

18th DIRECTOR'S REPORT

To,
The Members,
ANAND NIROG DHAM HOSPITAL PRIVATE LIMITED ("the Company")

The Board of Directors ("Your Directors" or the "Board") have pleasure in presenting the **18th Directors' Report** on the business and operations of your Company together with the Audited Financial Statements for the **Financial Year ended on March 31, 2023**.

1. COMPANY SPECIFIC INFORMATION

1.1. Financial Summary and Highlights

During the **Financial Year 2022-23** ("period under review"), the working results of the Company shows **Net Profit of INR 2,77,93,230/-**. The details of financial summary are as under:

(Figures in INR)

Particulars	Financial Year ended	
	March 31, 2023	March 31, 2022
Total income	59,15,10,403	66,39,90,437
Total Expenditure	55,58,92,002	60,22,87,409
Profit/(Loss) before tax	3,56,18,400	6,17,03,028
Current tax	59,45,420	1,02,99,469
Prior year tax (Credit)	Nil	Nil
Minimum alternate tax (MAT) Credit availed	Nil	Nil
Deferred tax charge/(Credit)	18,79,750	25,02,043
Balance in Profit and Loss Account carried forward	2,77,93,230	4,89,01,516

(A) **AOC-1:** Your Company does not have any subsidiary company or any associate company or any joint venture company and thus the disclosures in Form AOC-1, required under sub-rule 5 of Companies (Accounts) Rules, 2014 are not applicable on your Company.

(B) **AOC-2:** The disclosure required in Form AOC-2 regarding the particulars of contracts or arrangements with related parties as per the provisions of Section 188(1) of the Companies Act, 2013 is enclosed as "**Annexure I**" to this Director's Report.

1.2. Transferto General Reserves

During the Financial Year under review, the Company has made **Net Profit of INR 2,77,93,230/-**. Considering the financial position, no amount of profit is transferred to Reserves.

1.3. Dividend

The Board of Directors of your Company, after considering the relevant circumstances have decided that it would be prudent, not to recommend any Dividend for the period under review considering the future growth prospects.

1.4. Major events occurred during the year

a) State of Company's affair

The Company has reported total income of **INR 59,15,10,403/-** for the Financial Year 2022-23 as compared to **INR 66,39,90,437/-** in the Financial Year 2021-22.

Further, the Net Profit for the Financial Year 2022-23 is amounting to **INR 2,77,93,230/-** as compared to the Net Profit amounting to **INR 4,89,01,516/-** made in the previous Financial Year 2021-22.

b) Change in the nature of business

There has been no change in the nature of business during the year under review.

c) Material changes and commitments

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

2. GENERAL INFORMATION

Your Directors noted with satisfaction, the substantial progress of the Company. Your directors are hopeful of consistent performance. The industry outlook remains encouraging and it is expected that positive trend will continue in furthering the growth of the Company.

3. CAPITAL STRUCTURE DURING THE YEAR

As on 31st March 2023, the shareholding pattern of the company is as follows:

Company has Authorized Capital of INR 5,00,00,000/- as on the end of Financial Year 2022-2023
Company's issued, Subscribed and paid up capital of INR 4,95,00,000/- as on the end of Financial Year 2022-2023.

3.1. Issue of shares and other convertible securities

The Company has not issued any equity shares or preference shares or any securities which carry a right or option to convert such securities into shares, therefore, no disclosure is required.

3.2. Issue of equity shares with differential rights

The Company has not issued any Equity Shares with differential rights, so no disclosure is required under Rule 4(4) of the Companies (Share Capital and Debentures) Rules 2014.

3.3. Issue of sweat equity shares

The Company has not issued sweat equity shares, so no disclosure is required under Rule 8 of the Companies (Share Capital and Debentures) Rules 2014.

3.4. Issue of employee stock options

The Company has not issued Employee Stock Option so no disclosure is required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

3.5. Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employees.

The Company has not made any provision for purchase of its own shares by employees or by trustees for the benefit of employees, so no disclosure is required under Rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

3.6. Issue of debentures, bonds or any non-convertible securities

The Company has not issued debentures, bonds or any other non-convertible securities during the period under review, so no disclosure is required.

3.7. Issue of warrants

The Company has not issued any warrant during the period under review, so no disclosure is required.

4. OPERATIONAL PERFORMANCE

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified and the relevant provisions of the Companies Act, 1956 / Companies Act,

2013, as applicable. Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company discloses standalone audited financial results on an annual basis.

5. CREDIT RATING OF SECURITIES

The Company is not required to obtain credit rating for its securities. Hence, the appropriate disclosure in the Director's Report is not required.

6. INVESTOR EDUCATION AND PROVIDENT FUND

The Company was not required to transfer any amount to the Investor Education and Provident Fund during the year as per Section 125(2) of the Companies Act, 2013 and the IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016. Further, there are no unpaid and unclaimed amounts lying with the Company.

7. MANAGEMENT

6.1. Directors and Key Managerial Personnel

6.2. The Board of the Company was duly constituted in accordance with the provisions of the Companies Act 2013. All directors are appointed on non-rotational basis till they voluntary resign. During the year under review there are no changes in directors or Key Managerial Personnel of the Company.

The Board meets at regular intervals to discuss and decide on various business strategies and policies apart from routine operations. As at the end of the Financial Year, the Board of Directors consists of following members:

S. No.	Name	Designation	DIN	Date of appointment
1	Meena Anand	Managing Director	01136698	28/04/2005
2	Mansi Anand	Director	08524615	20/05/2020

6.3. Independent Directors

The provisions of sub-section (4) of Section 149 of Companies Act, 2013, read with Rule 4 of Companies (Appointment of Qualifications of Directors) Rules, 2014 relating to appointment of

Independent Directors do not apply to the Company, so no disclosure is required under sub-section (10) of Section 149 of Companies Act, 2013.

6.4. Declaration by Independent Directors and statement on compliance of code of conduct

Since the provisions relating to the appointment of independent director are not applicable on the Company, no disclosure is required.

6.5. Meetings

Board Meetings:

During the Financial Year under review, the Directors of the Company met on the following dates:

S. No	Date of Meeting	Place of Meeting	Directors Present
1.	21-July-22	Meerut	Two
2.	15-Oct-22	Meerut	Two
3.	20-Oct-22	Meerut	Two
4.	02-Dec-22	Meerut	Two
5.	10-Dec-22	Meerut	Two
6.	16-Dec-22	Meerut	Two
7.	24-Dec-22	Meerut	Two
8.	12-Jan-23	Meerut	Two
9.	23-Jan-23	Meerut	Two
10.	30-Jan-23	Meerut	Two
11.	20-Feb-23	Meerut	Two
12.	28-Feb-23	Meerut	Two

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

6.6. Committees

The Company is not required to constitute any committee under any section of the Companies Act, 2013.

6.7. Recommendations of Audit Committee

The Company is not required to constitute an Audit Committee as per Section 177 of the Companies Act, 2013. Hence, no disclosures are required.

6.8. Company's Policy on Director's appointment and remuneration

The Company being a Private Limited Company is not required to comply with the provisions of Section 134(3) read with proviso to sub-section 178(4) of the Companies Act, 2013 relating to the Company's policy on Director's appointment and remuneration.

6.9. Board's Evaluation

The Company being a Private Limited Company is not required to have any evaluation of Board or its Committees or Individual Director's performance, under the provisions of the Companies Act, 2013.

6.10. Remuneration of Directors and Employees of Listed Company

The Company being a Private Limited Company is not required to give disclosures relating to the remuneration of directors and employees.

6.11. Remuneration received by Managing/Whole-Time director from holding or subsidiary company

The Company being a Private Limited Company is not required to give disclosure.

6.12. Director's Responsibility Statement

In accordance with clause (c) of sub-section (3) and sub-section (5) of Section 134 of the Companies Act, 2013 the Board of Directors of the Company hereby informs the members that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and

fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6.13. Internal Financial Controls

The Company has adequate internal financial control over financial reporting, and it has been documented based on the criteria as stated in Companies Act, 2013 and the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

6.14. Frauds reported by the Auditor

The Statutory Auditor and the Cost Auditor of the Company has not reported any frauds during the year.

8. DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any Subsidiary/ Joint Venture/ Associate Companies.

9. DETAILS OF DEPOSITS

The Company has not accepted any public deposit from the public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014 made there-under and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet and also on the date of this Report.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the period under review there were no transactions relating to loans, guarantees and investments under Section 186 of the Companies Act, 2013.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not undertaken any transactions with related parties during the year under review. **Form AOC-2** as prescribed under Section 134(3)(h) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is attached herewith as **Annexure I**.

12. CORPORATE SOCIAL RESPONSIBILITY

Section 135 of the Companies Act, 2013 states that every company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One Thousand Crore or more or a net profit of Rupees Five Crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director and the Board of the company shall ensure that the Company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The provisions of Section 135 of the Companies Act, 2013 with regards to the Corporate Social Responsibility are applicable on our Company for the Financial Year 2021-22. Report on CSR I being attached as **Annexure-II**.

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

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

A. CONSERVATION OF ENERGY

The Company not being engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3) (m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy, are not applicable.

B. TECHNOLOGY ABSORPTION

The Company not being engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3) (m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding technology absorption, are not applicable.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earnings and outgo are given below:

Particulars	2022-23(INR)	2021-22 (INR)
Foreign Exchange Earnings	NIL	NIL

Foreign Exchange outgo	NIL	NIL
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14. RISK MANAGEMENT POLICY OF THE COMPANY

The Company has a well-defined Risk Management policy in place identifying the elements of risks and ways of managing the said risk.

Yours Directors hereby state and confirm the development and implementation of the risk management policy including therein identification of elements of risks, if any, which in the opinion of the Board may threat in the existence of the Company.

15. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

The provisions relating to the establishment of vigil mechanism are not applicable on the Company.

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

No order is passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

17. AUDITORS

STATUTORY AUDITOR

M/s Sanjay Parwanda & Co., Chartered Accountants (having firm registration number: 011274C), were appointed as Statutory Auditors in the 14th Annual General Meeting for a term of 5 yearstill the conclusion of its 19th Annual General Meeting to be held in the Financial Year 2024.

As per the Companies Amendment Act, 2017 read with notification dated 7th May, 2018, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

SECRETARIAL AUDITOR

The provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to appointment of Secretarial Auditor and submission of Secretarial Audit Report are not applicable on the Company.

COST AUDITOR

The provisions of Section 148(1) of the Act read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014, relating to appointment of Cost Auditor and submission of Cost Audit Report are not applicable on the Company.

INTERNAL AUDITOR

The provisions of Section 138 of the Companies Act, 2013, relating to appointment of the Internal Auditor are not applicable on the Company.

18. COMMENTS OF THE BOARD OF DIRECTORS ON QUALIFICATIONS, RESERVATIONS MADE BY THE STATUTORY AUDITORS

All Observations made in the Auditors' Report and Notes forming part of the Financial Statements are self-explanatory and do not call for any further comments under the Companies Act, 2013. The Statutory Auditor has not made any qualifications or reservation in their Independent Auditors Report.

19. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No such process has been initiated by the Company or against the Company during the period under review and up to the date of this report.

20. COMPLIANCE WITH SECRETARIAL STANDARD

As per the provisions of sub-section 10 of Section 118 of the Companies Act, 2013 every company shall observe secretarial standards with respect to General and Board meetings specified by the Institute of Company Secretaries of India. The Company has complied with the Secretarial Standards during the period under review.

21. ANNUAL RETURN

The Annual Return of the Company as on March 31, 2023 is available on the Company's website and can be accessed at <https://www.anandhospital.com/>

22. DISCLOSURE PERTAINING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further, there were no cases were filed/reported to the Board pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review.

23. CHANGE IN THE FINANCIAL YEAR

During the year under review, the Company has not changed its financial year.

24. OTHER DISCLOSURES

- The Company is not required to maintain the consolidated Financial Statements therefore; disclosures relating to the presentation of consolidated Financial Statements in addition to the standalone Financial Statements of the Company are not required.
- The Company has not taken any key initiatives with respect to the Stakeholder relationship, Customer relationship, Environment, Sustainability, Health and Safety.
- The Annual General Meeting of the Company has been duly conducted and there has been no delay in holding the Annual General Meeting as per the provisions of Section 96 of the Companies Act, 2013.

25. ACKNOWLEDGEMENT

We thank our vendors, investors, and service providers for their support during the year, without the respective contributions of which, the Company would not have been able to reach the current position. We acknowledge the participation and involvement of each one of them, and due to the existence of several such parties, your Directors do not intend making any special mention of any one or few of them, but however, expect the continued co-operation and involvement with Company's activities in the future as well. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, leadership, co-operation and support.

By order of the Board of Directors

ANAND NIROG DHAM HOSPITAL PRIVATE LIMITED

Meena Anand

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Managing Director
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Mansi

MANSI ANAND
Director
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Address: A-1, DAMODAR COLONY GARH ROAD
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Date: 06/09/2023

Place: Meerut