ROYAL CARE
HOSPITALS
making life better

13th Annual Report - 2024-25

"International Accreditations - Setting trends in healthcare"

H-2022-0901 IHCO-60010614 1A0D86A 2025-28

ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED

CIN: U85100TZ2012PLC018984

1/520, Neelambur, Sulur Taluk, Coimbatore - 641 062, Tamil Nadu

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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
Director (upto 16.08.2024)

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
Director (w.e.f 23.08.2024)

Dr. S.P. Thiruppathy
Independent Director

Sri. K. Muthusamy
Independent Director

Sri. P. Appukutty
Additional Director (w.e.f 14.08.2025)

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:

MUFG INTIME INDIA PRIVATE LIMITED
(formerly 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@in.mpms.mufg.com

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,

I am very pleased to inform you that the progress of our hospital is making has been exceeding the expectations of everyone. The hospital is continuing to work towards achieving the 7 lakh square feet additional construction within the next 10 months. I am personally overseeing the construction on a regular basis.

We have finished construction of 120 rooms and the new and extremely modern food court with a capacity to serve a variety of food and beverages, with a new and improved live kitchen and a very big dietary area at a total cost of about ₹ 260 crores. This canteen and dietary area can provide healthy food to over 1000 inpatients and about 2000 outpatients on a daily basis. The outdoor dining area is under the final phases of construction and will be occupied before October 2025.

The hospital has acquired various national and international accreditations like JCI from the USA, SRC from the USA, NABH from the Indian National Board, CARF from the USA, and CAHO accreditation, all at the cost of around ₹ 12 crores which puts the hospital on the global market and gains the trust of the international patient community. These accreditations are the first in Tamil Nadu outside of Chennai, and some are the first in the country. This proud feat was achievable only with the support of each and every one of you.

We continue to conduct health awareness campaigns, camps, and meetings with costs around ₹ 75 lakhs to reach out to the general public and also educate them about health and wellness, and to boost the presence of our hospital in the market.

The hospital has bought the first of its kind biplane Cath lab at a cost of ₹ 15 crore , which shall bolster our interventional radiology niche procedures and ensure that our patients receive world-class treatment. We have also bought various equipments for cardiac transplant, multi-organ transplant, and for minimally invasive cardiac surgery for about ₹ 4.5 crores

Department of Radiology has been upgraded and moved to the new building with ultra-modern equipment and VIP waiting areas. The new scan machines are some of the first of its kind in the country and have been bought at a cost of over ₹ 5 crores to enhance the diagnostic accuracy and experience of the patients.

We have got DrNB neurosurgery seats, and due to the popularity of the hospital, it has already been filled up before many other hospitals in the state. We continue to have more and more MRgFUS cases and have nearly finished 200 procedures, which is the highest in the entire Indian sub-continent.

JCI accreditation

175+ MRgFUS Procedures Celebration

SRC accreditation

We are continuing to be the pioneer in the medical industry in this area, and we will keep bringing in as many technological advancements as possible regularly in the near future to benefit everyone.

Dr.K.Madeswaran
Chairman

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **13th Annual General Meeting** of the Members of **ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED** will be held on **Saturday the 27th day of September, 2025 at 03.00 P.M** at Multi Purpose 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, 2025,** and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Dr.V.R.PATTABHIRAMAN (DIN: 07970870)** Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of **Dr.N.SUDHAKAR (DIN: 07973747)** Director, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of **Dr.M.SUDHAKARAN (DIN: 07888942)** Director, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Appointment of Sri. P.APPUKUTTY as an Independent 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 Sri.P.APPUKUTTY (DIN: 11197743) who was appointed by the Board as an **Additional Director of the company with effect from 14.08.2025** who holds office until the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of **Sri.P.APPUKUTTY** for the office of Director.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), **Sri.P.APPUKUTTY (DIN: 11197743)** has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, consent of the Board be and is hereby accorded and subject to the approval of the shareholders in the general meeting for the appointment of **Sri.P.APPUKUTTY (DIN: 11197743)** as an Independent Director the company for a period of **five years with effect from 27.09.2025 to 26.09.2030** and such appointment shall not be subject to retirement by rotation in accordance with Section 149(13) of the Companies Act, 2013.

   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. 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 2025-26** on a remuneration of ₹ 100000 (Rupees One Lakh Only) Plus GST and out-of-pocket expenses if any for the purpose of audit.

7. To Approve 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 thereof 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)/transaction(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 2025-26, **provided that said contract(s)/arrangement(s)/transaction(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.	₹ 250 Crores In FY 2025-26 (Against overall contract value of ₹ 505.58 Crores)	FY 2025-26 (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 Medical Equipment's and Availing Services related to Leasing of Medical Equipment's	₹ 130 Crores	FY 2025-26

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)/transaction(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."

8. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

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

RESOLVED that pursuant to section 5, 14 and other applicable provision, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Board of Director be and is hereby accorded to alter the articles of association of the company by insert the additional clause in Preliminary of AOA and to incorporate the new article 59 along with schedules, after existing article 58 to the articles of association of the company, subject to the approval of the members of the company in the ensuing annual general meeting.

FURTHER RESOLVED that Preliminary Clause of the Articles of Association be deleted and the following Clause be substituted therefore, viz.,

"PRELIMINARY ":

3. In these presents the following words and expression shall have following meanings unless excluded by the subject or context.

a. "The Act" means the Companies Act, 1956 or statutory modification thereon.

b. "These presents" means and includes the "Memorandum of Association" or the "Articles of Association", as the case may be, and as the context so admits, the Schedules, Rules and Regulation prescribed under the Companies Act 1956, or the Company, if any framed, from time to time.

c. "The Company" or "This Company" means "ROYALCARE SUPER SEPCIALITY HOSPITAL LIMITED".

d. "Year" means the year of the Company commencing from 1st April and ending with 31st March following of the English Calendar year.

e. Words importing the masculine gender also include the feminine genders, words importing singular number include, where the context admits or requires, plural number also and vice versa.

f. "Entrenchment Provisions" refers to the provisions contained in Article 59 of this Articles of Association and they are to be regarded as entrenchment provisions for the purpose of and within the meaning of sub-section (3) of section 5 of the Companies Act, 2013.

g. "Dr K Madeswaran" means and refers to Dr. K Madeswaran – Promoter / Director and Shareholder of the Company [holding Director Identification Number: 0638921 PAN AFIPM5970J and Aadhar Card No: 856467059598] and reference to "Dr. K Madeswaran" herein shall be construed accordingly. Further reference to "Dr K Madeswaran" shall include his successor(s) in interest or legal heirs.

h. "Reserved matter(s)" means all and each of the matter(s) described as and referred to in the Schedule to this Articles of Association.

FURTHER RESOLVED that to incorporate the following new Article 59 with schedules, after existing Article 58 to Articles of Association are as under:

59. The Company , Board of Directors and shareholders agree that any action, decision, notice and/or resolution relating to, or in respect of, the matters set out in **SCHEDULE** (each a **"Reserved Matter"**/ **"Reserved Matter Item"**) shall not be pursued, effected or otherwise undertaken by the Company or the Board of the Company including by circulation, any Board Committee or board committees of the Company, the Shareholders of the Company, unless, Dr. K. Madeswaran has provided an affirmative vote on the resolution to be passed with respect to such Reserved Matter, or Dr. K. Madeswaran or his authorized representative in writing has provided an affirmative vote on the resolution to be passed with respect to such Reserved Matter or Dr. K. Madeswaran has granted his prior written consent with respect to such Reserved Matter. Further, this Article 59 and /or the Schedule or matters related or linked or connected to it shall not also be altered in any manner except with the prior consent in writing had and obtained from Dr. K. Madeswaran.

SCHEDULE - RESERVED MATTER ITEMS

1. Commencement of any new activity or line of business, cessation or change of all or a material portion of the business of the Company.
2. Any acquisition, sale, merger, de-merger, arrangement, amalgamation, consolidation, re-structuring, reconstruction, re-organization, hive off, spin off, slump sale or other business combination involving the Company, or change in legal status of the Company (including any change of the status of the Company).
3. Any change in the capital structure of the Company, including but not limited to issue of any Securities by the Company, or any change in the share capital of the Company (including, without limitation, any buy back, reduction in capital, consolidation, sub-division, reconstruction or conversion of the share capital, public offering or share splits) or re-capitalization of any nature.
4. Any transaction resulting in Control of the Company by any means whatsoever.
5. Any alteration in the Charter Documents.
6. Any (a) acquisition of assets or other capital expenditure by the Company (except capital expenditure by the Company for the purpose of repair, service and maintenance and other costs incurred for the purpose of maintaining (not increasing) the operating capacity), that individually or in the aggregate exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs) in any Financial Year; (b) acquisition of shares, debentures, bonds or any other securities or interest of whatsoever nature by the Company, (c) provision of any guarantee(s) or other security by the Company that individually or in the aggregate exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs) in any Financial Year; or (d) provision of any loan to any Person, which individually or in the aggregate exceed ₹ 5 lakhs in any Financial Year.
7. Change or modification of organogram of KMP reporting.

8. Initiation of any insolvency proceedings, liquidation, winding-up or dissolution of the Company or entering into any compromise with any of the creditors or any class of creditors by the Company.
9. Any declaration of dividends (including interim dividends) or other distribution, redemptions by the Company.
10. Approval of any employee stock option scheme/ equity option plan and/or any change in the terms of any existing employee stock option scheme/ equity option plan.
11. Any alteration in the size and composition of the Board, save and except as contemplated under this Agreement.
12. Any appointment or removal of a Key Managerial Personnel or change in terms of appointment of Key Managerial Personnel.
13. Any revision of the terms of the remuneration of any employee of the Company, whereby, the proposed remunerations exceeds 5% of their existing remuneration.
14. Entering into any contract with any Person for a period beyond 2 (two) years, value of which exceeds ₹ 5,00,000 (Indian Rupees five lakhs); or amending, terminating, cancelling, waiving obligations or seeking waivers under, releasing, assigning or novating any such contract.
15. Appointment or removal or change of the statutory auditors of the Company.
16. Lien, mortgage, sale, Transfer or other disposal by the Company of any of its assets, other than sale to customers in the Ordinary Course of Business or write off of stocks, receivables, loans and advances, investments, debtors or inventories in excess of an amount agreed to be written off other than in the Ordinary Course of Business.
17. Any sale, transfer or assignment of a substantial portion of the Company's intellectual property rights including those relating to copyrights, trademarks, patents and designs.
18. Availing of any new debt by the Company, such that the aggregate amount of Indebtedness availed of by the Company at any time exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs), or alteration of terms and conditions of any Indebtedness availed by the Company.
19. Creation of any Encumbrance by the Company on their respective assets, such that the value of such Encumbrance exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs), except in connection with any debt availed in accordance with paragraph 18 above, and any amendments to the terms of such Encumbrance.
20. Any change to the name or registered office of the Company.
21. Approval of the annual business plan and/or any change and/or modification and/or any deviation from the annual business plan that impacts the costs or revenues by more than 5% percent.
22. Alteration of the rights attached to any Securities issued by the Company.
23. Entering into any joint venture or strategic partnership by the Company with any Person or the setting up or establishment of any Subsidiary or Associate Company.

24. Delegation of authority or any of the powers of the Board or any change in the authority or power so delegated.
25. Commencement, institution, settlement, compromise or abandonment of any new legal proceeding, action or suit by or against the Company that is in excess of ₹ 10,00,000 (Indian Rupees Ten Lakhs).
26. Entering into any new transaction with any Related Party; or terminating, enforcing or altering any such transactions.
27. All matters in relation to an IPO of the Company.
28. Entry into, amendment or termination of any agreement or commitment that imposes or is likely to impose obligations on the Company to pay an amount of ₹ 10,00,000 (Indian Rupees Ten Lakhs) or more in a single transaction or series of related transactions, or impose, or is likely to impose on the Company any liability in excess of ₹ 10,00,000 (Indian Rupees Ten Lakhs) or imposes or is likely to impose on the Company any material limitation, obligation or liability, which is not capable of being quantified in monetary terms.
29. Entering into negotiations or any kind of oral or written, binding or non-binding commitment to do any of the foregoing.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any Director(s), and/or Officer(s) of the Company, including filing of necessary e forms with Register of Companies, Coimbatore.

For and on behalf of the board

(Sd/-) CS K.Rangasamy
Company Secretary

Place: Coimbatore
Date: 23.08.2025

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 & 8 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 MUFG Intime India Private Ltd (MIIPL) 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 MUFG Intime India Private Ltd (MIIPL).

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 MUFG Intime India Private Ltd (MIIPL) 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 **MUFG Intime India Private Ltd (MIIPL):**

a) The remote e-voting period commences on **24.09.2025 (9.00 am) and ends on 26.09.2025 (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 20.09.2025** 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 20.09.2025.**

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

The remote e-voting period begins on **24.09.2025 (Wednesday) at 09.00 A.M. and ends on 26.09.2025 (Friday) at 05.00 P.M**. The remote e-voting module shall be disabled by MUFG Intime India Private Ltd (MIIPL) 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. 20.09.2025 (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 20.09.2025 (Saturday)**.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

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 16-digit demat account no. 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 will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to 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, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1.User ID: Enter User ID

2. Password: Enter existing Password

3. Enter Image Verification (CAPTCHA) Code

4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1.User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

   - Shareholders holding shares in NSDL form, shall provide 'D' above
   - Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ 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). 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) 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).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) 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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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 : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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
M/s. MUFG Intime India Private Limited (formerly known as "M/s. 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 23.08.2025.

Item No.5

In the opinion of the Board, the independent director proposed to be appointed as per conditions specified in the Act and the rules made there under and that the proposed director is independent of the management. Consent of the board be and is hereby accorded and subject to the approval of the shareholders to regularize him as an Independent Director of the company and to fix sitting fee, reimbursement of expenses and profit related commission payable to the Independent Director by the Board of Director from time to time.

In terms of requirement of the Companies Act, 2013 the Company has also received a letter from Dr. K.Madeswaran proposing the appointment of **Sri.P.APPUKUTTY (DIN: 11197743)** as an independent director with requisite deposit of ₹ 1,00,000/-

The Board recommends the aforesaid Ordinary Resolution for your approval as set out in **item no.5 of the notice**

None of the Directors except **Sri.P.APPUKUTTY (DIN: 11197743)** the appointee concerned 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 2026 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 2026** 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, 2025,** 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 Transactions and Information	Maximum aggregate value of transactions
1	M/s. Sabari Constructions Technologies Private Ltd	Dr.K. Madeswaran-Managing Director	Brother of Sri. K.Vanga-tachalapa-thy(MD of M/s. Sabari Construc-tions Technolo-gies 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.	₹ 250 Crores In FY 2025-26 (Against overall contract value of ₹ 505.58 Crores)

2	M/s. RMC Medical Services Private Ltd	Dr.K.Madeswaran-Director Dr.K.Chockalingam-Director	Both are Director in RMC Medical Services Private Ltd	Purchase of Medicines/Surgical/ Consumable items and Medical Equipment's and Availing Services related to Leasing of Medical Equipment's	₹ 130.00 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.

Item No. 8

The Board of Directors during the meeting held on 23.08.2025, given their consent to alter/amend the Articles of Association of the company, subject to approval of members in the ensuing annual general meeting. In order to reflect the Amended Articles of Association, and in order to conform to the requirements of the Companies Act, 2013, a draft of the following amended Preliminary Clause and incorporate the new article 59 along with schedule, after existing Article 58 to Article of Association, was tabled and initialed for discussion:

"PRELIMINARY":

3. In these presents the following words and expression shall have following meanings unless excluded by the subject or context.

   a. "The Act" means the Companies Act, 1956 or statutory modification thereon.

   b. "These presents" means and includes the "Memorandum of Association" or the "Articles of Association", as the case may be, and as the context so admits, the Schedules, Rules and Regulation prescribed under the Companies Act 1956, or the Company, if any framed, from time to time.

   c. "The Company" or "This Company" means "ROYALCARE SUPER SEPCIALITY HOSPITAL LIMITED".

   d. "Year" means the year of the Company commencing from 1st April and ending with 31st March following of the English Calendar year.

   e. Words importing the masculine gender also include the feminine genders, words importing singular number include, where the context admits or requires, plural number also and vice versa.

f. "Entrenchment Provisions" refers to the provisions contained in Article 59 of this Articles of Association and they are to be regarded as entrenchment provisions for the purpose of and within the meaning of sub-section (3) of section 5 of the Companies Act, 2013.

g. "Dr K Madeswaran" means and refers to Dr. K. Madeswaran – Promoter / Director and Shareholder of the Company [holding Director Identification Number: 0638921 PAN AFIPM5970J and Aadhar Card No: 856467059598] and reference to "Dr. K. Madeswaran" herein shall be construed accordingly. Further reference to "Dr. K. Madeswaran" shall include his successor(s) in interest or legal heirs.

h. "Reserved matter(s)" means all and each of the matter(s) described as and referred to in the Schedule to this Articles of Association.

ARTICLE 59.

59. The Company , Board of Directors and shareholders agree that any action, decision, notice and/or resolution relating to, or in respect of, the matters set out in **SCHEDULE** (each a **"Reserved Matter"**/ **"Reserved Matter Item"**) shall not be pursued, effected or otherwise undertaken by the Company or the Board of the Company including by circulation, any Board Committee or board committees of the Company, the Shareholders of the Company, unless, Dr. K. Madeswaran has provided an affirmative vote on the resolution to be passed with respect to such Reserved Matter, or Dr. K. Madeswaran or his authorized representative in writing has provided an affirmative vote on the resolution to be passed with respect to such Reserved Matter or Dr. K. Madeswaran has granted his prior written consent with respect to such Reserved Matter. Further, this Article 59 and /or the Schedule or matters related or linked or connected to it shall not also be altered in any manner except with the prior consent in writing had and obtained from Dr. K. Madeswaran.

SCHEDULE - RESERVED MATTER ITEMS

1. Commencement of any new activity or line of business, cessation or change of all or material portion of the business of the Company.

2. Any acquisition, sale, merger, de-merger, arrangement, amalgamation, consolidation, re-structuring, reconstruction, re-organization, hive off, spin off, slump sale or other business combination involving the Company, or change in legal status of the Company (including any change of the status of the Company).

3. Any change in the capital structure of the Company, including but not limited to issue of any Securities by the Company, or any change in the share capital of the Company (including, without limitation, any buy back, reduction in capital, consolidation, sub-division, reconstruction or conversion of the share capital, public offering or share splits) or re-capitalization of any nature.

4. Any transaction resulting in Control of the Company by any means whatsoever.

5. Any alteration in the Charter Documents.

6. Any (a) acquisition of assets or other capital expenditure by the Company (except capital expenditure by the Company for the purpose of repair, service and maintenance and other costs incurred for the purpose of maintaining (not increasing) the operating capacity), that individually or in the aggregate exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs) in any Financial Year; (b) acquisition of shares, debentures, bonds or any other securities or interest of whatsoever nature by the Company, (c) provision of any guarantee(s)

or other security by the Company that individually or in the aggregate exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs) in any Financial Year; or (d) provision of any loan to any Person, which individually or in the aggregate exceed ₹ 5 lakhs in any Financial Year.

7. Change or modification of organogram of KMP reporting.
8. Initiation of any insolvency proceedings, liquidation, winding-up or dissolution of the Company or entering into any compromise with any of the creditors or any class of creditors by the Company.
9. Any declaration of dividends (including interim dividends) or other distribution, redemptions by the Company.
10. Approval of any employee stock option scheme/ equity option plan and/or any change in the terms of any existing employee stock option scheme/ equity option plan.
11. Any alteration in the size and composition of the Board, save and except as contemplated under this Agreement.
12. Any appointment or removal of a Key Managerial Personnel or change in terms of appointment of Key Managerial Personnel.
13. Any revision of the terms of the remuneration of any employee of the Company, whereby, the proposed remunerations exceeds 5% of their existing remuneration.
14. Entering into any contract with any Person for a period beyond 2 (two) years, value of which exceeds ₹ 5,00,000 (Indian Rupees five lakhs); or amending, terminating, cancelling, waiving obligations or seeking waivers under, releasing, assigning or novating any such contract.
15. Appointment or removal or change of the statutory auditors of the Company.
16. Lien, mortgage, sale, Transfer or other disposal by the Company of any of its assets, other than sale to customers in the Ordinary Course of Business or write off of stocks, receivables, loans and advances, investments, debtors or inventories in excess of an amount agreed to be written off other than in the Ordinary Course of Business.
17. Any sale, transfer or assignment of a substantial portion of the Company's intellectual property rights including those relating to copyrights, trademarks, patents and designs.
18. Availing of any new debt by the Company, such that the aggregate amount of Indebtedness availed of by the Company at any time exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs), or alteration of terms and conditions of any Indebtedness availed by the Company .
19. Creation of any Encumbrance by the Company on their respective assets, such that the value of such Encumbrance exceeds ₹ 10,00,000 (Indian Rupees Ten Lakhs), except in connection with any debt availed in accordance with paragraph 18 above, and any amendments to the terms of such Encumbrance.
20. Any change to the name or registered office of the Company.
21. Approval of the annual business plan and/or any change and/or modification and/or any deviation from the annual business plan that impacts the costs or revenues by more than 5% percent.

22. Alteration of the rights attached to any Securities issued by the Company.
23. Entering into any joint venture or strategic partnership by the Company with any Person or the setting up or establishment of any Subsidiary or Associate Company.
24. Delegation of authority or any of the powers of the Board or any change in the authority or power so delegated.
25. Commencement, institution, settlement, compromise or abandonment of any new legal proceeding, action or suit by or against the Company that is in excess of ₹ 10,00,000 (Indian Rupees Ten Lakhs).
26. Entering into any new transaction with any Related Party; or terminating, enforcing or altering any such transactions.
27. All matters in relation to an IPO of the Company.
28. Entry into, amendment or termination of any agreement or commitment that imposes or is likely to impose obligations on the Company to pay an amount of ₹ 10,00,000 (Indian Rupees Ten Lakhs) or more in a single transaction or series of related transactions, or impose, or is likely to impose on the Company any liability in excess of ₹ 10,00,000 (Indian Rupees Ten Lakhs) or imposes or is likely to impose on the Company any material limitation, obligation or liability, which is not capable of being quantified in monetary terms.
29. Entering into negotiations or any kind of oral or written, binding or non-binding commitment to do any of the foregoing.

As Per section 14 of Companies Act, 2013, the alteration of the article of association of the Company requires the approval of shareholders**. The Board recommends the aforesaid Special Resolution for your approval as set out in item no 8 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: 0638921) & Dr.Minu Madeswaran (DIN :10383360),concerned or interested in the resolution set out in **item no. 8 of the notice**

The Board recommends the special resolution set out in **Item no. 8 of notice** for the approval of the members.

For and on behalf of the board

Place: Coimbatore
Date: 23.08.2025

(Sd/-) CS K.Rangasamy
Company Secretary

DIRECTORS' REPORT

Your Directors are pleased to present their **13th Annual Report** of the Company together with the audited statement of accounts for the year ended **31st March 2025.**

FINANCIAL RESULTS:

(₹ in Lakhs)

Particulars	31.03.2025 (Current year)	31.03.2024 (Previous Year)
Income from Operation and other Service	**36108.41**	33792.64
Profit before Depreciation and Taxes	**4064.18**	4884.77
Less: Depreciation	**2496.25**	2453.27
Profit /(Loss) before Tax	**1567.93**	2431.50
Provision for Taxes		
Current Tax (Including Provision)	**273.95**	424.83
Less: MAT Credit Entitlement	**(182.61)**	(424.83)
Deferred Tax (Income)/Expenses	**(28.40)**	(16.65)
Profit / (Loss) after tax transfer to Reserves and Surplus.	**1504.99**	2448.15

REVIEW OF OPERATIONS AND PERFORMANCE:

During the year your Company has reported a turnover of ₹ **36108.41 Lakhs** as against the previous year Turnover of ₹ 33792.64 Lakhs.

Your company earned a Profit of ₹ **1504.99 Lakhs** as against the previous year Profit of ₹ 2448.15 lakhs.

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, 2025.**

TRANSFER TO RESERVES:

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

FINANCE:

Cash and Cash equivalents as at **31st March 2025, is ₹ 5413.00 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 NATUE OF BUSINESS, IF ANY :

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

MATERIAL CHANGES AND COMMITEMNTS AFFECTING THE FINANICAL 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, 2025 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 **Six** times during this financial year 2024-25

24th May 2024	23rd Aug 2024	2nd Dec 2024
18th Jan 2025	17th Feb 2025	29th March 2025

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 (6)	Audit Committee (4)	Nomination & Remuneration Committee (4)	CSR committee (2)	Annual / Extraordinary General Meeting (2)
1	Dr.K.Madeswaran	6	-	-	-	2
2	Dr.K.Chockalingam	4	-	-	-	2
3	Sri.K.P.Alagesan	5	-	-	2	2
4	Dr.S.P.Thiruppathy	4	4	4	-	1
5	Smt.M.Shanmugapriya	4	-	-	-	1
6	Sri.K.M.Subramanian	2	-	1	-	2
7	Dr.S.Kalyanakumari	3	-	-	-	1
8	Dr.P.Selvaraj (Upto 16.08.2024)	1	-	1	-	-
9	Dr.S.Paulvannan	5	-	-	-	-
10	Sri.M.P.Prabhu	4	2	-	-	1
11	Sri.K.K.Chandrasekar	5	3	-	-	1
12	Dr.N.Sudhakar	5	-	-	-	1
13	Dr.M.Sudhakaran	2	-	-	-	1
14	Dr.V.R.Pattabhiraman	5	-	-	-	-
15	Dr.P.Chokkalingam	6	-	-	-	2
16	Sri.K.Muthusamy	6	4	4	2	2
17	Sri.T.Balachander	6	-	3	2	2
18	Dr.Minu Madeswaran (w.e.f. 23.08.2024)	2	-	-	-	2

The figures within brackets denote the number of meetings held during 1st April 2024 to 31st March 2025.

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.

INDEPENDENT DIECTORS:

Sri.P.Appukutty (DIN: 11197743), be appointed as an Independent Director of the company in the ensuing Annual General Meeting. He is chairman of P. A. Educational Institutions, at Pollachi and possessing a wide knowledge in Educational Institutions. He has submitted necessary Declaration of Independence as provided under Clause (7) of Section 152 of the Companies Act, 2013.

DIRECTORS RETIRE BY ROTATION:

Dr.V.R.PATTABHIRAMAN (DIN: 07970870) Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Dr.N.SUDHAKAR (DIN: 07973747) Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Dr.M.SUDHAKARAN (DIN: 07888942) 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 2024-25. 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, 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 2024-25**.

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 INDEPENDEDNT 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 paid-up Share capital of the company has increased from ₹ 171,01,77,680 to ₹ 188,65,84,780 by way of allotment of **68,40,710** equity shares on **rights basis** to the **existing equity shareholder** of the company and allotment of **1,08,00,000** equity shares on **Private Placement basis** with **approval of members.**

During the year the Authorised Share Capital remain unchanged**.**

CREDIT RATING:

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

HOSPITAL ACCREDITATION:

Your hospital has obtained a **NABH Certification, JCI, SRC & CARF accreditation** which is recognized by global leader in health care accreditation for our Multi Speciality Hospital with intent to provide the high standards of safety and quality care to the patients at international level.

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.Thiruppathy	- 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.Thiruppathy	- 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 2024-25 in pursuance of the recommendations of the CSR Committee, the Company had contributed ₹ **40.80 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 2024-2025.**

• 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 2024-25 Investment in Medical Equipment amounts to ₹ **781.05 Lakhs.** (Previous year ₹ 506.23 Lakhs)

FOREIGN EXCHANGEES OUTGO AND EARNED:

Total Foreign Exchange used is ₹ **116.11 lakhs** during the year. (Previous year ₹ Nil)

Total Foreign Exchange earned is ₹ **195.16 lakhs** during the year. (Previous year ₹ 151.10 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 the **financial year 2024-25**, 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**

INSURANCE:

The Company's properties, equipments 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 2025 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 SPEICALITY HOSPITAL LTD

Coimbatore
23.08.2025

(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) — **₹ 20,39,93,210/-**

   (b) Two percent of average net profit of the company as per section 135(5) — **₹ 40,79,864.20/-**

   (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 — **₹ 796.63/-**

   (e) Total CSR obligation for the financial year (b + c – d). — **₹ 40,79,067.57/-**

6. **(a) Amount spent on CSR Projects:**

   (i) On going Project — **-**

   (ii) Other than on going Project — **₹ 40,79,864/-**

   (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)]. — **₹ 40,79,864/-**

(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
40,79,864/-	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)	40,79,067.57 *
(ii)	Total amount spent for the Financial Year	40,79,864.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	796.43
(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)]	796.43

* Amount of CSR obligation after set-off of excess amount spent in the previous financial year.

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 the Board

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

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

Coimbatore
23.08.2025

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 Medicines, Surgical, Consumable items etc. 2. Lease Medical Equipment Rental Payment and allied services.	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 work etc.
C	Duration of the contracts/ arrangements/ transactions	01.04.2024 to 31.03.2025	01.04.2024 to 31.03.2025
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.	29th March, 2024	29th March, 2024
F	Amount paid / received as advances, if any.	NIL	Project Mobilization Advance ₹ 40.00 Crores.

For and on behalf of the Board

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

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

Coimbatore
23.08.2025

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, 2025.
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.

(Sd/-) R. Mahalingam
Company Secretary in Practice
FCS 7709 CP.NO. 8399
PRB NO.637/2019
UDIN: F007709G001067724

Coimbatore
23.08.2025

FORM NO.MR-3
SECRETARIAL AUDIT REPORT
(FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025)

[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, 2025, 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 2025) ('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 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.

(Sd/-) R. Mahalingam
Company Secretary in Practice
FCS 7709 CP.NO. 8399
PRB NO.637/2019
UDIN: F007709G001067724

Coimbatore
23.08.2025

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, 2025, 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, 2025, 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, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, 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, 2025 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;

   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, 2024, 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.

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

(Sd/-) CA S. Jayaprakash
Partner
Membership No . 225492
UDIN : 25225492BMKQQH5579

Place : Coimbatore
Date : 23.08.2025

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, 2025}

(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.

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, 2025.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 theCompanies 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 payablein 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 31.03.2025 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	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.

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) and Private Placement u/s 42 of the Companies Act 2013, during the year. The company has utilized funds raised by way of preferential allotment and private placement of shares for the purposes for which they were raised.

(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 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.

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 notes 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. 014137S

(Sd/-) CA S. Jayaprakash
Partner
Membership No . 225492
UDIN : 25225492BMKQQH5579

Place : Coimbatore
Date : 23.08.2025

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 2025 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 2025, 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.

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

(Sd/-) CA S. Jayaprakash
Partner
Membership No . 225492
UDIN : 25225492BMKQQH5579

Place : Coimbatore
Date : 23.08.2025

Balance Sheet as at 31.03.2025 (₹ in Lakhs)

Particulars	Note No	As at 31.03.2025	As at 31.03.2024
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	**18,865.85**	17,101.78
(b) Reserves & Surplus	3	**12,911.20**	2,369.85
(2) Share Application Money pending allotment	4	**-**	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	5	**38,884.21**	24,457.85
(b) Other Long Term Liabilities	6	**224.67**	336.67
(c) Long Term Provisions	7	**459.84**	513.77
(4) Current Liabilities			
(a) Short - Term Borrowings	8	**3,633.08**	4,679.80
(b) Trade Payables			
(A) total outstanding dues of MSME; and	9	**1,146.66**	1,228.39
(B) total outstanding dues of Creditors other than MSME		**2,295.13**	1,770.23
(c) Other Current Liabilities	10	**1,439.90**	1,046.12
(d) Short-Term Provisions	11	**1,257.25**	1,021.94
Total		**81,117.79**	54,526.40
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment & Intangible Assets			
(i) Property, Plant and Equipment	12	**32,314.71**	32,904.98
(ii) Intangible Assets		**162.71**	161.61
(iii) Capital work in progress		**28,462.98**	8,209.84
		60,940.40	41,276.43
(b) Non-Current Investment	13	**116.00**	116.00
(c) Deferred Tax Asset (net)	14	**202.45**	174.05
(d) Long-term Loans and Advances	15	**7,829.78**	4,052.35
(e) Other non - current assets	16	**1,607.31**	1,556.58
(2) Current Assets			
(a) Inventories	17	**1,657.15**	1,330.82
(b) Trade Receivables	18	**2,265.65**	2,343.65
(c) Cash and Cash Equivalents	19	**5,413.00**	2,724.94
(d) Short-Term Loans and Advances	20	**1,012.39**	846.31
(e) Other Current Assets	21	**73.66**	105.27
Total		**81,117.79**	54,526.40

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 : 014137S

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

Place : Coimbatore
Date : 23.08.2025

For and on behalf of the Board of Directors

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

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

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

(Sd/-)
CS K.Rangasamy
Company Secretary

Statement of Profit & Loss for the Period Ended 31.03.2025 (₹ in Lakhs)

	Particulars	Note No	As at 31.03.2025	As at 31.03.2024
I	**Revenue from operations**	22	**35,256.88**	33,273.22
II	**Other income**	23	**851.53**	519.42
III	**Total Income**		**36,108.41**	33,792.64
IV	**Expenses:**			
	Consumables-Hospital & Stores	24	**7,344.66**	7,275.92
	Purchase of Stock-in-Trade	25	**3,312.41**	3,366.28
	Changes in Inventories	26	**118.43**	(194.67)
	Service Expenses	27	**9,627.87**	8,331.83
	Employee Benefit Expenses	28	**6,451.55**	5,409.13
	Finance Cost	29	**1,973.62**	2,215.19
	Depreciation and Amortization Expenses	30	**2,496.25**	2,453.27
	Other Expenses	31	**3,215.69**	2,504.19
	Total Expenses (IV)		**34,540.48**	31,361.14
V	**Profit/(Loss) before Tax**		**1,567.93**	2,431.50
VI	**Tax Expenses**			
	(1) Current Tax (Including Provisions)		**273.95**	424.83
	Less : MAT Credit Entitlement		**(182.61)**	(424.83)
	(2) Deferred tax (Income)/Expenses		**(28.40)**	(16.65)
VII	**Profit/(Loss) for the year (VI-VII)**		**1,504.99**	2,448.15
VIII	**Earning per equity share (Face Value of Rs10/-) in Rupees**			
	(1) Basic / Diluted (Face value of ₹ 10 each)		**0.84**	1.46

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 : 014137S

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

Place : Coimbatore
Date : 23.08.2025

For and on behalf of the Board of Directors

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

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

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

(Sd/-)
CS K.Rangasamy
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2025

(₹ in Lakhs)

	Particulars	2024-25	2023-24
A)	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit/(Loss) Before Taxation and after Exceptional Items	**1,567.93**	2,431.50
	ADJUSTMENTS FOR:-		
	Depreciation and Amortisation	**2,496.25**	2,453.27
	Interest Income	**(328.32)**	(224.88)
	Finance Cost	**1,973.63**	2,215.19
	Operating profit before working capital changes	**5,709.49**	6,875.07
	ADJUSTMENTS FOR:-		
	(Increase) / Decrease In Inventories	**(326.33)**	(429.61)
	(Increase) / Decrease In Trade Receivables	**77.99**	(658.12)
	(Increase) / Decrease In Short Term Loans & Advances	**(166.08)**	468.91
	(Increase) / Decrease In Other Current Assets	**31.62**	5.20
	Increase / (Decrease) In Current Liability	**25.55**	2,456.94
	Income Tax Paid	**(91.34)**	-
	Net Cash Genrated from /(Used In) Operating Activity	**5,260.90**	8,718.40
B)	**CASH FLOW FROM INVESTMENT ACTIVITIES**		
	Purchase of Fixed Assets	**(1,907.08)**	(1,042.69)
	Capital WIP	**(20,253.14)**	(8,209.84)
	Proceeds from Sales	**-**	0.67
	Interest Received	**328.32**	224.88
	Net Cash Generated from (Used In) Investing Activities	**(21,831.90)**	(9,026.98)
C)	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Finance Cost	**(1,973.63)**	(2,215.18)
	Increase in Share Capital & Reserves	**10,800.43**	3,652.45
	Increase / (Decrease) In Long Term Borrowings	**14,426.35**	4,111.86
	Increase / (Decrease) In Long Term Provisions	**(53.92)**	(85.26)
	Increase / (Decrease) In Long Term -Trade Payables	**(112.00)**	(124.00)
	(Increase) / Decrease In Long Term Loans & Advances	**(3,777.43)**	(2,444.66)
	(Increase) / Decrease Non Current Assets	**(50.74)**	(366.07)
	(Increase) / Decrease In Non Current Investments	**-**	-
	Net Cash From / (Used In) Financing Activities	**19,259.06**	2,529.14
	Increase/(Decrease) In Cash and Cash Equivalents	**2,688.05**	2,220.56
	Cash and Cash Equivalents at the Beginning of the Year	**2,724.94**	504.38
	Cash and Cash Equivalents at the End of the Year	**5,413.00**	2,724.94
	Cash on Hand	**68.40**	54.49
	Balance With Bank	**5,344.60**	2,670.45

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 : 014137S

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

Place : Coimbatore
Date : 23.08.2025

For and on behalf of the Board of Directors

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

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

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

(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 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

("ICAI"), 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

Note No. : 2 Equity Share Capital

(₹ in Lakhs)

Sr. No	Particulars	As at 31.03.2025	As at 31.03.2024
1	**AUTHORIZED CAPITAL**		
	25,00,00,000 Equity Shares of ₹ 10/- each.	**25,000.00**	25,000.00
		25,000.00	25,000.00
2	**ISSUED , SUBSCRIBED & PAID UP CAPITAL**		
	18,86,58,478 Equity Shares of ₹ 10/- each	**18,865.85**	17,101.78
	Total	**18,865.85**	17,101.78

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

Particulars	As at 31.03.2025		As at 31.03.2024	
	No.of shares	₹ in Lakhs	No.of shares	₹ in Lakhs
Number of shares outstanding at the beginning of the year	17,10,17,768	17,101.78	16,43,76,943	16,437.69
Add : Issued during the year	1,76,40,710.00	1,764.07	66,40,825	664.08
Number of shares outstanding at the end of the year	**18,86,58,478**	**18,865.85**	**17,10,17,768**	**17,101.78**

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 31.03.2025		As at 31.03.2024	
	No.of shares held	% of holding	No.of shares held	% of holding
Dr K.Madeswaran	2,32,76,613	12.34	2,31,10,542	13.51
M/s. Selva Gold Covering Private Ltd	1,07,48,360	5.70	-	-

c. Details of holding promoters of the Company :

Name of the Promoters	Equity Shares as As at 31.03.2025			Equity Shares as As at 31.03.2024		
	No.of shares	% of Holding	% change in Shareholding	No.of shares	% of Holding	% change in Shareholding
Dr K.Madeswaran	2,32,76,613	12.34	-1.18	2,31,10,542	13.51	-0.22
Dr.K. Chockalingam	35,83,260	1.90	-0.20	35,83,260	2.10	0.03
Mr.K.P.Alagesan	21,68,400	1.15	-0.07	20,85,000	1.22	-

Notes to Financial Statements (₹ in Lakhs)

Note No.: 3 Reserves & Surplus

Particulars	As at 31.03.2025	As at 31.03.2024
1. Securtities Premium Reserve	**2,988.37**	2,988.37
Addition during the year	**9,036.36**	-
Sub Total	**12,024.73**	2,988.37
2. Surplus (Profit & Loss Account)		
Balance brought forward from previous year	**(618.52)**	(3,066.67)
Add: Profit/(Loss) for the period	**1,504.99**	2,448.15
Sub Total	**886.47**	(618.52)
Total	**12,911.20**	2,369.85

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

Note No.: 4 Share Application Money Pending Allotement

Particulars	As at 31.03.2025	As at 31.03.2024
Share Application Money Pending allotment	-	-
Total	-	-

NON-CURRENT LIABILITIES

Note No.: 5 Long-Term Borrowings

Particulars	As at 31.03.2025	As at 31.03.2024
Term Loans from Banks		
1. State Bank of India -I	**5,275.42**	6,158.44
2. State Bank of India -II	**4,705.83**	5,497.96
3. State Bank of India -III	**1,163.96**	1,361.99
4. State Bank of India-ECLGS-I	-	431.99
5. State Bank of India-ECLGS-II	**218.86**	698.99
6. State Bank of India-ECLGS-III	**1,259.48**	1,714.53
7. State Bank of India -IV	**18,507.23**	7,880.23
8. State Bank of India -V	**7,305.42**	-
9. South Indian Bank-371	**16.49**	22.54
10. South Indian Bank-372	**236.85**	321.51
11. South Indian Bank-373	**73.14**	99.42
12. South Indian Bank-052 ECLGS	-	52.50
13. South Indian Bank-067 ECLGS	**115.00**	175.00
	38,877.68	24,415.10

Notes to Financial Statements (₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
Medical Equipment & Vehicle Loan from Financial Institution :		
1. Siemens Financial Services Private Ltd-ECLGS	**6.53**	22.90
2. BMW Financial Services P Ltd-Vehicle Loan	**-**	19.85
	6.53	42.75
Sub Total (A)	**38,884.21**	24,457.85

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, Sulur Taluk at Coimbatore . It carries interest rate of 8.25 % 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 Stage I and II carries interest rate of 9.00 % per annum & repayable in 108 & 120 monthly instalments after moratorium period.

2 ECLGS loan availed from Siemens Financial Services P Ltd, carries interest rate of 10.00 % Per annum, repayable in 48 monthly instalments.

3 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.

4 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 8.70% Per annum, repayable in 103 monthly instalments and ECLGS loans are carries interest rate of 9.25% p.a, repayable in 48 monthly instalments.

5 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.

6 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. Mrs. Shreekala extended her personal guarantee for the Loans availed with State Bank of India. M/s.Home Magic Family Stores and Mrs. Shreekala mortgaged their property for securing the credit facility, as per sanction terms of State Bank of India. Further 1,97,73,000 Equity shares of our company, which is owned by promoters, certain directors and their relatives are pledged and the company provided lien on bank deposit ₹ 1.50 crores as per loan sanction terms of State Bank of India.

Note No. : 6 Other Long-Term liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
Long Term Payables (Capital Goods)	**224.67**	336.67
Total (B)	**224.67**	**336.67**

Notes to Financial Statements (₹ in Lakhs)

Note No. : 7 Long Term provisions

Particulars	As at 31.03.2025	As at 31.03.2024
Gratuity (Funded)	**459.84**	513.77
Total (C)	**459.84**	**513.77**
Total (A+B+C)	**39,568.72**	**25,308.29**

CURRENT LIABILITIES

Note No.: 8 Short Term Borrowings

Particulars	As at 31.03.2025	As at 31.03.2024
Secured Borrowings		
1. Secured OD - South Indian Bank	**-**	1,067.21
2. Current Maturities of Long-Term Debt	**3,633.08**	3,612.59
Total	**3,633.08**	4,679.80

1 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.

2 The Secured OD facility carries interest rate of 8.70 % Per annum.

3 As per terms of sanction letter, the Company is not required to file monthly/quartely statement of current assets.

Note No.: 9 Trade Payables

Particulars	As at 31.03.2025	As at 31.03.2024
Sundry Creditors for Services:		
1. Dues to Micro and Small Enterprises #	1,146.66	1,228.39
2. Dues to enterprises other than Micro and Small Enterprises #	2,295.13	1,770.23
Total (a+b)	**3,441.79**	2,998.62

*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 31.03.2025

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)	1,146.66	-	-	-	**1,146.66**
(ii) Others	2,293.53	0.17	-	1.43	**2,295.13**
(iii) Disputed Dues - MSME	-	-	-	-	**-**
(iv) Disputed Dues - Others	-	-	-	-	**-**
Total (i) to (iv)	**3,440.19**	**0.17**	**-**	**1.43**	**3,441.79**

Notes to Financial Statements (₹ in Lakhs)

 # 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**

Note No. : 10 Other Current Liabilities

Particulars	As at 31.03.2025	As at 31.03.2024
1. Accrued Salaries and Benefits	445.16	354.70
2. Advance received from Patients	53.29	39.46
3. Statutory Dues	381.11	243.52
4. Creditors for Capital goods	259.89	147.89
5. Other Liabilities	300.45	260.55
Total	**1,439.90**	**1,046.12**

Other liabilites includes caution deposits collected from employees who are in services amounting to ₹ 2.67 Crores

Note No. : 11 Short Term Provisions

Particulars	As at 31.03.2025	As at 31.03.2024
1. Provision for employee benefits		
a. Provision for Gratuity	175.11	4.82
2. Provision for (Minimum Alternative Tax) MAT	273.95	424.83
3. Other Short term provisions	808.19	592.29
Total	**1,257.25**	**1,021.94**

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Note : 12 Property, plant and Equipment and Intangible Assets

(₹ in Lakhs)

S. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Figures as on 01.04.2024	Additions	Deletions	Total 31.03.2025	Up to 31.03.2024	For the Year upto 31.03.2025	Deletions	Up to 31.03.2025	WDV as on 31.03.2025	WDV as on 31.03.2024
1	Building	23,082.76	-	-	23,082.76	4,956.56	882.22	-	5,838.78	17,243.98	18,126.20
2	Building IBMS	225.55	-	-	225.55	63.48	7.89	-	71.37	154.18	162.07
3	Building Interior	1,051.86	97.38	-	1,149.24	296.58	38.20	-	334.78	814.47	755.28
4	Computer & Printer	399.46	73.22	-	472.68	307.91	69.71	-	377.62	95.06	91.54
5	Electrical Fittings	1,327.28	150.47	-	1,477.75	918.55	126.58	-	1,045.13	432.62	408.73
6	Genset	153.82	-	-	153.82	135.96	4.62	-	140.58	13.24	17.86
7	Air Conditioner	727.85	-	-	727.84	526.99	36.35	-	563.34	164.49	200.85
8	Canteen Vessels	281.55	93.13	-	374.68	214.56	23.22	-	237.78	136.90	66.99
9	Lift	194.20	-	-	194.20	126.74	12.21	-	138.95	55.26	67.47
10	Medical Instruments	649.12	135.09	-	784.21	424.96	63.88	-	488.84	295.38	224.16
11	Office Equipment	253.17	36.58	-	289.75	221.27	17.87	-	239.14	50.61	31.90
12	OT Table	71.20	-	-	71.20	58.10	2.70	-	60.80	10.41	13.10
13	UPS System Vehicle	31.02	-	-	31.02	27.27	0.97	-	28.24	2.78	3.75
14	Medical Equipments	9,389.30	781.05	-	10,170.35	5,943.79	772.08	-	6,715.87	3,454.47	3,445.50
15	Medical Equipments - Life Saving	1,108.86	-	-	1,108.86	763.48	70.16	-	833.64	275.22	345.38
16	Vehicle	368.90	151.39	-	520.29	272.78	58.15	-	330.93	189.36	96.12
17	Furniture & Fittings	1,259.76	211.83	-	1,471.59	615.95	194.99	-	810.94	660.64	643.80
18	RO Plant	21.97	-	-	21.97	15.29	1.21	-	16.50	5.48	6.69
19	Sewage Treatment Plant	72.06	-	-	72.06	43.39	5.19	-	48.58	23.49	28.68
20	Fire Fighting Equipments	165.39	9.24	-	174.63	136.44	8.61	-	145.05	29.58	28.96
21	Land	8,139.94	-	-	8,139.94	-	-	-	-	8,139.94	8,139.94
22	Building Temp Structure	-	96.69	-	96.69	-	29.51	-	29.51	67.18	-
	Total A	**48,975.02**	**1,836.07**	**-**	**50,811.09**	**16,070.04**	**2,426.34**	**-**	**18,496.37**	**32,314.71**	**32,904.98**
23	Intangible Assets										
	Software	323.97	71.01	-	394.98	162.36	69.91	-	232.27	162.71	161.61
	Total B	**323.97**	**71.01**	**-**	**394.98**	**162.36**	**69.91**	**-**	**232.27**	**162.71**	**161.61**
24	Work-in-Progress										
	Building Phase III-Stage I	8,209.84	14,822.26	14.39	23,017.71	-	-	-	-	23,017.71	8,209.84
	Building Phase III-Stage II	-	5,445.27	-	5,445.27	-	-	-	-	5,445.27	-
	Total C	**8,209.84**	**20,267.53**	**14.39**	**28,462.98**	**-**	**-**	**-**	**-**	**28,462.98**	**8,209.84**
	Total (A+B+C)	**57,508.83**	**22,174.61**	**14.39**	**79,669.04**	**16,232.40**	**2,496.25**	**-**	**18,728.64**	**60,940.40**	**41,276.43**

Notes to Financial Statements (₹ in Lakhs)

(i) Ageing of Capital work-in-progress as at 31.03.2025 ;

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-Stage I	14,807.87	8,024.12	185.72	-	**23,017.71**
Building WIP- Phase III-Stage II	5,445.27	-	-	-	**5,445.27**
Total	**20,253.14**	**8,024.12**	**185.72**	**-**	**28,462.98**

(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-Stage I	8,024.12	185.72	-	-	8,209.84
	8,024.12	**185.72**	**-**	**-**	**8,209.84**

Note No.: 13 Non Current Investments

Particulars	As at 31.03.2025	As at 31.03.2024
Long term investments at Cost		
1. Shares in Somanur Water Schme P Ltd - 90000 Equity Shares of ₹ 100/- each	90.00	90.00
2. 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 31.03.2025	As at 31.03.2024
1. Deferred tax (Opening)	174.05	157.40
2. Arising out of timing difference in depreciable Asset / (Liability) created during the year	28.40	16.65
Total	**202.45**	**174.05**

Notes to Financial Statements (₹ in Lakhs)

Note No.: 15 Long Term Loans and Advances

Particulars	As at 31.03.2025	As at 31.03.2024
Unsecured, Considered good		
I Capital Advances	5,611.83	2,039.51
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	54.07	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	424.83
MAT Credit Entitlement FY 2024-25	182.61	-
Total	**7,829.78**	**4,052.35**

Note No.: 16 Other Non Current Assets

Particulars	As at 31.03.2025	As at 31.03.2024
Security Deposits	1,607.31	1,556.58
Total	**1,607.31**	**1,556.58**

Note No.: 17 Inventories

Particulars	As at 31.03.2025	As at 31.03.2024
1. Hospital Consumables	1,359.71	886.94
2. Stores & Spares	50.48	78.49
3. Pharmacy	233.69	348.74
4. Canteen	13.27	16.65
Total	**1,657.15**	**1,330.82**

Note No. : 18 Trade Recievables

Particulars	As at 31.03.2025	As at 31.03.2024
Unsecured, Considered Good	2,025.39	2,105.69
Unbilled Dues	240.26	237.96
Total	**2,265.65**	**2,343.65**

Notes to Financial Statements (₹ in Lakhs)

 # Ageing for trade receivables as on 31.03.2025

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	752.43	234.33	695.22	185.95	157.46	**2,025.39**
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	**-**
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	**-**
(iv) Disputed Trade receivables considered doubtful	-	-	-	-	-	**-**
(v) Unbilled Dues	240.26					**240.26**
Total	**992.69**	**234.33**	**695.22**	**185.95**	**157.46**	**2,265.65**

 # 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**

Notes to Financial Statements (₹ in Lakhs)

Note No.: 19 Cash & Cash Equivalent

Particulars		As at 31.03.2025	As at 31.03.2024
a) Cash and cheques on hand	A	**68.40**	**54.49**
b) Balance with Banks			
In Current Accounts		703.47	194.92
In Secured OD - South Indian Bank		5.23	-
In Deposit Accounts		4,635.90	2,475.53
	B	**5,344.60**	**2,670.45**
Total A + B		**5,413.00**	**2,724.94**

Note No.: 20 Short Term Loans and Advances

Particulars	As at 31.03.2025	As at 31.03.2024
Unsecured, Considered good:		
1. Advance for Expenses	107.85	136.50
2. Loan and Advances to Employees	-	84.00
3. Prepaid expenses	287.42	179.23
4. Advance Income Tax Refund	617.12	446.58
Total	**1,012.39**	**846.31**

Note No.: 21 Other Current Assets

Particulars	As at 31.03.2025	As at 31.03.2024
1. Accrued Interest (Income)	41.96	48.27
2. Rent Receivable	10.77	30.57
3. Other Charges Recoverable	20.93	26.43
Total	**73.66**	**105.27**

Notes to Financial Statements (₹ in Lakhs)

Note No.: 22 Revenue from Operations

Particulars	As at 31.03.2025	As at 31.03.2024
1. Inpatients Revenue	25,706.34	24,639.79
2. Outpatients Revenue	5,255.96	5,026.52
3. Pharmacy Sales	3,216.87	2,901.20
4. Dietary Sales	1,077.71	705.71
Total	**35,256.88**	**33,273.22**

Note No.: 23 Other Income

Particulars	As at 31.03.2025	As at 31.03.2024
1. Interest on FDR's & IT Refund	328.32	224.88
2. Other Receipts	523.21	294.54
Total	**851.53**	**519.42**

Note No.: 24 Consumbales - Hospital & Stores

Particulars	As at 31.03.2025	As at 31.03.2024
Inventory at the beginning of the year	965.43	730.49
Add: Purchases of Consumables Hospital	6,751.85	6,583.06
Add: Purchases of Stores & Spares	1,037.57	927.80
	8,754.85	8,241.35
Less: Inventory at the end of the year	1,410.19	965.43
Total	**7,344.66**	**7,275.92**

Note No.: 25 Purchase Stock In Trade

Particulars	As at 31.03.2025	As at 31.03.2024
1. Pharmacy Purchase	2,143.22	2,240.30
2. Canteen Purchase	1,169.19	1,125.98
Total	**3,312.41**	**3,366.28**

Note No.: 26 Changes in Inventories

Particulars	As at 31.03.2025	As at 31.03.2024
Opening Stock	365.39	170.72
Closing Stock	246.96	365.39
(Increase) / Decrease in Inventories	**118.43**	**(194.67)**

Notes to Financial Statements (₹ in Lakhs)

Note No.: 27 Service Expenses

Particulars	As at 31.03.2025	As at 31.03.2024
1. Professional and Consulting Charges to Doctors	6,754.35	5,758.76
2. Lab Testing Charges	147.90	127.49
3. Power and Fuel Consumed	650.48	604.47
4. Medical Equipment Rental Charges	1,224.64	1,101.08
5. Security Expenses	5.15	-
6. PET CT & RT Charges	189.25	175.09
7. Equipment Maintenance (AMC & CMC)	656.10	564.94
Total	**9,627.87**	**8,331.83**

Note No.: 28 Employees Benefit Expenses

Particulars	As at 31.03.2025	As at 31.03.2024
1. Salaries, Allowances and Bonus	5,731.75	4,894.71
2. Contribution to Provident and Other Funds	497.26	491.29
3. Staff Welfare Expenses	47.43	18.31
4. Gratuity	175.11	4.82
Total	**6,451.55**	**5,409.13**

Note No.: 29 Finance Cost

Particulars	As at 31.03.2025	As at 31.03.2024
1. Bank Charges	103.91	112.55
2. Interest on Simens Equipment Loan	3.19	4.74
3. Interest on Vehicle loan	-	0.30
4. Interest on South Indian Bank	70.77	92.46
5. Interest on OD Account-SIB	87.93	92.46
6. Interest on Clix Loan	-	2.36
7. Interest on DLF Loan	-	0.44
8. Interest on Hero Fincorp Loan	5.40	14.04
9. Interest on BMW Finance Services	2.99	5.66
10. Interest on State Bank of India -I	562.40	639.91
11. Interest on State Bank of India -II	501.20	571.88
12. Interest on State Bank of India -III	124.24	141.90
13. Interest on State Bank of India-ECLGS-I	62.03	103.92

Notes to Financial Statements

(₹ in Lakhs)

Particulars	As at 31.03.2025	As at 31.03.2024
14. Interest on State Bank of India-ECLGS-II	88.20	132.94
15. Interest on State Bank of India-ECLGS-III	183.61	201.22
16. Interest on State Bank of India-IV	1,008.25	241.71
17. Interest on State Bank of India-V	58.99	-
18. Loan Processing Fee	126.35	3.87
19. Interest on Bill discounting	165.81	94.54
	3,155.27	**2,456.90**
Less :		
Borrowing Cost Capitalised	1,181.65	241.71
Total	**1,973.62**	**2,215.19**

Note No.: 30 Depreciation & Amortised Cost

Particulars	As at 31.03.2025	As at 31.03.2024
Depreciation and Amortization Expenses	2,496.25	2,453.27
Total	**2,496.25**	**2,453.27**

Note No.: 31 Other Expenses

Particulars	As at 31.03.2025	As at 31.03.2024
1. Advertisement and Publicity	190.91	98.34
2. Auditors Remuneration (Refer Note No.31.1)	8.27	6.17
3. Business Promotion Expenses	128.17	71.53
4. Cost Audit Remuneration	1.00	1.00
5. Donation	-	7.25
6. Expenditure on CSR Activities	40.80	27.38
7. General Expenses	55.52	100.43
8. GST Ineligible ITC	504.32	376.61
9. Hospital Housekeeping Expenses	807.64	537.12
10. Incidental Expenses	45.13	46.93
11. Insurance Expenses	45.65	45.43
12. Internal Auditors Remuneration	4.00	4.00
13. License and taxes	29.05	21.22
14. Other Administrative Expenses	253.27	109.33
15. Postage and Telegram	4.45	4.86
16. Printing and Stationery Expenses	2.59	5.71
17. Prior Period Expenses	18.13	14.70
18. Professional Charges	77.89	60.18
19. Rent	145.93	109.55

Particulars	As at 31.03.2025	As at 31.03.2024
20. Repairs & Maintenance - Building	68.61	46.55
21. Repairs & Maintenance - Computer	68.37	38.51
22. Repairs & Maintenance - Equipment	50.44	26.28
23. Repairs & Maintenance - Hospital Maintenance	276.53	286.00
24. Repairs & Maintenance - Vehicle	120.93	124.03
25. ROC Filing Fees	0.04	37.61
26. Sitting Fee to Directors	1.30	2.70
27. Sundry Debtors Write off	-	1.65
28. Telephone Expenses	28.60	26.61
29. Travelling Expenses	122.25	130.72
30. Water Charges	115.90	135.79
Total	**3,215.69**	**2,504.19**

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

Particulars	As at 31.03.2025	As at 31.03.2024
As Auditor		
1. Statutory Audit Fee	7.39	5.42
2. Tax Audit Fee	0.88	0.75
3. GST Audit	-	-
Other Capacity		
1. Tax Representation	-	-
2. Certification Fee	-	-
3. Reimbursement of Expenses	-	-
	8.27	**6.17**

Notes to Financial Statements (₹ in Lakhs)

General Notes No: 32

1. Earnings Per Share (EPS) computed in accordance with AS 20 :

		31.03.2025	31.03.2024
Profit/ (Loss) after tax	(₹ in Lakhs)	1,504.99	2,448.15
Number of shares issued	(No. in Lakhs)	1,886.58	1,710.18
*Weighted average number of Shares	(No. in Lakhs)	1,790.25	1,673.65
The Nominal value per equity share	(₹)	10	10
**Basic/Diluted EPS	(₹)	0.84	1.46

* Weighted average number of Shares (Equity) has been computed after giving effect to issue of 1,76,40,710 equity shares of ₹ 10 each, during the year on proportionate basis. (Previous Year: No of Equity Shares 66,40,825 of ₹ 10 each).

** Accordingly, as required by AS- 20, Earning Per shares, the EPS of Current and Previous year have been restated.

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 : M/s. MC Medical Services Private Limited

M/s. Sabari Constructions Technologies Private Limited.

M/s. RMC Medical Services Private Limited

M/s. VVSR Green Energy P Ltd

M/s. Uyirin Suvasam

M/s. Royalcare Trust

M/s. Vetri Constructions

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

(II). Related party transaction in 2024-25

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 at arm's length basis and in the ordinary course of business.

Notes to Financial Statements

(₹ in Lakhs)

Nature of transaction	2024-25		2023-24	
	Key Managerial personnel	Other related parties	Key Managerial personnel	Other related parties
M/s. Sabari Construction Technologies P Ltd- Water(Building Temp. Structure)	-	30.12	-	53.28
M/s. Sabari Construction Technologies P Ltd- Rent income on Vacant land	-	14.16	-	14.16
M/s. Sabari Construction Technologies P Ltd- Hospital Building Construction-Bill Booked (Phase III) - STAGE I including advance	-	12,027.80	-	8,150.49
M/s. Sabari Construction Technologies P Ltd- Hospital Building Construction- (Phase III)- STAGE II including advance	-	9,139.27	-	500.00
Canteen Sales bill to M/s. Sabari Construction Technologies Private Ltd	-	31.07	-	19.52
OP bill to M/s. Sabari Construction Technologies Private Ltd	-	2.78	-	1.93
OP Pharmacy bill to M/s. Sabari Construction Technologies Private Ltd	-	2.30	-	1.81
Purchase from M/s. RMC Medical Services Private Ltd	-	5,330.44	-	5,402.68
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	-	1,030.08	-	906.24
Purchase from M/s. MC Medical Services Private Ltd- IMPLANTS	-	77.79	-	28.50
Blood Sales to M/s. MC Medical Services Private Ltd	-	5.04	-	8.34
Security Deposit to M/s. MC Medical Services Private Ltd towards Lease- II	-	30.00	-	108.00
Equipment Rent Payment to M/s. MC Medical Services Private Ltd- Lease -II	-	155.76	-	155.76

Notes to Financial Statements

(₹ in Lakhs)

Nature of transaction	2024-25		2023-24	
	Key Managerial personnel	Other related parties	Key Managerial personnel	Other related parties
Hospital Outsource billed by M/s. MC Medical Services Private Ltd	-	3.89	-	0.06
Purchase from M/s. MC Medical Services Private Ltd for Vellalore Unit.	-	0.87	-	-
Flat Rent Payment:				
Mrs. A. Vasanthi	-	3.12	-	3.12
Mr. K.P.Alagesan	-	3.72	-	3.72
Salary Paid to				
Mrs.M.Shreekala	-	36.00	-	25.20
Mrs.Lalithchitra	-	36.00	-	25.20
Un-Secured Loan from Directors:				
Dr.K.Madeswaran				
(Receipt)	1,205.00	-	2,156.00	-
(Paid)	1,205.00	-	2,156.00	-
Mr.K.K. Chandrasekar				
(Receipt)	-	300.00	-	-
(Paid)	-	300.00	-	-
Professional & Consultant charges :				
Dr. K. Madeswaran -Managing Director	476.26	-	393.46	-
Dr.K.Chockalingam	-	133.19	-	137.39
Dr.N.Sudhakar	-	151.76	-	166.53
Dr.S.Paulvannan	-	162.55	-	147.38
Dr.P.Chokkalingam	-	106.62	-	90.89
Dr.P.Selvaraj(upto 16.08.2024)	-	24.00	-	72.00
Dr.S.Kalyanakumari	-	123.66	-	109.24
Dr.M.Sudhakaran	-	62.57	-	67.22
Dr.V.R.Pattabhiraman	-	96.00	-	82.44
Dr.Minu Madeswaran	-	59.84	-	50.44
Sitting Fee to Directors	-	1.30	-	2.70
VVSR Green Energy P Ltd- Interest on Unsecured Loan (Receipt)	-	120.00	-	120.00

Notes to Financial Statements

Nature of transaction	2024-25		2023-24	
	Key Managerial personnel	Other related parties	Key Managerial personnel	Other related parties
VVSR Green Energy P Ltd- Solar Power Purchase	-	253.10	-	240.93
Donation to Uyiran Suvasam- CSR Contribution	-	35.80	-	27.38
Royalcare Trust - Rent Receipt	-	28.32	-	21.24
Royalcare Trust - OP Dues	-	2.12	-	-
Royalcare Trust - Canteen Receipt	-	217.04	-	-
Vetri constructions – Capital (PMC)	-	168.45	-	-
Vetri constructions – Capital	-	39.82	-	-
Remuneration Paid				
Director Remuneration, Commission & perquisites	-	-	-	-
Director Finance Cum CFO	27.50	-	26.40	-
Company Secretary	15.66	-	14.66	-

The remuneration to key management personnel does not include the provision made for Gratuity, as the same are actuarially valued for the company as a whole.

3. The company has not entered into any derivative transactions during the year under report.

4. Confirmations of balance are yet to be obtained from few parties.

5. **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.

6. During the year there is no impairment of assets as certified by the management.

7. Provision for all known liabilities including depreciation is neither inadequate nor more than what is necessary except compensated leave salary.

8. 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 ₹ 1102.59 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.

Notes to Financial Statements

9. As per AS 16, during the year, the company has capitalized the borrowing cost that are directly attributable to acquisition and construction of qualifying asset (Expansion of Phase III Project Stage I and II), amounting to ₹ 1181.65 lakhs (Previous Year ₹ 241.71 lakhs), based on the actual interest rate per annum charged by banker as per loan sanction terms on specific project loans. During the year the State Bank of India has sanctioned loan amount of ₹ 275 Crores towards expansion of Phase III (Stage II) Project of our hospital and company has discharged the sum of ₹ 114.40 lakhs towards loan processing fees. The same was capitalized in the books of accounts.

10. 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.

11. Expenditure on Foreign exchange During the year is ₹ 116.11 lakhs (Previous Year ₹ Nil/-)

i. CIF value of imports

a. Capital goods (Medical Equipment) Nil

b. Spares Nil

ii. Earnings in foreign currency ₹ 195.16 lakhs

iii. Expenditure in foreign currency Nil

iv. Dividend paid in foreign currency Nil

12- Corporate Social Responsibility (CSR) Activities:

a) Gross amount required to be spent by the company: **(in ₹)**

Particulars	**2024-25**	**2023-24**
Gross amount required to be spent by the company during the year	40,79,864.20	27,37,203.37
Unspent amount pertaining to Previous Financial years	-	-
Total	**40,79,864.20**	**27,37,203.37**

b) Additional disclosures with regard to CSR Activities:

Particulars	**2024-25**	**2023-24**
a) Amount required to be spent by the company during the year	40,79,864.20	27,37,203.37
b) Amount required to be set off for the financial year, if any	796.63	-
c) Total CSR obligation for the financial year	40,79,067.57	27,37,203.37
d) Amount of Expenditure Incurred:		
(i) Construction / acquisition of any asset		
(ii) On purposes other than (i) above	40,79,864.00	27,38,000.00
e) Excess /(Short) fall (after Set off), at the end of the year	796.43	796.63
f) Amount available for set off in succeeding financial years	796.43	796.63

Notes to Financial Statements

g)	Nature of CSR Activities	(i) Tree Planting to Uyirin Suvasam (ii)Toilets to Ladies Circle India Trust	Tree Planting to Uyirin Suvasam
h)	Details of Related Party	Tree Planting @ Uyirin Suvasam	Tree Planting @ Uyirin Suvasam
i)	Where a provision is made with respect to liability incurred by entering in to Contractual Obligation	-	-
j)	Movement in Provision for Corporate Social Responsibility Liabilities	-	-

13. During the year the Loan and guarantee given by company as per Section 186 of the Companies Act, 2013, ₹ Nil (Previous Year ₹ Nil). Investments are disclosed under respective head

14. Income tax assessments u/s 143(3) of Income Tax Act, 1961 have been completed up to the Assessment year 2023-24.

15. Figures of the previous year have been regrouped, reclassified and rearranged wherever necessary to conform to current year's classification including those as required consequent to amendment to Schedule III of the Companies Act, 2013. All figures are in lakhs unless otherwise stated.

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.

Notes to Financial Statements

(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 2025.

(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 2025.

(x) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

(xi) 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:

(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

(xii) The Company has 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

(xiii) The Company has not operated in any crypto currency or Virtual Currency transactions

(xiv) 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.

Notes to Financial Statements (₹ in Lakhs)

17. Key Financial Ratio :

S.No	Key Financial Ratios	31.03.2025	31.03.2024	Variance	Reasons for Variance(More than 25%)
1.	Current Ratio Current Asset /Current Liabilities	1.04	0.75	38.45%	Increase in Current Assets
2.	Debt Equity Ratio Long Term Debt / Equity	1.34	1.44	(7%)	-
3.	Debt Service Coverage Ratio Cash Accurals (Net Profit+Interest+Dep) Debt Serviced (Interest+Principal Repaid)	1.13	1.29	(12%)	-
4.	Retun on Equity Ratio-% Profit After Tax Equity	5.87%	14.91%	(61%)	Decrease in Net Profit
5.	Inventory Turnover Ratio Sales / Avg Inventory	23.60	29.81	(21%)	-
6.	Trade Receivable Ratio Net Sales(Turnover) Average Trade Receivable	15.30	16.52	(7%)	-
7.	Trade Payable Ratio Net Credit Purchase Average Trade Payables	3.45	5.12	(33%)	Decrease in payment cycle
8.	Net Capital Turnover Ratio Net Annual Sales Working Capital (Current Assets-Current Lib)	54.26	(13.89)	(491%)	Increase in Turnover
9.	Net Profit Ratio Net Proft after Tax Net Sales (Turnover)	4.27	7.36	(42%)	Decrease in Net Profit
10.	Return on Capital Employed-% Profit before Interest & Taxes Capital Employed (Equity+ Long term Lib+Def)	4.77%	9.77%	(50%)	Decrease in Net Profit
11.	Return on Investment-% Profit after Tax Avg Capital Employed (Equity+ Long term Lib+Def)	2.5%	5.80%	(57%)	Decrease in Net Profit

Notes to Financial Statements (₹ in Lakhs)

18. Employees Benefits – The Company has provided for employee benefits as per Accounting Standard 15 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.

DEFINED BENEFIT PLAN :	31-03-2025	31-03-2024
I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]		
Discount Rate	6.90%	6.97%
Salary escalation rate	5.00%	5.50%
Attrition rate	1.00%	3.90%
Expected rate of return on Plan Assets	7.68%	7.67%
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO) - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
PVO as at the beginning of the period	595.16	627.02
Interest Cost	39.82	43.85
Current service cost	175.07	210.30
Past service cost - (non vested benefits)	-	-
Past service cost - (vested benefits)	-	-
Benefits paid	(47.81)	(42.82)
Actuarial loss/(gain) on obligation (balancing figure)	(32.32)	(243.19)
PVO as at the end of the period	729.92	595.16
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	76.57	27.99
Expected return on plan assets	6.29	3.44
Contributions	55.96	83.92
Direct Contributions to meet direct benefit payments	2.79	1.34
Benefits paid and Charges deducted from the fund	(45.02)	(41.48)
Direct Benefit Payments	(2.79)	(1.34)
Actuarial gain/(loss) on plan assets [balancing figure]	1.17	2.69
Fair value of plan assets as at the end of the period	94.96	76.57
IV. ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	6.29	3.44
Actuarial gain (loss) on plan assets	1.17	2.69
Actual return on plan assets	7.46	6.13

DEFINED BENEFIT PLAN :	31-03-2025	31-03-2024
V. ACTUARIAL GAIN / LOSS RECOGNIZED		
Acturial gain / (loss) for the period - Obligation	32.32	243.19
Actuarial gain / (loss) for the period- Plan Assets	1.17	2.69
Total (gain) / loss for the period	(33.49)	(245.88)
Actuarial (gain) / loss recognized in the period	(33.49)	(245.88)
Unrecognized actuarial (gain) / loss at the end of the year	-	-
VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES		
Present value of the obligation	729.92	595.16
Fair value of plan assets	94.96	76.57
Difference	634.96	518.59
Unrecognised transitional liabilty	-	-
Unrecognised past service cost - non vested benefits	-	-
Liability recognized in the balance sheet	634.96	518.59
VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS:		
Current service cost	175.07	210.30
Interest Cost	39.82	43.85
Expected return on plan assets	(6.29)	(3.44)
Net actuarial (gain)/loss recognised in the year	(33.49)	(245.88)
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	175.11	4.82
VIII. MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening net liability	518.59	599.02
Expense as above	175.11	4.82
Contribution paid	(58.75)	(85.26)
Closing net liability	634.96	518.59
IX. AMOUNT FOR THE CURRENT PERIOD		
Present Value of obligation	729.92	595.16
Plan Assets	94.96	76.57
Surplus (Deficit)	(634.96)	(518.59)
Experience adjustments on plan liabilities -(loss)/gain	(70.50)	140.70
Experience adjustments on plan assets -(loss)/gain	1.17	2.69

DEFINED BENEFIT PLAN :	31-03-2025	31-03-2024
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%
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 Escaltion considered in Acturial 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 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 : 014137S

(Sd/-) CA S. Jayaprakash
Partner
Membership No. : 225492
Place : Coimbatore
Date : 23.08.2025

For and on behalf of the Board of Directors

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

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

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

(Sd/-)
CS K.Rangasamy
Company Secretary

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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