

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

CIN: U85110WB2005PLC102265

Reg Office: Plot No. DG-12/1, Action Area 1D Premises No 02-0327, New Town,
Rajarhat, Kolkata-700156, West Bengal, India

Phone No.:033- 66059750

Email: cs@surakshanet.com; Website: www.surakshanet.com

DIRECTORS' REPORT TO THE MEMBERS

Your Directors are pleased to present the 19th Annual Report of the Company along with the audited financial statements for the financial year ended March 31, 2024.

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from Operations	21,852.47	18,998.54	21,870.85	19,013.40
Other Income	364.76	357.8	355.09	355.21
Total Revenue	22,217.23	19,356.34	22,225.94	19,368.61
Profit before Depreciation, Finance Costs, Tax and Exceptional items	7,483.93	4,856.47	7,361.76	4,747.87
Less: Depreciation	(3,256.70)	(3,163.39)	(3,259.80)	(3,167.02)
Less: Finance Cost	(878.83)	(905.93)	(878.83)	(905.93)
Less:Exceptional Item	(77.88)	-	(77.88)	-
Profit Before Tax	3,270.52	787.15	3,145.25	674.92
Less: Tax Expense	(832.13)	(68.25)	(832.63)	(68.32)
Profit After Tax	2,438.39	718.90	2,312.62	606.60
Other Comprehensive Income (net of tax)	(14.36)	1.11	(14.36)	1.11
Total Comprehensive Income	2,424.03	720.01	2,298.26	607.71

(the name of the Company has been changed from Suraksha Diagnostic Private Limited to Suraksha Diagnostic Limited with Corporate Identity Number : U85110WB2005PLC102265 with effect from July 16, 2024 consequent upon conversion to Public Company)

i. Standalone performance

During the financial year, the Company has prepared its accounts under Ind AS and previous year figures have been reinstated accordingly. The Company on a standalone basis has reported total income of ₹ 22,217.23 Lacs against ₹ 19,356.34 Lacs in the previous financial year. The profit (after tax) stood at ₹ 2,438.39 Lacs against ₹ 718.90 Lacs in the previous financial year.

ii. Consolidated Performance

During the financial year, the Company on a consolidated basis has reported total income of ₹ 22,225.94 Lacs against ₹ 19,368.61 Lacs in the previous financial year. The profit (after tax) stood at ₹ 2,312.62 Lacs against ₹ 606.60 Lacs in the previous financial year.

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STATE OF COMPANY'S AFFAIRS AND OPERATIONS

The Company is the largest full-service and integrated diagnostic chain headquartered in Kolkata, by operating income as of Fiscal 2024. It offers a one-stop integrated solution for pathology and radiology testing, and medical consultation services to our customers through its extensive operational network, consisting of its flagship central reference laboratory, 8 satellite laboratories (co-located with our diagnostic centers) and 194 customer touchpoints which include 48 diagnostic centres, and 146 sample collection centres (primarily franchised), as of March 31, 2024 across the states of West Bengal, Bihar, Assam, and Meghalaya. Its flagship central reference laboratory holds the College of American Pathologists accreditation. 3 of its laboratories hold National Accreditation Board for Testing and Calibration Laboratories ("NABL") and 2 of its advanced diagnostic centres hold National Accreditation Board for Hospitals & Healthcare Providers ("NABH") accreditations. As of March 31, 2024, 43 of the Company's diagnostic centres also housed 120 polyclinic chambers hosting 750+ specialized doctors for patient convenience. During the Fiscal 2024, the Company conducted approximately 5.98 million tests serving approximately 1.14 million patients and derived 95.48% of its revenue from operations from its core geography, Kolkata and the rest of West Bengal.

The Company offers a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of March 31, 2024. In addition to integrated pathology and radiology testing services, it also offer omni channel medical consultation services via online and offline modes to its customers under a single roof through 43 of its diagnostic centres which house 120 polyclinic chambers hosting 750+ doctors, as of March 31, 2024.

The Company has implemented a cluster based 'hub and spoke' model which provided greater economies of scale, enables increased consistency in testing procedures, and enhances the brand penetration through its ability to serve more customers in remote areas.

As of March 31, 2024, the operational network comprised of a diagnostic centre network of (i) 13 hub centres, which are equipped to conduct all pathology sample collections, basic and advanced radiology tests; and (ii) 'spoke' diagnostic centres which includes 10 medium centers, 23 small centres and 2 centres operated under public-private partnership ("PPP") model, which are equipped to conduct all pathology sample collection and certain basic radiology tests, further supported by 146 sample collection centres (primarily franchised); and a laboratory network of (i) its flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres.

CHANGE IN NATURE OF BUSINESS

During the year, there was no change in the nature of business of the Company and the Company continues to focus on improving its operational efficiencies.

DIVIDEND

To conserve the resources of the company, your Director's do not recommend any dividend for the financial year ended on March 31, 2024.

AMOUNT TRANSFERRED TO RESERVES

Your Directors decided to retain the entire amount of ₹ 2,438.39 Lacs in the retained earnings.

FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 read with the Companies Accounts Rules, 2014 for the FY 2023-24.

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The standalone and consolidated financial statements up to year ended March 31, 2023 were prepared in accordance with the accounting standards notified under the section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP"). These standalone and consolidated financial statements for the year ended 31 March 2024 are the first set of financial statements prepared in accordance with Ind AS. The date of transition to Ind AS is 01 April 2022.

The standalone financial statements for the year ended 31 March 2023 and the opening Balance Sheet as at 01 April 2022 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of the transition from previous GAAP to Ind AS on the Balance Sheet, Statement of Profit and Loss (including Comprehensive Income) and Cash Flow Statement are provided in the financial statements. Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy thereto in use. The Guidance Note on Division II - Schedule III to the Companies Act, 2013 issued by the Institute of Chartered Accountants of India ("ICAI") has been followed in so far,

The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2024.

SUBSIDIARY COMPANIES

The Company has one (1) subsidiary company; Suraksha Radiology Private Limited under Section 2(87) of the Companies Act, 2013. Suraksha Radiology Private Limited was incorporated during the year on 21st September, 2023 bearing Corporate Identification Number (CIN)-U86905WB2023PTC265197, having registered office at DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, North 24 Parganas, Kolkata-700156, West Bengal, India, and with Directors Dr. Somnath Chatterjee and Ritu Mittal.

Further, the Company exercises control over three (3) Limited Liability partnerships (LLPs) and are considered as Subsidiaries; detail of which are as under:

1. Suraksha Specialty LLP
2. Suraksha Salvia LLP
3. Asian Institute of Immunology & Rheumatology LLP- Asian Institute of Immunology & Rheumatology LLP ("AIIR") was incorporated as a limited liability partnership under the Limited Liability Partnership Act, 2008 on July 17, 2023, with the Registrar of Companies, Central Registration Centre. Its limited liability partnership identification number is ACC-0504. Its registered office is situated at premises number 02/0327, plot number DG/12/1, Action Area 1D Barasat Sadar, North 24 Parganas, Newtown, Kolkata - 700 156, West Bengal, India .

The financial statement of the Subsidiary Companies have been prepared and consolidated with the Company and forms an integral part of this Report. The consolidated financial statements of the Company are prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) and forms an integral part of this report.

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The financial of its aforesaid Subsidiary Companies are not attached to this report and pursuant to the provisions of Section 136 of the Companies Act, 2013 the Company will make available the said financial statements of the Subsidiary Companies upon a request by any member of the Company. The financial statements of the Companies will also be available for inspection to the members through electronic mode. The members desiring the financial statements of the Subsidiary Companies, may send their request in writing to the Company at cs@surakshanet.com.

However, pursuant to Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of the Subsidiary Companies are attached to the financial statements in Form AOC-1 and is annexed herewith as **Annexure-1** and forms a part of this Report.

SHARE CAPITAL

As on March 31, 2024: There is no change in the authorised, issued, subscribed and paid-up share capital during the financial year under review.

The authorised share capital of the Company as on March 31, 2024 stood at ₹ 14,00,00,000 (INR Fourteen Crore) divided into 12,20,000 (Twelve Lacs Twenty Thousand) Equity Shares of face value of ₹ 100/- each and 1,80,000 (One Lac Eighty Thousand) Compulsory Convertible Preference Share (CCPS) of face value of ₹ 100/- each.

The issued, subscribed and paid-up share capital of the Company is ₹8,52,85,900 (INR Eight Crore Fifty Two Lac Eighty Five Thousand Nine Hundred only) consisting of ₹6,90,00,000 divided into 6,90,000 (Six Lac Ninety Thousand) Equity Shares of face value of ₹ 100/- each fully paid up; and ₹1,62,85,900 (One Crore Sixty Two lacs Eighty Five Thousand Nine Hundred only) divided into 1,62,859 (One Lac Sixty Two Thousand Eight Hundred and Fifty Nine) 0.01% Compulsory Convertible Preference Share (CCPS) of face value of ₹ 100/- each fully paid up.

The Company has not issued any Equity Shares, Equity Shares with differential rights, Sweat Equity Shares, Employees' Stock Options debentures, bonds, warrants or non-convertible securities and did not purchase its own shares. Hence there is no information to be provided as required under Rule 4 (4), Rule 8 (13), Rule 12 (9) and Rule 16 (4) of the Companies (Share Capital and Debentures) Rules, 2014 and Section 42 and 62 of the Companies Act, 2013.

However as on the date of the Report the following changes have been done in the share capital of the Company:

- a. **Sub-division of share capital:** On May 17, 2024, in accordance with Section 61(1)(d) of the Companies Act, 2013, the shareholders of the Company have approved the sub-division of the equity shares of the Company thereby reducing the face value of each equity share from ₹ 100/- to ₹ 2/- each. We have also made the requisite filings to intimate the same to the Registrar of Companies ("RoC") on June 03, 2024.
- b. **Issuance of bonus equity shares:** Further, on May 17, 2024 pursuant to the shareholders' approval, the Board of Directors of the Company has issued and allotted 1 bonus equity share (having a face value of ₹ 2/- each) for every 4 equity shares held by an equity shareholder of the Company, in accordance with Section 63 of the Companies Act, thereby resulting in an increase of our total paid-up share capital from INR 8,52,85,900 [represented by 3,45,00,000 equity shares of ₹ 2/- each and 1,62,859 preference shares of ₹ 100/- each] to ₹ 10,25,35,894 [represented by 4,31,24,997 equity shares of ₹ 2/- each and 1,62,859 preference shares of ₹ 100/- each]. The same had been allotted on June 5, 2024. Accordingly, pursuant to the sub-division and the bonus issuance, the total number of equity shares forming part of our paid-up equity share capital has now increased from 6,90,000 to 4,31,24,997, i.e., 1 erstwhile equity

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share having a face value of ₹ 100/- each is now equivalent to 62.5 equity shares having a face value of ₹ 2/- each.

- c. **Change in conversion ratio:** The Company has 1 foreign investor, Orbimed Asia II Mauritius Limited (surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited), who had invested in the Company in 2016 and initially acquired 1,34,587 equity shares of face value of ₹ 100/- each and 1,62,859 Investor Series A Compulsorily Convertible Preference Shares of face value of ₹ 100/- each ("CCPS") and pursuant to the sub-division and bonus issuance on the equity shares of the Company, it currently holds 84,11,687 equity shares having face value of ₹ 2/- each and 1,62,859 CCPS of ₹ 100/- each. In light of the above mentioned sub-division and the bonus issuances undertaken by the Company, please note that the conversion ratio of the CCPS shall stand adjusted as per the terms of the CCPS, such that each CCPS will now convert into 62.5 equity shares of face value of ₹ 2/- each, in compliance with the Foreign Exchange Management Act, 1999 and the extant rules thereunder, including Rule 21 of the Foreign Exchange Management (Non-Debt-Instruments) Rules, 2019 ("NDI Rules"). Further, the shareholding percentage of the foreign investor in the Company, on a fully diluted basis, shall continue to remain the same.

DEPOSITS

The Company has not accepted any deposits during the year in terms Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review. During the year under review there was no foreign exchange earnings and outgo.

DIRECTORS

As on March 31, 2024, the Board consists of four (4) members and the composition of the Board is as under:

1. Dr. Somnath Chatterjee (DIN: 00137075) - Whole Time Director
2. Mrs. Ritu Mittal (DIN: 00165886) - Whole Time Director
3. Mr. Karan Kanika Verma (DIN: 00034343) - Non Executive Director
4. Mr. Arun Sadhanamdhani (DIN: 08445197) - Nominee Director of Orbimed Asia II Mauritius Limited

(a) Cessation / Resignation

During the year under review:

- i. Mr. Kishan Kumar Kejriwal, Director of the Company expired on December 5, 2023.

While his passing away has left a huge void among us, he leaves behind an unparalleled foundation for all of us to build upon. The Board places on record its whole-hearted appreciation of the invaluable contribution made by him in the Company.

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- ii. Further, the Company had received a resignation letter from Mr. Sunny Sharma, the Nominee Director of Orbimed Asia II Mauritius Limited on August 28, 2023 and accordingly the Board noted his resignation in its Board Meeting held on August 28, 2023.
- iii. The Company has received resignation letter from Mr. Karan Kanika Verma with effect from July 16, 2024 and accordingly the Board noted his resignation in its Board Meeting held on July 16, 2024.

(b) Appointment / Re-appointment

Mr. Arun Sadhanamdham was appointed as Nominee Director of Orbimed Asia II Mauritius Limited in the Board Meeting held on November 20, 2023. Necessary consents have been received from him in respect to his appointment.

None of the Directors of the Company are disqualified under Section 164(2) of the Companies Act, 2013 and Rules made there under. The Directors have also made necessary disclosures as required under provisions of Section 184(1) of the Companies Act, 2013.

AUDITORS AND THEIR REPORTS

(i) Statutory Auditors and their report

In terms of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company appointed M/s MSKA & Associates, Chartered Accountants, (Firm Reg No.: I05047W) as Statutory Auditors of the Company in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) to hold office from the conclusion of 18th Annual General Meeting of the Company held on a shorter notice on Wednesday, 6th day of March, 2024 for the period of 5 (Five) years and would continue to hold the office of Statutory Auditor till the conclusion of the 23rd Annual General Meeting of the Company to be held for the FY 2027-28.

The observations, if any, made by the Statutory Auditor, M/s MSKA & Associates, Chartered Accountants, in their Auditors' Report (both Standalone and Consolidated) together with the notes to accounts, as appended thereto are self-explanatory and hence does not call for any further explanation. The Auditors' Report does not contain qualification, reservation, adverse remarks or disclaimer.

(ii) Cost Auditors

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made, and records have been duly maintained.

M/s. S. Chhaparia & Associates, Cost Accountants (Firm Registration Number: 101591) has submitted the Cost Audit Report for the FY 2022-23 to the Board of Directors and the Directors considered and examined the said report. The Cost Audit Report does not contain any qualification, reservation, adverse remark, or disclaimer.

The Board of Directors has re-appointed M/s S.Chhaparia & Associates, Cost Accountants, (Firm Registration Number 101591) as Cost Auditor to audit the cost accounts of the Company for the FY 2024-25.

The Company has received consent letter from them and confirmation of eligibility for their re-appointment as the Cost Auditors of the Company for FY 2024-25.

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The remuneration payable to the Cost Auditors is required to be ratified by the shareholders in the ensuing Annual General Meeting and is therefore proposed in the Notice convening the ensuing Annual General Meeting as annexed to this Report.

(iii) Secretarial Auditors

As per the provisions of Section 204 of the Companies Act, 2013 and Rule 9(1)(c) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is not required to conduct a Secretarial Audit for the financial year ended March 31, 2024.

(iv) Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors has appointed M/s. Bihani Rashmi & Co., Chartered Accountants (Firm Reg. no. 328058E) as the Internal Auditors of the Company to conduct the internal audit of the Company for FY 2024-25.

The Company has received consent letter from them, for their appointment as the Internal Auditors of the Company for FY 2024-25.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3) (c) and 134(5) of the Companies Act, 2013, your Directors to the best of their knowledge and ability, hereby confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation related to material departures;
2. Appropriate accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on March 31, 2024;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The Company being a Private Limited Company as on March 31, 2024, internal financial control policies are not applicable.
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has been carrying out Corporate Social Responsibility (CSR) activities under the applicable provisions of Section 135 read with Schedule VII of the Companies Act, 2013, as amended from time to time and the Companies (Corporate Social Responsibility Policy) Rules 2014.

The Board had constituted the Corporate Social Responsibility Committee under the applicable provisions of the Companies Act, 2013.

However due to sad demise of Mr. Kishan Kumar Kejriwal (member of the CSR Committee) on 05 November 2023, the Committee was reconstituted on 22nd November 2023 as under:

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Name of the Members	Revised Constitution
Dr. Somnath Chatterjee	Chairman
Mrs. Ritu Mittal	Member
Mr. Karan Kanika Verma	Member

The Annual Report on CSR activities for FY 2023-2024 is enclosed as Annexure-2 to this Report.

PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

The details of remuneration to Directors of the Company and other information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure-3 and forms a part of this Report.

Pursuant to Section 136(1) of the Companies Act, 2013, the Directors' Report excludes the information on employees' particulars mentioned in Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the said information is available for inspection at the registered office of the Company and any member interested in inspecting the same may write in advance on cs@surakshanet.com.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been committed to create and provide an environment that is free from any kind of discrimination and harassment including sexual harassment. The Company has formulated and adopted an Anti-Sexual Harassment Policy in line with requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (PoSH) and Rules made thereunder that provides a mechanism for the resolution, settlements or prosecution of acts or instances of sexual harassment at workplace and to ensure that all employees are treated with respect and dignity. All employees whether permanent/contractual/temporary/ trainees are covered under this policy. The policy is gender neutral. During the year under review, no complaints with allegations of sexual harassment were received by the Company.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Ms. Pradipta Kanungo a social worker in women upliftment, has been admitted as a member of the Internal Complaints Committee (ICC) who will act as a neutral third party, and the existing Internal Complaints Committee (ICC) had been re-constituted with the following members:

Mrs. Neepa Chowdhury	Presiding Officer	Senior lady employee
Ms. Pradipta Kanungo	Member	External member
Mr. Bhaskar Ghosal	Member	Senior employee
Mr. Niren Kaul	Member	Senior employee
Mrs. Sangeeta Chakraborty	Member	Senior lady employee

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Your Directors further state that during the year under review, there were no cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

WEBSITE

The Company has developed and maintained its fully functional website www.surakshanet.com which has been designed to exhibit the detailed information on the Company's business.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the period under review, the Company has entered into transaction with Entities with significant control. The related party transactions entered were in ordinary course of business and also on arm's length basis in compliance with the applicable provisions of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict of the interest with the Company at large. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

Accordingly, disclosures of related party transactions in terms of Clause (h) of sub section (3) of Section 134 of Companies Act 2013 read with Rule 8 (2) of the Companies (Accounts) Rules 2014 in Form AOC - 2, is not applicable. Transactions with related parties, as per requirements of Accounting Standard are disclosed in the notes to the accounts annexed to the financial statements. Your Directors draw attention of the members in note 40 to the financial statements which set out related party disclosures.

MEETINGS OF THE BOARD

During the FY 2023-24 the Board of Directors of the Company duly met Eight (8) times. One (1) resolution was passed by circulation on October 25, 2023. The intervening gap between the two Board Meetings was within the period prescribed under the Companies Act, 2013. In terms of the requirement of Secretarial Standard (SS-1) at the meetings of the Board of Directors it is confirmed that the Company has complied with applicable Secretarial Standards. Further, the status of attendance of Board Meeting is as follows:

Sl. No.	Date of meeting	No. of Directors on the date of meeting	No. of Directors attended	% of
				Attendance
1	06-06-2023	5	5	100
2	22-09-2023	4	4	100
3	25-10-2023	4	4	100
4	22-11-2023	4	4	100
5	20-12-2023	4	4	100
6	31-01-2024	4	4	100
7	15-02-2024	4	4	100
8	07-03-2024	4	4	100
9	30-03-2024	4	4	100

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EXTRACTS OF ANNUAL RETURN

Pursuant to Section 92 of the Companies Act, 2013 and amendments thereof and in compliance of the Companies (Amendment) Act, 2017, effective August 28, 2020, the draft Annual Return for FY 2024-25 is placed on the Company's website www.surakshanet.com.

This Annual Return is subject to such changes / alterations/ modifications as may be required to carry out subsequent to the adoption of the Directors' Report by the Shareholders at the 19th Annual General Meeting and the copy of the final Annual Return as may be filed with the Ministry of Corporate Affairs would be furnished on the website of the Company.

INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial control systems commensurate with its nature of business and size of the operations of the Company including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information and to monitor and ensure compliance with applicable laws, rules and regulations.

The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the Management. The Company's internal audit process covers all significant operational areas and reviews the Process and Control. The Internal Auditor has authority to verify whether the policies and procedures, including financial transactions, are carried out in accordance with defined processes and variations and exceptions (if any) are justified and reported properly.

The company's internal control system has been established on values of integrity and operational excellence. The company's internal control systems are periodically tested. Significant findings are brought to the notice of the Board and corrective measures recommended for implementation. This formalized system internal control facilitates effective compliance of Section 138 of the Companies Act, 2013.

LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has been investing and deploying its surplus funds in securities which were within the overall limit of the amount and within the powers of the Board as applicable to the Company in terms of Section 179 and 186 of the Companies Act, 2013. The particulars of all such loans, guarantees and investments are entered in the register maintained by the Company for the purpose and are appended in notes to the financial statements.

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

1. There has been changes in the capital structure of the Company which has been incorporated in the Share Capital section, since the closure of the financial year till the date of the report affecting any financial position of the Company as mentioned in the Share Capital Section.
2. **Constitution of an IPO Committee:** The Company has decided to bring an Initial Public Offering (IPO) for growth and expansion of its existing business activities. For the aforesaid purpose, the

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Board of Directors of the Company has constituted an IPO committee in the Board meeting held on March 30, 2024. The Composition of the IPO Committee is as follows:

Srl. No.	Name	Member
1	Dr. Somnath Chatterjee	Chairman
2	Ritu Mittal	Member
3	Arun Sadhanandham	Member

3. **Conversion of the Company from Private Limited to Public Limited:** The Company proposed to undertake an initial public offer of its equity shares by way of offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale" and such shareholders, the "Selling Shareholders"; the Offer for Sale together with the Fresh Issue, the "Offer" or the "IPO") and listing of the Equity Shares on one or more of the stock exchanges. In order to undertake the Offer, the Company was required to be converted into a public limited company from a private limited company in accordance with the applicable provisions of the Companies Act, 2013, to the extent notified and as amended, and the rules made thereunder (the "Companies Act").

Accordingly, the Board of Directors and shareholders vide special resolution passed by the of the Company at the Extra-ordinary General Meeting held on 3rd June, 2024 and 5th June, 2024, respectively, resolved to convert status of the Company from Private Limited Company to a Public Company limited by shares, by deletion of the word "Private" in the name of the Company pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 i.e. Suraksha Diagnostic Private Limited to Suraksha Diagnostic Limited

Further, pursuant to the application made vide form INC- 27 dated July 4, 2024, to the Ministry of Corporate Affairs (MCA) for conversion of status from Private Limited to Public Limited, the Company has received Certificate of Incorporation dated July 16, 2024 from MCA i.e. ROC, CPC, consequent upon conversion to Public Limited, accordingly the name of the Company stand changed to Suraksha Diagnostic Private Limited to Suraksha Diagnostic Limited with Corporate Identity Number : U85110WB2005PLC102265.

VIGIL MECHANISM

Since, the Company is an unlisted Company, does not accept deposits from public and has not borrowed money from banks and public financial institutions in excess of fifty crore rupees, the Company is not required to establish a Vigil Mechanism.

However, during the year the Company had established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. All employees are protected from any adverse action for reporting any unacceptable or improper practice and/ or any unethical practice, fraud, or violation of any law, rule or regulation.

During the financial year, the statutory audit team of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants for FY 2022-23, received multiple mails on various dates ranging from 16th August 2023 till 18th September 2023, alleging financial fraud/liquidation of monies/money laundering by the Company/ Directors over a period from 2020 to 2023 concerning advancing amounts to an employee for inappropriate purposes and payments made to certain parties without receipt of related goods and services. The Board discussed that it was imperative for the Company to conduct a thorough investigation into the allegations to ensure transparency, integrity, and compliance with applicable laws and regulations. In this respect M/s S. Sarkar & Associates, Chartered Accountants, Firm Reg No: 319261F as a reputable and competent entity specializing in investigative services, with expertise in handling

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such matters was appointed who provided a detailed report dated November 9, 2023 where they concluded as follows:

"In summary, in our opinion, subject to the comments mentioned above, all the allegations as reported in the whistle blower mails appear to be without merit and appear to be motivated by malicious intentions. We have performed independent procedures as delineated in our report together with the Annexures thereto and are of the opinion that the transactions are genuine, bonafide and in the normal course of business of the Company. Moreover, neither the internal auditor nor the erstwhile statutory auditor have highlighted any issues with respect to the concerned employee or the vendors."

However the report highlighted certain violations of the Goods and Service Tax Act, 2017, pertaining to an incorrect charge of Goods and service tax ('GST') by a vendor against the purchase of certain Property, Plant & Equipment items, which the Company is in the process of addressing. Further, the Company has filed a First Information Report ('FIR') with the Bidhan Nagar cyber- crime Police Station relating to emails containing defamatory remarks against the senior management, officials and employees of the Company and containing a series of false and malicious allegations and fraudulent information, regarding suspicious financial transactions against Company / Directors of the Company, which is in progress and pending further investigation.

RISK MANAGEMENT POLICY

Given the uncertain and volatile business environment, companies face continuous changes in technology, geo-politics, financial markets, regulations, etc. which affect the value chain. To build a sustainable business that can weather these changes, companies need to manage risk and opportunities on a pro-active basis.

Keeping this in mind, the Company has laid down a comprehensive risk assessment and minimization procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/ measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

SECRETARIAL STANDARDS

Your Company follows the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013, for convening and conducting the meeting of the Board of Director, General Meetings and other matters related thereto and have devised proper systems to ensure the compliance of applicable provisions.

HUMAN RESOURCES

The Company has 1,175 permanent employees (as on March 31, 2024) with a mix of people from different social, economic, and geographic backgrounds. The Company has maintained healthy, cordial, and harmonious industrial relations at all levels through proactive Employee Relations, development initiatives, gender diversity and community development.

Performance of the Company is anchored on its capabilities and productivity, customer-centric culture through a strong service orientation; happiness through purposeful behavior by high quality talent; value-oriented through a deep commitment to the values of Suraksha Diagnostic Private Limited.

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INDUSTRIAL RELATIONS

The industrial relation during the FY 2023-24 had been cordial. The Directors take on record the committed support received from its customers, dealers, suppliers and crucial efforts made by the senior management personnel, officers, employees and workers towards overall growth and development of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There has been no significant and material order passed by regulators or courts or tribunals impacting going concern status and Company's operations in future. During the year under review, no application is made by the Company under the Insolvency and Bankruptcy Code, 2016 neither any proceeding is pending before the tribunal or any other authorities under the said Code. There was no instance of one time settlement with any bank or Financial Institution. However the following orders were passed as on the date of this Report relating to:

i. **FINAL ORDER FOR COMPOUNDING OF AN OFFENCE IN RESPECT OF VIOLATION OF SECTION 185(1) OF THE COMPANIES ACT 2013**

The Company had given guarantee and created charge on its Land and Building and certain items of medical equipments which formed a part of Property Plant and Equipment in favour of a lender against personal loans of ₹ 670.00 millions (March 31, 2023: ₹ 670.00 millions) advanced to the Whole Time Directors of the Company, Dr. Somnath Chatterjee and Ritu Mittal. On the basis of legal opinion obtained by the management of the Company and interpretation of law, the Company was under bonafide belief to be in compliance with Section 185 of the Companies Act 2013 ("the Act"). However, basis the subsequent discussion, the Company acknowledges that the transaction of giving guarantee and providing security for a personal loan taken by the wholtime directors of the Company is a contravention of Section 185 of the Act. Therefore, during the current financial year, the said guarantee and the charge on the Property, plant & equipment of the Company has been released w.e.f. 30 March 2024.

Further, the application for compounding of the offence under section 441 of the Act, has been filed before the Regional Director, Eastern Region Kolkata on December 28, 2023 which has been adjudged/compounded and paid vide the final order dated July 12, 2024, thereby disposing the matter. The Company and the aforesaid Director has paid the requisite compounding fees to the MCA. The Company is in the process of filing E-Fom INC-28 with the ROC and will file the same within stipulated time.

ii. **FINAL ORDER FOR COMPOUNDING OF AN OFFENCE IN RESPECT OF VIOLATION OF SECTION 96 OF THE COMPANIES ACT 2013**

The Company was unable to conduct its Annual General Meeting ("AGM") in accordance with the provisions of Section 96 of the Companies Act, 2013 ("the Act"), and consequently, the Company has not complied with Section 129(2) of the Act relating to laying the financial statements before every annual general meeting, with Section 137 of the Act relating to the filing of financial statements with the Registrar of Companies (ROC) and with Section 92 relating to the filing of annual returns. The Company had made an application to the Registrar of Companies for the extension of the deadline for holding their AGM in respect of the year ended March 31, 2023, and got an approval up to December 30, 2023. The Company had conducted the AGM on 06 March 2024 i.e., not within the extended time granted by ROC.

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ACKNOWLEDGEMENT

Your Directors would like to express their earnest appreciation for the assistance and co-operation received by the Company from its various stakeholders, banks, government authorities and business associates. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued shareholders. Your Directors also wish to place on record their deep sense of appreciation to all the employees at all levels for their committed services, exemplary professionalism and enthusiastic contribution during the financial year.

By order of the Board of Directors
For Suraksha Diagnostic Limited

Suraksha Diagnostic Limited


Director


Director

Sd/-
Dr. Somnath Chatterjee
Jt Managing Director
(DIN: 00137075)

Sd/-
Ritu Mittal
Jt Managing Director & CEO
(DIN: 00165886)

Registered Office:
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New Town, Kolkata - 700156

Date: July 16, 2024
Place: Kolkata

Suraksha Diagnostic Limited

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ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE-1

Form AOC-1

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

Statement containing salient features of the financial statements of Subsidiaries / Stepdown Subsidiaries / Associate Company / Joint Ventures

Part "A": Subsidiaries & Stepdown Subsidiaries

Summary of Financial Statement of Subsidiaries
(Amount in Lacs except for % age of shareholding)

SL. No.	Particulars				
1.	Name of the subsidiary	Suraksha Radiology Private Limited	Suraksha Salvia LLP	Suraksha Speciality LLP	Asian Institute of Immunology and Rheumatology LLP
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Year ended March 31, 2024	Year ended March 31, 2024	Year ended March 31, 2024	Year ended March 31, 2024
3.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	INR	INR	INR
4.	Share capital / Contribution	1.00	60.00	49.99	135.00
5.	Reserves & surplus / other equity	(7.01)	(223.28)	1.24	(13.18)
6.	Total assets	397.05	54.56	203.00	126.19
7.	Total Liabilities (excluding Share Capital and Reserves & Surplus)	403.07	217.84	151.77	4.38
8.	Investments (excluding Investment in Subsidiary)	Nil	Nil	60.00	Nil
9.	Turnover	Nil	45.80	Nil	Nil
10.	Profit/Loss before taxation	(7.01)	(107.04)	1.97	(13.18)

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11.	Provision for taxation	Nil	Nil	0.56	Nil
12.	Profit/Loss after taxation	(7.01)	(107.04)	1.41	(13.18)
13.	Proposed Dividend	Nil	Nil	Nil	Nil
14.	% of shareholding	74%	60%	99.99%	60%

Other information:

1. Investments exclude investments in subsidiaries
2. Names of subsidiaries which are yet to commence operations - Nil
3. Names of subsidiaries which have been liquidated or sold during the year - Nil

Part "B": Associate Companies and Joint Ventures

The Company do not have any Associate Companies and Joint Ventures as on March 31, 2024

Other information:

1. Names of associates or joint ventures which are yet to commence operations - Not Applicable
2. Names of associates or joint ventures which have been liquidated or sold during the year -- Not Applicable.



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ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE- 2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

The Company has framed a CSR Policy pursuant to Section 135 of The Companies Act, 2013 and Rules made thereunder. The CSR Policy of the Company primarily focuses on following areas as prescribed in Schedule VII of the Companies Act, 2013:-

1. Health care including preventive health care;
2. Promoting education, infrastructural support to schools, providing scholarships;
3. Ensuring environmental sustainability;
4. Rural development projects;
5. Any other activity as approved by the CSR Committee

2. Re-composition of CSR Committee:

Sl. No.	Name of Director/Member	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	Dr. Somnath Chatterjee	Executive Promoter- Whole time Director	1	1
2	Ms. Ritu Mittal	Executive Promoter- Whole time Director	1	1
3	Mr. Kishan Kumar Kejriwal- Ceased to be a member due to death on 05th November 2023	Executive Promoter- Director	1	1
4	Mr. Karan Kanika Verma- Member with effect from 22nd November 2023	Non-Executive - Director	1	0

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1. 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. The details are disclosed on Company's website -www.surakshanet.com
2. 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**
3. (a) Average net profit of the company as per Sub-section (5) of Section 135: **₹1,768.23 Lacs**
 (b) Two percent of average net profit of the company as per sub-section (5) of Section 135: **₹35.36 Lacs**
 (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.: **Not Applicable**
 (d) Amount required to be set-off for the financial year, if any.: **Not Applicable**
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)].: **₹35.36 Lacs**
4. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **An amount of ₹35.50 Lacs was spent for the FY 2023-24 against ongoing projects**

-1	-2	-3	-4	-5		-6	-7	-8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount spent for the project (INR in Lacs)	Mode of Implementation - Direct Yes/No	Mode of Implementation - Through Implementing Agency	
				State	District				
1	Paralekha	Promoting Education	Yes	West Bengal	Howrah	3.50	No	Liver Foundation	CSR00003679
2	Changing the structure of Kitchen of Vidhyapith	Promoting education, including special education and employment enhancing vocational skill.	Yes	West Bengal	Howrah	12.00	No	Rama Krishna Mission Head Quarters-Vidyapith	CSR00006101

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3	Cancer prevention initiative	Promoting health care including preventive health care	Yes	West Bengal	Kolkata	5.00	No	Kolkata Gynecological Oncology Trials And Translational	CSR00052650.
4	Medical services for stray abandoned and injured animals	Ensuring animal welfare	Yes	West Bengal	Rajkot	10.00	No	People For The Respect And Care Of Animals	CSR00010980.
5	Social welfare	Special Education	Yes	West Bengal	Kolkata	3.00	No	Scud Society For Social Communication	CSR00017061
6	Digitisation of Library Catalogue	Promoting education, including special education and employment enhancing vocation skill.	Yes	West Bengal	Kolkata	2.00	No	Rammohun Library And Free Reading Room	CSR00034007
TOTAL						35.50			

(b) Amount spent in Administrative Overheads: NIL

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

(d) Total amount spent for the financial year [(a)+(b)+(c)]: ₹35.50Lacs

(e) CSR amount spent or unspent for the financial year: Not Applicable

Total Amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)					
	Total Amount transferred to Unspent CSR Account as per Sub-Section(6) of Section 135.			Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount(in ₹)	Date of Transfer		Name of the Fund	Amount(in ₹)	Date of Transfer

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f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (₹in Lacs)
(i)	Two percent of average net profit of the Company as per section 135(5)	₹35.36 Lacs
(ii)	Total amount spent for the Financial Year	₹35.50 Lacs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	13,533
(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)]	₹0.14

5. Details of unspent Corporate Social Responsibility amount for the preceding three financial years:
6. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No
7. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub section (5) of section 135.: **Not Applicable**



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ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE - 3

Statement of Particulars of Employees pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No	Name of the Employees	Designation	Remuneration Received (INR In lacs) *	Nature of Employment whether contractual or otherwise;	Qualification	Experience (Years) in Company	Date of commencement of employment	Age (Years)	Last Employment	% of Equity Share held in the Company	Relation with Director, if any
1	Dr. Somnath Chatterjee	Wholetime Director	144.00	Otherwise	MBBS	19 years	15-03-2005	64 years	NA	9.57%	NA
2	Mrs. Ritu Mittal	Wholetime Director & CEO	144.00	Otherwise	B.COM	18 years	08-11-2006	51 years	NA	22.87%	NA

* Increase in remuneration to Rs. 2,16,00,000 p.a. w.e.f October 01,2023



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