



SPANDAN

Diagnostic Centre Pvt. Ltd.

Rabindranagar, Midnapore,

Paschim Medinipur, Pin - 721101, WB

DIRECTOR'S REPORT

Phone : (03222) 263716 / 275475 // Fax : 267887

E-mail : info_mid@spandanhospital.in • Visit us : www.spandanhospital.in

To,
The Members,

Your directors are pleased in presenting their 29TH (Twenty Ninth) Directors Report on the business and operations of your Company together with the Audited Financial Statements and the Auditors' Report of your Company for the financial year ended, 31st March, 2025.

The summarized financial results for the year ended 31st March, 2025 are as under: -

FINANCIAL SUMMARY (STANDALONE)

(Amount in Rs 000.)

Particulars	2024-2025	2023-2024
Total Revenue	21,37,318	20,01,972
Profit / Loss before depreciation and Tax	8,81,982	8,81,111
Less:- Depreciation	2,26,999	1,85,380
Profit/Loss before Tax	6,54,983	6,95,731
Less-Current year tax	1,70,000	1,75,000
Deferred Tax	19,358	8,511
Profit/ Loss for the year	4,52,575	5,01,754

INDUSTRY SCENARIO AND STATE OF COMPANY'S AFFAIRS

The Performance of your Company during F.Y 2024-2025 is given above.

Your Directors have pleasure to inform you that the company achieved 6.76% positive growth in gross revenue which increased from Rs. 20,01,971,510/- in FY 2023-24 to Rs. 2,13,73,17,772/- in FY 2024-25 and profit after tax decreased by 5.85% from Rs. 69,57,30,758/- to Rs 65,49,82,935/-.

WEB LINK OF ANNUAL RETURN, IF ANY:

The Company is having website i.e. www.spandanhospital.in and annual return of Company has been published on such website. Link of the same is given below:

CHANGE IN THE NATURE OF BUSINESS

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

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY

There was no change in the registered office of the company during the financial year 2024-2025.

DIVIDEND

As the Company has not made adequate profits during the year, the Directors of your Company do not recommend any dividend for the financial year ended March 31, 2025.

Name: PIJUS KANTI PAL

MDCum Chairman

Din:00487011

PIJUS KANTI PAL
Chairman & Managing Director

Name: PARTHASARATHI MANDAL

Director

Din:00758318

For Spandan Diagnostic Centre (P) Ltd.

PARTHASARATHI MANDAL
Director

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CAPITAL STRUCTURE

During the year under consideration, the Company has not changed its capital structure and the authorized and paid-up share capital as on 31st March 2025 stands as follow:

The Authorized Share Capital of the Company is Rs.5,00,00,000.00 (Five crores Only) divided into 5,00,00,000.00 (Five Lakhs Only) Equity Shares of Rs. 100/- each.

During the F.Y. 2024-2025, the Paid-up Share capital of the Company stands as Rs. 4,70,11,000.00 (Four Crore Seventy Lakhs Eleven Thousand Only) divided into 4,70,110 (Four Lakhs Seventy Thousand One Hundred Ten Only) Equity Shares of Rs. 100/- each.

HOLDING/SUBSIDIARY/ASSOCIATE COMPANIES

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

AMOUNT TRANSFERRED TO RESERVES

Your directors Rs. 4,50,00,000/- propose to carry any reserve during the financial year ended March 31, 2025.

DIRECTORS

Your Company's Board comprises of the following directors: -

Directors/Signatory Details			
DIN/PAN	Name	Begin date	End date
00487011	PIJUS KANTI PAL	20/04/1997	-
00539571	MONAJ PATI	20/04/1997	-
00758318	PARTHASARATHI MANDAL	15/09/1994	-
01538090	ALOKE KUMAR GHOSH	20/04/1997	-

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met "06" times during the year under review on 03.04.2024, 27.06.2024, 03.09.2024, 06.12.2024, 21.02.2025 and 30.03.2025 respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the minute's book kept by the Company for the purpose. The intervening period between the Board Meetings were well within the maximum time between the two meetings prescribed under section 173 of the Companies Act,

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

PIJUS KANTI PAL
Chairman & Managing Director

Name: PIJUS KANTI PAL
MD cum Chairman
Din:00487011

For Spandan Diagnostic Centre (P) Ltd.

PARTHASARATHI MANDAL
Director

Name: PARTHASARATHI MANDAL
Director
Din:00758318



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The annual calendar of meetings is broadly determined at the beginning of each year. The details of the meetings held during the year are as under:

S. No.	Name of the Directors	Category	No. of meetings held	No. of meetings attended	Last AGM attendance
1.	PIJUS KANTI PAL	Managing Director	6	5	Present
2.	MONAJ PATI	Director	6	6	Present
3	PARTHASARATHI MANDAL	Director	6	6	Present
4	ALOKE KUMAR GHOSH	Director	6	5	Present

COMMITTEES OF THE BOARD OF DIRECTORS OF THE COMPANY

There is two(2) committees constituted in the company as follows:

1. INTERNAL COMPLAINT COMMITTEE:

ICC comprises the following members who have been re-appointed for another 3 years with effect from 1st February 2025 as per regulations:

Mr Pijus Kanti Pal - President

Mr. Parthasarathi Mandal - Member

Date of Meeting: 09 .02.2025

2. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The composition of the CSR Committee:

The following Directors are members of CSR Committee as on 31st March 2025:

Sl. No.	Name of 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	Pijus Kanti Pal	Managing Director(Chairman)	2	2
2	Monaj Pati	Director(Member)	2	2
3	Parthasarathi Mandal	Director(Member)	2	2

MEETINGS OF THE MEMBERS

The Last i.e. the 28th Annual General Meeting of the Company for the financial year 2023-2024 was held on 30/09/2024 at the Registered Office of the Company.

Name: PIJUS KANTI PAL

MDCum Chairman

Din:00487011

PIJUS KANTI PAL
Chairman & Managing Director

Name: PARTHASARATHI MANDAL

Director

Din:00758318

For Spandan Diagnostic Centre (P) Ltd.

PARTHASARATHI MANDAL
Director

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Particulars of the Extra-Ordinary General Meeting of the Company held during the year

There was no Extra Ordinary General Meeting held during the year under consideration. E-mail : info_mid@spandanhospital.in • Visit us : www.spandanhospital.in

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, there are no particulars of loans, guarantees or investments made under section 186 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE 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 THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

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

No significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the Company.

PARTICULARS OF CONTRACTS OR ARRANGMENTS MADE WITH THE RELATED PARTIES

During the financial year under review, the provision of section 188 is not applicable to the Company. The Company has entered into contracts/arrangements with its related parties, details of such contracts are given below.

Sl. No.	Name(s) of the related party	nature of relationship	Nature of contracts/arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	terms of the contracts/arrangements/ transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid as advances, if any
1.							
2.							

Name: PIJUS KANTI PAL
MDcum Chairman
Din:00487011

PIJUS KANTI PAL
Chairman & Managing Director

Name: PARTHASARATHI MANDAL
Director
Din:00758318 For Spandan Diagnostic Centre (P) Ltd.

Parti
PARTHASARATHI MANDAL
Director



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The details of related party transactions as required under provisions of section 134(3) of the Companies Act 2013 are provided in Form AOC-2, which is annexed to this Directors' Report as **Annexure I**.

The details of transactions with related parties during Financial Year 2024-2025 are provided in the notes to the financial statements.

DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

None of the employee of your Company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of Rupees One Crore and Two Lakhs or more or if employed for the part of the financial year was in receipt of remuneration of Rupees Eight Lakh & Fifty Thousand or more per month.

NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review, there is no Subsidiary, Joint Venture or Associate Company.

DEPOSITS

The Company has not accepted any deposits under the applicable provisions of the Companies Act, 2013 and the rules framed there under.

AUDITORS

M/s. **Dipankar Banejee & Co, Chartered Accountants**, (Membership No. 056273), were reappointed as the Statutory Auditors of your Company at the Annual General Meeting of the Company to hold office till the conclusion of the Annual General Meeting for the FY 2028-2029 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 2024-25 at the ensuing Annual General Meeting of the Company.

AUDITORS' REPORT

There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report.

FRAUD'S REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT U/S 143(12)

There were no frauds reported by the auditors under section 143(12) of Companies Act, 2013 during their course of audit for the financial year 2024-2025.

Name: PIJUS KANTI PAL

MDcum Chairman

Din:00487011

PIJUS KANTI PAL
Chairman & Managing Director

Name: PARTHASARATHI MANDAL

Director

Din:00758318

For Spandan Diagnostic Centre (P) Ltd.

PARTHASARATHI MANDAL
Director

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COST AUDITOR

The Company does not fall within the purview of section 148 of the Companies Act, 2013 and hence, it is not required to appoint a cost auditor for the financial year 2024-2025.

DISCLOSURES AS MAINTENANCE OF COST RECORDS UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

The Company does not fall under the preview of section 148 of the Companies Act, 2013, and hence it is not required to maintain any cost records and accordingly such accounts and records are not made and maintained by the company.

INTERNAL AUDITOR

The Company is not required to appoint Internal Auditor as it does not fall within purview of section 138(1) of Companies Act, 2013 and Rule 13 of Companies (Accounts) Rules, 2014 and it is not applicable to your Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your company has framed 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 complaint 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 1st February 2025 as per regulations:

1. Mr Pijus Kanti Pal - President
 2. Mr. Alope Kumar Ghosh - Member
- Date of Meeting: 09 .02.2025

PREVENTION OF SEXUAL HARASSMENT

The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences and other factors, and contribute to the best of their abilities. In line to make the workplace a safe environment, the Company has set up a policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("PoSH Act"). Further, the Company has complied with the provisions under the PoSH Act relating to the framing of an anti-sexual harassment policy and the constitution of an Internal Committee.

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

PIJUS KANTI PAL
Chairman & Managing Director

Name: PIJUS KANTI PAL
MD cum Chairman
Din: 00487011

Name: PARTHASARATHI MANDAL
Director
Din: 00758318

For Spandan Diagnostic Centre (P) Ltd.
PARTHASARATHI MANDAL
Director
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The Company has not received any complaints of work place complaints, including complaints on sexual harassment during the year under review. OR The following is a summary of complaints received and resolved during the reporting period:

Sl. No.	Nature of Complaints	Received	Disposed-Off	Pending
1.	Sexual Harassment			
2.	Workplace Discrimination			
3.	Child Labour	NIL	NIL	NIL
4.	Forced Labour			
5.	Wages and Salary			
6.	Other HR Issues			

MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961 (not applicable on small companies and OPCs - check for female KMP, MD, WTD If female employees exist)

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the financial year under review, there were NO application/s made or proceeding were pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the Financial year under review, there were NO one time settlement of Loans taken from Banks and Financial institutions.

SECRETARIAL STANDARDS

Your Company has complied with Secretarial Standard-1 (Board Meeting) and Secretarial Standards-2 (General Meetings) (together referred to as the Secretarial Standards) as approved by the Central Government and issued by the Institute of Company Secretaries of India (ICSI) under the provisions of Section 118(10) of the Companies Act, 2013.

INTERNAL CONTROL SYSTEMS

The Company's internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

- Timely and accurate financial reporting in accordance with applicable accounting standards.
- Optimum utilization, efficient monitoring, timely maintenance and safety of its assets.
- Compliance with applicable laws, regulations and management policies.

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

PRUSANTIPAL
Chairman & Managing Director

For Spandan Diagnostic Centre (P) Ltd.
PARTHASARATHI MANDAL
Director 7

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

As the business and activities of the Company does not involve any manufacturing activity right now, the information required to be provided 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 financial year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings:	00.00
Outgo:	00.00

a) **Conservation of Energy:**

As there are no ongoing operations in your Company. Hence there is no need to conserve energy.

b) **Technology Absorption:**

Efforts made for technology absorption	N.A.
Benefits derived	N.A.
Expenditure on Research & Development, if any	N.A.
Details of technology imported, if any	N.A.
Year of import	N.A.
Whether imported technology fully absorbed	N.A.
Areas where absorption of imported technology has not taken place, if any	N.A.

LIQUIDITY

Your Company maintains sufficient cash to meet our strategic objectives. We clearly understand that the liquidity in the Balance Sheet is to ensure balance between earning adequate returns and the need to cover financial and business risks. Liquidity also enables your Company to position itself for quick responses to market dynamics.

VIGIL MECHANISM

The provisions regarding vigil mechanism as provided in Section 177(9) of the Companies Act, 2013 read with rules framed thereunder are not applicable on the Company.

CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act shall comply with the provisions of Section 135 of the Act and its rules.

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

For SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

[Signature]
RUPAK ANTI PAL
Chairman & Managing Director

[Signature]
For Spandan Diagnostic Centre (P) Ltd.
PARTHASARATHI MANDAL
Director

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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,

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-i

The composition of the CSR Committee:

The following Directors are members of CSR Committee as on 31st March 2025:

Sl. No.	Name of 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	Pijus Kanti Pal	Managing Director (Chairman)	2	2
2	Monaj Pati	Director (Member)	2	2
3	Parthasarathi Mandal	Director (Member)	2	2

STATEMENT SHOWING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

During the year, the risk assessment parameters were reviewed. In the opinion of the Board, since there are no business activities. Hence, there are no major elements of risk which has the potential of threatening the existence of the Company.

During the year under review, the company have not developed and implemented risk management policy.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the period ended 31.03.2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;

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MDCum Chairman
Din: 00487011

Pijus Kanti Pal
PIJUS KANTI PAL
Chairman & Managing Director

Name: PARTHASARATHI MANDAL
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Din: 00758318

For Spandan Diagnostic Centre (P) Ltd.
Parthasarathi Mandal
PARTHASARATHI MANDAL
Director



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- b) 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 financial year and the loss of the Company for the period ended 31.03.2025;
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) That the Directors had prepared the annual accounts on a going concern basis and
- e) That 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.

AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The company has proposed and appointed a Designated person in a Board meeting and the same has been reported in Annual Return of the company.

OBTAINING ISIN BY NON-SMALL COMPANIES - COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) SECOND AMENDMENT RULES, 2023 OF THE COMPANIES ACT 2013.

Recent amendments under the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, stipulate that non-small companies must obtain an International Securities Identification Number (ISIN) for their securities to facilitate smoother trading and enhance marketability.

The company has appointed an RTA (MAASHITLA SECURITIES PRIVATE LIMITED, Registered office at 451, KRISHNA APRA BUSINESS SQUARE NETAJI SUBHASH PLACE, PITAMPURA NEW DELHI, DELHI-110034) and submitted all required documents to the RTA to obtain the ISIN in month of APRIL 2024 to comply with this rule.

Name: PIJUS KANTI PAL

MDCum Chairman

Din:00487011

SPANDAN DIAGNOSTIC CENTRE PVT. LTD.

PIJUS KANTI PAL
Chairman & Managing Director

Name: PARTHASARATHI MANDAL

Director

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