | Dr.K.Madeswaran |
| b. Other related parties | : | MC Medical Services Private Limited
Sabari Constructions Technologies Private Limited.
RMC Medical Services Private Limited
VVSR Green Energy P Ltd
Uyirin Suvasam
Royalcare Trust
Mrs.M.Shreekala (W/o.Dr.K.Madeswaran)
Ms.Lalithchitra (D/o Dr.K.Madeswaran)
Dr.Minu Madeswaran (D/o. Dr.K.Madeswaran)
Sri.K.P.Alagesan & Smt. A. Vasanthi |

Notes to Financial Statements

(₹ in Lakhs)

(II). Related party transaction in 2023-24

The company has identified all related parties and details of transactions are given below. No provision for doubtful debts or advances is required to be made and no amounts have been written off or written back during the year in respect of debts due from or to related parties. There are no other related parties where control exists that need to be disclosed. Following transactions were carried out with the related parties.

Nature of transaction	Key Managerial personnel	Other related parties	Total
M/s. Sabari Constructions Technologies P Ltd- Repairs & Maintenance & Water	-	53.28	53.28
M/s. Sabari Constructions Technologies P Ltd- Rent income on Vacant land	-	14.16	14.16
M/s. Sabari Constructions Technologies P Ltd- Hospital Building Construction-Bill Booked (Phase III) - WIP	-	7088.49	7088.49
M/s. Sabari Constructions Technologies P Ltd- Hospital Building Construction- (Phase III)- STAGE I MOBILIZATION ADVANCE	-	1062.00	1062.00
M/s. Sabari Constructions Technologies P Ltd- Hospital Building Construction-(Phase III)- STAGE II MOBILIZATION ADVANCE	-	500.00	500.00
Canteen Sales bill to M/s. Sabari Constructions Technologies Private Ltd	-	19.52	19.52
OP bill to M/s. Sabari Constructions Technologies Private Ltd	-	1.74	1.74
OP Pharmacy bill to M/s. Sabari Constructions Technologies Private Ltd	-	1.81	1.81
OP Consultation bill to M/s. Sabari Constructions Technologies Private Ltd	-	0.19	0.19
Purchase from M/s. RMC Medical Services Private Ltd	-	5402.68	5402.68
Equipment Rent Payment to M/s. RMC Medical Services Private Ltd- Lease I	-	155.76	155.76
Equipment Rent Payment to M/s. RMC Medical Services Private Ltd- Lease II	-	906.24	906.24

Notes to Financial Statements

(₹ in Lakhs)

Nature of transaction	Key Managerial personnel	Other related parties	Total
Purchase from M/s. MC Medical Services Private Ltd	-	28.50	28.50
Blood Sales to M/s. MC Medical Services Private Ltd	-	8.34	8.34
Lab testing charges to M/s. MC Medical Services Private Ltd	-	0.06	0.06
Security Deposit to M/s. MC Medical Services Private Ltd towards Lease-- II	-	108.00	108.00
Equipment Rent Payment to M/s. MC Medical Services Private Ltd- Lease -II	-	155.76	155.76
Flat Rent Payment :			
Mrs. A. Vasanthi	-	3.12	3.12
Mr. K.P.Alagesan	-	3.72	3.72
Salary Paid to			
Mrs.M.Shreekala	-	25.20	25.20
Ms.Lalithchitra	-	25.20	25.20
Professional & Consulting Charges :			
Dr.Minu Madeswaran	-	50.44	50.44
Un-Secured Loan from Directors:			
Dr.K.Madeswaran			
(Receipt)	2156.00	-	2156.00
(Paid)	2156.00	-	2156.00
Professional & Consultant charges :			
Dr. K.Madeswaran -Managing Director	393.46	-	393.46
Dr. K.Chockalingam	137.39	-	137.39
Dr.N.Sudhakar	-	166.53	166.53
Dr.S.Paulvannan	-	147.38	147.38
Dr.P.Chokkalingam	-	90.89	90.89
Dr.P.Selvaraj	-	72.00	72.00
Dr.S.Kalyanakumari	-	109.24	109.24
Dr.M.Sudhakaran	-	67.22	67.22
Dr.V.R.Pattabhiraman	-	82.44	82.44
VVSR Green Energy Private Ltd- Interest on Unsecured Loan (Receipt)	-	120.00	120.00

Notes to Financial Statements

(₹ in Lakhs)

Nature of transaction	Key Managerial personnel	Other related parties	Total
VVSR Green Energy Private Ltd- Solar Power Purchase	-	240.93	240.93
Donation to Uyiran Suvasam- CSR Contribution	-	27.38	27.38
Royalcare Trust -Rent Receipt	-	21.24	21.24

3. Remuneration paid to Managing / Whole time Director during the year 2023-24

Remuneration Nil

4. The company has not entered into any derivative transactions during the year under report.**5. Confirmations of balance are yet to be obtained from few parties.****6. Segment Reporting:**

Based on the guiding principles given in accounting standard on the Segment Reporting (AS 17) issued by the ICAI, there is only one Reportable segment namely Healthcare and related activities. As the company's business activity is interrelated, the disclosure requirement of AS-17 in this regard does not arise.

7. During the year there is no impairment of assets as certified by the management.**8. Provision for all known liabilities including depreciation is neither inadequate nor more than what is necessary except compensated leave salary.****9. During the year the company has withdrawn the Corporate Guarantee provided for the amount of ₹ 35.69 Crores to HDFC Bank Ltd on behalf of M/s. RMC Medical Services Private Ltd.****10. Hospital Income and Pharmacy revenue is net of discount/free/concessional treatment/claims. Further, Unbilled revenue is adopted as income in the books of accounts to extent of ₹ 751.31 lakhs for the service where the In-patients are not discharged and invoice is yet to be raised for the service rendered. Revenue is measured at the fair value of the consideration received or receivable from In-patients.****11. During the year the company has written off service receivables from In-patient of ₹ 1.64 lakhs, hence write off has been made to such extent in the books of accounts.****12. During the year the company has discharged the sum of ₹ 130.98 lakhs towards loan processing fees to State Bank of India for Phase III Project (Stage-1). The same was capitalized in the books of accounts.****13. During the year interest expenditure has been charged for Loans obtained from NBFC'S based on the due date fixed by respective NBFC'S lenders.****14. Expenditure on Foreign exchange During the year is ₹ Nil (Previous Year ₹ Nil/-)**

i. CIF value of imports

Notes to Financial Statements

a. Capital goods (Medical Equipment)	Nil
b. Spares	Nil
ii. Earnings in foreign currency	₹ 151.10 lakhs
iii. Expenditure in foreign currency	Nil
iv. Dividend paid in foreign currency	Nil

15. Previous year's figures have been regrouped wherever necessary.

16. ADDITIONAL REGULATORY DISCLOSURES AS PER SCHEDULE III OF COMPANIES ACT, 2013

- (i) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (ii) The Company does not have any investment property.
- (iii) As per the Company's accounting policy, Property, Plant and Equipment (including Right of Use Assets) and intangible assets are carried at historical cost (less accumulated depreciation & impairment, if any), hence the revaluation related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- (iv) During the year Company has not granted Loans or Advances in the nature of loan to any promoters, Directors, KMPs and the related parties (As per Companies Act, 2013) , which are repayable on demand or without specifying any terms or period of repayments.
- (v) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vi) The Company has sanctioned OD and Term Loan facilities from banks on the basis of security of current assets. The Company does not require to file any periodic returns with such banks as per their sanction terms.
- (vii) The Company has adhered to debt repayment and interest service obligations on time. Wilful defaulter related disclosures required as per Additional Regulatory Information of Schedule III (revised) to the Companies Act, is not applicable.
- (viii) There are no transactions with the Companies whose name are struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31st March 2024.
- (ix) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31st March 2024.
- (xi) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.
- (xii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

Notes to Financial Statements

- (a) 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
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary
- (xiii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) 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
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (xiv) The Company has not operated in any crypto currency or Virtual Currency transactions
- (xv) During the year the Company has not disclosed or surrendered any income other than the income recognized in the books of accounts in the tax assessments under Income Tax Act, 1961.

17. Key Financial Ratio :

S.No	Key Financial Ratios / Formula	31.03.2024	31.03.2023	Variance	Reasons for Variance (More than 25%)
1.	Current Ratio Current Asset /Current Liabilities	0.75	0.62	22%	-
2.	Debt Equity Ratio Long Term Debt / Equity	1.44	1.76	(18%)	-
3.	Debt Service Coverage Ratio Cash Accruals (Net Profit+Interest+Dep) Debt Serviced (Interest+Principal Repaid)	1.29	1.12	16%	-
4.	Return on Equity Ratio-% Profit After Tax Equity	14.91%	12.45%	20 %	-
5.	Inventory Turnover Ratio Sales / Avg Inventory	29.81	39.37	(24%)	-

Notes to Financial Statements

S.No	Key Financial Ratios / Formula	31.03.2024	31.03.2023	Variance	Reasons for Variance (More than 25%)
6.	Trade Receivable Ratio Net Sales(Turnover) Average Trade Receivable	16.52	23.52	(30%)	Increase in Trade Receivables
7.	Trade Payable Ratio Net Credit Purchase Average Trade Payables	5.12	10.80	(53%)	Increase in payment cycle
8.	Net Capital Turnover Ratio Net Annual Sales Working Capital (Current Assets- Current Lib)	(13.89)	(11.02)	26%	Increase in sales
9.	Net Profit Ratio Net Profit after Tax Net Sales (Turnover)	7.36	5.13	43 %	Increase in Net Profit
10.	Return on Capital Employed-% Profit before Interest & Taxes Capital Employed (Equity+ Long term Lib+Def)	9.8%	11.5%	(15%)	-
11.	Return on Investment-% Profit after Tax Avg Capital Employed (Equity+ Long term Lib+Def)	5.8 %	4.3%	36%	Increase in Net Profit

- 18.** Employees Benefits – The Company has provided for employee benefits as per Accounting Standard AS15 in respect of defined benefit plan. (Gratuity)

Description of the company's defined plan : The Company operates a defined benefit plan for payment of post employment benefits in the form of gratuity. Benefits under the plan are based on pay and years of service and are vested on completion of five years of service as provided in the Payment of Gratuity Act, 1972. The terms of the benefit's are common for all the employees of the Company.

Notes to Financial Statements

(₹ in Lakhs)

DEFINED BENEFIT PLAN :	31-03-2024	31-03-2023
I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]		
Discount Rate	6.97%	7.24%
Salary escalation rate	5.50%	7.00%
Attrition rate	3.90%	2.87%
Expected rate of return on Plan Assets	7.67%	7.00%
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO) - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
PVO as at the beginning of the period	627.02	680.59
Interest Cost	43.85	49.19
Current service cost	210.30	287.59
Past service cost - (non vested benefits)	-	-
Past service cost - (vested benefits)	-	-
Benefits paid	(42.82)	(24.44)
Actuarial loss/(gain) on obligation (balancing figure)	(243.19)	(365.91)
PVO as at the end of the period	595.16	627.02
III. CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
Fair value of plan assets as at the beginning of the period	27.99	-
Expected return on plan assets	3.44	0.89
Contributions	83.92	50.62
Direct Contributions to meet direct benefit payments	1.34	-
Benefits paid and Charges deducted from the fund	(41.48)	(24.44)
Direct Benefit Payments	(1.34)	-
Actuarial gain / (loss) on plan assets [balancing figure]	2.69	0.92
Fair value of plan assets as at the end of the period	76.57	27.99
IV. ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	3.44	0.89
Actuarial gain / (loss) on plan assets	2.69	0.92
Actual return on plan assets	6.13	1.81
V. ACTUARIAL GAIN / LOSS RECOGNIZED		
Actuarial gain / (loss) for the period - Obligation	243.19	365.91
Actuarial gain / (loss) for the period- Plan Assets	2.69	0.92
Total (gain) / loss for the period	(245.88)	(366.83)
Actuarial (gain) / loss recognized in the period	(245.88)	(366.83)
Unrecognized actuarial (gain) / loss at the end of the year	-	-

Notes to Financial Statements

(₹ in Lakhs)

DEFINED BENEFIT PLAN :	31-03-2024	31-03-2023
VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES		
Present value of the obligation	595.16	627.02
Fair value of plan assets	76.57	27.99
Difference	518.59	599.02
Unrecognised transitional liability	-	-
Unrecognised past service cost - non vested benefits	-	-
Liability recognized in the balance sheet	518.59	599.02
VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS:		
Current service cost	210.30	287.59
Interest Cost	43.85	49.19
Expected return on plan assets	(3.44)	(0.89)
Net actuarial (gain)/loss recognised in the year	(245.88)	(366.83)
Transitional Liability recognised in the year	-	-
Past service cost - non-vested benefits	-	-
Past service cost - vested benefits	-	-
Expenses recognized in the statement of profit and loss	4.82	(30.95)
VIII. MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening net liability	599.02	680.59
Expense as above	4.82	(30.95)
Contribution paid	(85.26)	(50.62)
Closing net liability	518.59	599.02
IX. AMOUNT FOR THE CURRENT PERIOD		
Present Value of obligation	595.16	627.02
Plan Assets	76.57	27.99
Surplus (Deficit)	(518.59)	(599.02)
Experience adjustments on plan liabilities -(loss)/gain	140.70	120.04
Experience adjustments on plan assets -(loss)/gain	2.69	0.92
X. MAJOR CATEGORIES OF PLAN ASSETS (AS PERCENTAGE OF TOTAL PLAN ASSETS)		
Government of India Securities	0.00%	0.00%
State Government Securities	0.00%	0.00%
High Quality Corporate Bonds	0.00%	0.00%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%

Notes to Financial Statements

(₹ in Lakhs)

DEFINED BENEFIT PLAN :	31-03-2024	31-03-2023
Special Deposit Scheme	0.00%	0.00%
Funds managed by Insurer	100.00%	100.00%
Others (to specify)	0.00%	0.00%
Total	100.00%	100.00%
XI. ENTERPRISE'S BEST ESTIMATE OF CONTRIBUTION DURING NEXT YEAR	-	-

The Salary Escalation considered in Actuarial Valuation takes on account of inflation, seniority and other relevant factors such as supply and demand in the employment market.

Significant Accounting policies and the accompanying Notes are an intergal part of the Financial statements 1 to 32

As per our Report of even date attached

For **JSR AND CO**
 Chartered Accountants
 Firm Registration No : 014137S

(Sd/-) CA S. Jayaprakash
 Partner
 Membership No. : 225492

Place : Coimbatore
 Date : 23.08.2024

For and on behalf of the Board of Directors

(Sd/-)
Dr.K.Madeswaran
 Managing Director
 DIN : 06389218

(Sd/-)
Sri. T.Balachander
 Director Finance Cum CFO
 DIN : 09216680

(Sd/-)
Dr.K.Chockalingam
 Director
 DIN : 02558069

(Sd/-)
CS K.Rangasamy
 Company Secretary

FORM NO. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :
Registered address, :
E-mail ID, :
Folio No./ DP ID & Client ID :

I/We being the member(s) holding shares of the above named Company, hereby appoint:

1) Name :
Address :
Email ID : Signature

or failing him/her

2) Name :
Address :
Email ID : Signature

or failing him/her

3) Name :
Address :
Email ID : Signature

P.T.O.

— Cut here —

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE VENUE at Multipurpose Hall, Near Doctors Car Parking, at the Registered Office of the Company situated at 1/520, Neelambur, Sular Taluk, Coimbatore -641062

Name and address of the Shareholder

Folio No. / Demat ID :

No. of Shares held :

I hereby record my presence at the 12th ANNUAL GENERAL MEETING at Multipurpose Hall, Near Doctors Car Parking, at the Registered Office of the Company situated at 1/520, Neelambur, Sular Taluk, Coimbatore -641062 on Saturday, 28th September 2024 at 03.00 P.M

Signature of Member / Proxy*

* Strike out whichever is not applicable

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held on Saturday, 28th September 2024 at 03.00 P.M at at Multipurpose Hall, Near Doctors Car Parking , at the Registered Office of the Company situated at 1/520, Neelambur, Sullur Taluk, Coimbatore -641062 and at any adjournment thereof in respect of such resolutions as are indicated below :

S. No.	Subject	Vote for	
		Favour	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 , and the reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr.K.K.Chandrasekar (DIN: 01618444) Director, who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint a Director in place of Mr.M.P.Prabhu (DIN: 01345356) Director, who retires by rotation and being eligible offers himself for re-appointment.		
4.	To appoint a Director in place of Dr. P. Chokkalingam (DIN: 07970900) Director, who retires by rotation and being eligible offers himself for re-appointment.		
5.	To appointment of Dr. Minu Madeswaran (DIN: 10383360) as Director of the Company.		
6.	To re-appointment of Cost Auditor and fix his remuneration for FY 2024-25.		
7.	To Approval for Material Related party Transactions for Financial Year 2024-25.		

Signed this day of 2024

Signature of shareholder :

Signature of Proxy holder (s) :



Note :

This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

OUR VARIOUS DEPARTMENTS

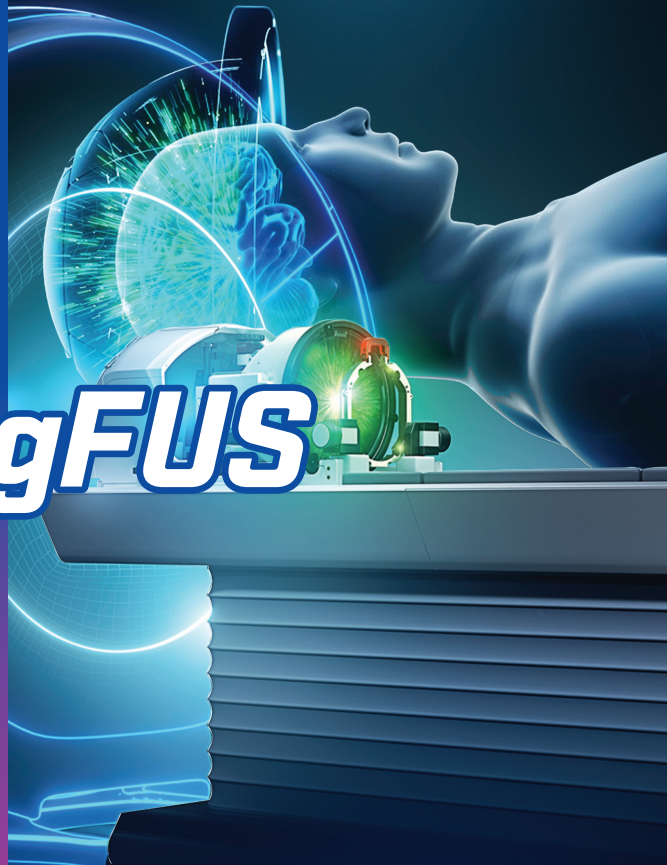
- Accident & Emergency
- Anaesthesiology & Pain Clinic
- Cardiothoracic & Vascular Surgery
- Dental & Maxillo Facial Surgery
- Dermatology & Cosmetology
- Endocrinology
- Endogynecology (Laparoscopic Gynecology)
- ENT, Head & Neck Surgery
- General & Laparoscopic & Bariatric Surgery
- Haematology
- Intensive Care (Cardiac, Cardiothoracic, Neonatal & Neuro)
- Internal Medicine & Diabetology
- Interventional Cardiology
- Interventional Pulmonology & Sleep Medicine
- Interventional Radiology & Imaging
- In Vitro Fertilisation Unit (IVF)
- Laboratory Medicine
- Master Health
- Medical Gastroenterology
- Medical Oncology
- Nephrology & Renal Transplant
- Neurology & Neurosonology
- Neuro Surgery
- Obstetrics & Gynecology
- Ophthalmology
- Orthopaedics & Spine Surgery
- Paediatrics & Neonatology
- Physical Medicine & Rehabilitation
- Plastic & Reconstructive Surgery
- Psychiatry & Mental Health
- Rheumatology
- Surgical Gastro Enterology
- Surgical & Radiation Oncology
- Urology & Andrology

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Coimbatore - 641062

Ph: 0422 - 222 7000, 40 40 000, 22 77 000



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7200-880-666

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