

# **Annual Report 2020-2021**

**SPANDAN DIAGNOSTIC CENTRE PRIVATE LIMITED**

**U51494WB1994PTC065125**

**RABINDRANAGAR, PO-MIDNAPORE,  
PASCHIM MIDNAPORE, WEST BENGAL -721101**

## Directors' Report

To the Members,

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2021.

### FINANCIAL HIGHLIGHTS:

Particulars	Year Ending March, 2021	Year Ending March, 2020
	Rs.	Rs.
Revenue From Operations	1,11,52,53,054	1,22,74,27,759
<b>Total Income</b>	<b>1,13,79,54,118</b>	<b>1,23,72,65,020</b>
Less: Expenditure	82,96,48,155	90,58,31,194
Less: Depreciation & Amortization Cost	14,06,42,518	13,95,92,042
<b>Profit/ (Loss) before Tax</b>	<b>30,83,05,963</b>	<b>33,14,33,826</b>
Less: Tax Expense	8,50,00,000	7,68,00,000
<b>Profit/ (Loss) after Tax</b>	<b>21,34,98,834</b>	<b>23,78,99,133</b>
Add: Profit/ (Loss) Brought Forward		
<b>Amount available for Appropriation/ (Loss)</b>		

### STATE OF AFFAIRS

#### **RESERVE & SURPLUS :**

Out of the total profit of Rs. **21,34,98,834** for the financial year, Rs. 20,74,00,000 amount is proposed to be transferred to the General Reserve.

#### **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR**

Your Directors have pleasure to inform you that the company achieved 9.14% negative growth in gross revenue which decreased from Rs. 1,22,74,27,795 in FY 2019-20 to Rs. **1,11,52,53,054** in FY 2020-21 and profit after tax decreased by 9.91% from Rs. 23,78,99,133 to Rs. **21,43,23,198**.

#### **CHANGE IN THE NATURE OF BUSINESS :**

There is no Change in the nature of the business of the Company done during the year.

#### **EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

  
RAJUS KANTIPAL  
Chairman & Managing Director

### **DIVIDENDS**

Since the company is in process of plough back the entire earned profits in the financial year ended 31.03.2021, hence no dividend was paid by the company.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

### **POLICY FOR REVENTION OF SEXUAL HARASSMENT**

Your company has frame a policy on the prevention of sexual harassment of Women at workplace which commits to provide a workplace that are free from all forms of discrimination, including sexual harassment. As per policy any complaint received shall be forwarded to internal control committee (ICC) formed under policy for redressed. The investigation shall be carried out by ICC constituted for this purpose. There were no such complaint during the year. ICC comprises the following members who have been re appointed for another 3 years with effect from 1<sup>st</sup> February 2018 as per regulations:

1. Mr Monaj Pati- President
2. Mr. Alope Kumar Ghosh - Member

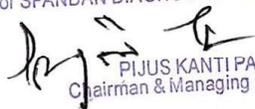
### **DETAILS OF SUBSIDIARY ,JOINT VENTURES, ASSOCIATE COMAPNY (ONLY IF APPLICABLE)**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

### **Internal Financial Control**

The Company has in place adequate internal financial control with reference to financial statements. The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance. The Code of Conduct for Senior Management and Employees of your Company ("the Code of Conduct") commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code of Conduct stand widely communicated across your Company at all times. Your Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by Management and approved by the Auditor and the Board. These Accounting policies are reviewed and updated from time to time. Your Company uses SAP ERP Systems as a business enabler and also to maintain its Books of Account. The transactional controls built into the SAP ERP systems ensure appropriate segregation of duties, appropriate level of approval and maintenance of supporting records. Then Information Management Policy reinforces the control environment. The systems, Standard Operating Procedures and controls are reviewed by Management. These systems and controls are checked by management and their findings and recommendations are reviewed by the Auditor which ensures the implementation. Your

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

  
PIJUS KANTI PAL  
Chairman & Managing Director

Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis..

## Directors & Key Managerial Personnel (KMP)

There has been no change in the constitution of Board of Directors during the year under review i.e. the structure of the Board remains the same. In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

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

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defence cover of the Company's risk management. The Company has a good Organisational structure for managing and reporting on risks. The Company does not have any Risk Management Policy though the elements of risk threatening the Company's existence are very minimal.

### DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company's Corporate Social Responsibility (CSR) efforts in the last financial year have been concentrated on initiatives which contribute to nation building, and have in fact been identified as priorities in the national agenda. As per the Company's CSR Policy, it continues to focus its CSR efforts within the constituencies of girls, youth and farmers by innovatively supporting them through programs designed in the domains of education, health and environment, while harnessing the power of technology. Your Company has an ongoing vibrant CSR program, of which supports the health of underprivileged, which provide livelihood training to youth from socially and economically disadvantaged communities,

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

  
PIJUS KANTI PAL  
Chairman & Managing Director

## CSR Policy

The Corporate Social Responsibility Committee had formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") which was subsequently adopted by it and is being implemented by the Company.

Detailed Corporate Social Responsibility(CSR) report is annexed with Boards report in annexure-ii

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

- (i) Details of Loans: The Company has not provided Loan to any person or bodies corporate during the year 2020-21.
- (ii) Details of Investments: The Company has not made any investment during the year 2020-21 and also it does not hold any investment as on 31<sup>st</sup> March, 2021 other than Land.
- (iii) Details of Guarantees or securities: The Company has not provided any Guarantee or security in connection with a loan to any other body corporate or persons.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

## COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

## NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year 2020-21, Six (6) meetings of the Board of Directors were convened, held and concluded on 16.06.2020, 08.09.2020, 04.12.2020, 30.12.2020, 16.02.2021 and 30.03.2021 The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

Attendance of each Director at the Board meetings held during the year 2020-21 is as follows:

Directors	No. of Board Meetings during the tenure of the Director	
	Held	Attended
PIJUS KANTI PAL	6	6
MONAJ PATI	6	6
PARTHASARATHI MANDAL	6	6
ALOKE KUMAR GHOSH	6	6

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

  
PIJUS KANTI PAL  
Chairman & Managing Director

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.  
  
PIJUS KANTI PAL  
Chairman & Managing Director

### **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts, 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.

### **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

### **DIRECTORS**

SRI PIJUS KANTI PAL (DIN-00487011), Mr. MONAJ PATI (DIN:00539571) PARTHASARATHI MANDAL(DIN-00758318), ALOKE KUMAR GHOSH (DIN-01538090) continues to hold office as the Directors of the Company and CHUNI LAL BHUNIA (DIN-01609843) resigned from office on 30.12.2020.

Pursuant to section 203 the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

### **DECLARATION OF INDEPENDENT DIRECTORS**

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

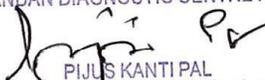
### **STATUTORY AUDITORS**

M/s. Dipankar Banejee & Co, Chartered Accountants, (Membership No. 056273), were appointed as the Statutory Auditors of your Company at the last Annual General Meeting of the Company to hold office till the conclusion of the Annual General Meeting FOR THE FY 2023-2024 of the Company of the Company subject to ratification of their appointment by the members at every subsequent Annual General Meeting till the conclusion of their tenure

The Company has received a certificate from the said auditors to the effect that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and their appointment continue to be within the prescribed limits as required under the Companies Act, 2013.

Your Directors recommend for the ratification of their appointment and to fix their remuneration for the year 2020-21 at the ensuing Annual General Meeting of the Company.

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

  
PIJUS KANTI PAL  
Chairman & Managing Director

