



SUSHRUTA MEDICAL AID AND RESEARCH HOSPITAL LIMITED

THE BANGALORE HOSPITAL

Phone : 080-41187600

Mob : 8317310513

CIN : U85110KA1982PLC004845

Regd. Office : # 202, Rashtriya Vidyalaya Road, Bengaluru - 560 004

E-mail : info@bangalorehospital.co.in Website : bangalorehospitals.in

BOARD REPORT

Dear Members,

The Board of Directors hereby presents the 43rd Board's Report along with the Balance Sheet, Profit and Loss Account and Cash Flow Statements for the Financial Year ended 31st March 2025.

CORPORATE OVERVIEW:

Your Company M/s. Sushruta Medical Aid and Research Hospital Limited was incorporated on 08th July, 1982 under the Companies Act, 1956 and subject to licenses issued by the Health Ministry, Bengaluru as Public Limited Company involves in rendering the services of Hospital cares to the Human body. The activities of the Hospital ranges from treating the patients, diagnosis and improve the health condition. Your hospital is well equipped, possess trained, efficient and experienced doctors and technicians to serve the object of the Hospital existence.

I. FINANCIAL PERFORMANCE

FINANCIAL RESULTS FOR THE YEAR 2024-25

(Amounts in Rupees)

For the Year ended 31st March	2025	2024
Revenue from Operations	28,33,50,001	9,49,89,982
Other Income	9,93,060	13,73,360
Total Revenue	28,43,43,061	9,63,63,342
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	5,14,48,422	(8,31,39,383)
Less: Depreciation/ Amortisation/ Impairment	6,19,18,859	1,98,10,632
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(1,04,70,436)	(10,29,50,015)
Less: Finance Costs	1,00,63,226	35,39,958
Profit /loss before Exceptional items and Tax Expense	(2,05,33,663)	(10,64,89,973)
Add/(Less): Exceptional Items	(61,325)	(1,56,376)
Profit/loss before Tax Expense	(2,05,94,988)	(10,66,46,349)
Less: Tax Expense		
• Current Tax	-	-
• Prior year Taxes	-	-
• Deferred Tax	-	-
Profit/loss for the year	(2,05,94,988)	(10,66,46,349)
Earnings Per Share (Basic)	(6.70)	(34.69)
Earnings Per Share (Diluted)	(6.70)	(34.69)

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Note: The Company has prepared the Standalone Financial Statements in accordance with the Mandatory Accounting Standards as prescribed under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 prescribed under Section 133 of the Companies Act, 2013 (the "Act").

FINANCIAL PERFORMANCE OF THE COMPANY.

Your Company sales/revenue has increased to Rs. 28,33,50,001/- for the current year as against Rs. 9,49,89,982/- in the previous year.

Your Company incurred a Net Loss of Rs. 2,05,94,988/- in the current year as against Rs. 10,66,46,349/- in the previous year.

The affairs of the Company are conducted in accordance with the accepted business practices and within the purview of the applicable legislations.

AMOUNT TRANSFERRED TO RESERVES

Your directors do not propose to carry any reserve during the financial year ended March 31, 2025.

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

With a view to conserve resources for future business operations of the Company, your directors do not recommend any dividend for the financial year 2024-25.

HOLDING/SUBSIDIARY/ASSOCIATE COMPANIES

The details of holding company / Subsidiary / Associate of the Company: **Not Applicable**

RELATED PARTY TRANSACTIONS

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 with the interest of the Company at large.

However, the disclosure of transaction with related party for the year, as per Accounting Standard - 18 Related Party Transaction is given in notes to the Balance sheet.

Ref: Note No. (B) 6 (A) to the Significant Accounting Policies and notes on Financial Statements.



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PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS.

During the year under review, the Company has not granted any Loans and given any Guarantees nor have made any investments under the provisions of Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014.

II. BUSINESS AND OPERATIONS

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company that have occurred between the end of the Financial Year 2024-25 of the Company and the date of the report.

INFORMATION ABOUT SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

The Company does not have subsidiary/ Joint ventures or associate Companies.

MANAGEMENT AND GOVERNANCE

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, there were no changes in the composition of Board of Directors, presently following directors are comprised in the Board of the Company:

Sl. No	Name of the Directors	Designation
1.	Dr. Krishna Prasad Surapaneni	Director
2.	Dr. Abhishek Mannem	Director
3.	Mrs. Vimaladevi Surapaneni	Director

DETAILS OF CHANGES IN DIRECTORS AND KMP

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Abhishek Mannem (DIN: 09708706) will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

MEETINGS OF BOARD.

The Board of Directors duly met 5 (Five) times, during the year under review. The gap intervening between two meetings of the Board is as prescribed in the Companies Act, 2013.



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As per the provisions of the Companies Act, 2013, the Company was not required to constitute any committee during the year under review.

The details of attendance of Directors for the Board Meeting held during the year 2024-2025 are tabulated below:

Sl. No	Date of Meeting	Total No. of Directors as on date of Meeting	No of Directors attending the Meeting
1.	13/07/2024	03	03
2.	04/09/2024	03	02
3.	04/10/2024	03	03
4.	11/12/2024	03	03
5.	03/03/2025	03	02

Proper notices were given in respect of the above Meetings and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The necessary quorum was present for all the meetings.

MEETINGS OF THE MEMBERS

The Last i.e. the 42nd Annual General Meeting of the Company for the financial year 2023-2024 was held on 13/11/2024 at the Registered Office of the Company.

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.

DIRECTORS' RESPONSIBILITY STATEMENT

Directors' Responsibility Statement Your Directors hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 of the profit and loss of the Company for that period.



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- c. The Directors have 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. The Directors have prepared the annual accounts on a going concern basis.
- 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.

PREVENTION OF SEXUAL HARASSMENT POLICY

During the Fy 2024-25, the Internal Complaint Committed was re-constituted and accordingly the policy has been re-formulated by giving effect the said reconstitution.

During the year under review, no complaint has been received on sexual harassment.

MATERNITY BENEFIT PROVIDED BY THE COMPANY UNDER MATERNITY BENEFIT ACT 1961

The Company confirms that it has followed the Maternity Benefit Act, 1961 and benefits are given as per the applicable provision of the Maternity Benefit Act, 1961 including amendments made thereon, if any.

RISK MANAGEMENT

In compliance with the provisions of Section 134 of the Companies Act, 2013, your Company has identified the elements of the risks related to industry specific and in general. However, your Company is not prone to intense risk factor and is capable of mitigating the uncertainties

INTERNAL FINANCIAL CONTROL SYSTEMS & THEIR ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any subsidiary, associate or joint venture hence, applicability of this clause does not arise.



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III. AUDITORS AND AUDIT REPORT

STATUTORY AUDIT

The Board has proposed and recommended to the members to appoint M/s M PANIGRAHI & CO., Chartered Accountants, (FRN: 0324889E), as Statutory Auditors of the Company for five years to hold office from the conclusion of the ensuing Annual General Meeting (AGM) up to the conclusion of the 48th AGM of the Company to be held in the year 2030. Resolution seeking member's approval on this item is included in the Notice of the AGM.

As required under the provisions of Sections - 139, 141 and 142 of the Companies Act, 2013, the company has received a written consent from, M/s M PANIGRAHI & CO., Chartered Accountants, (FRN : 0324889E) for their appointment and a certificate, to the effect of their appointment, if made, would be in accordance with the new Act and the Rules framed there under and that they satisfy the criteria provided in section- 141 of Companies Act, 2013. The Board recommends their appointment.

STATUTORY AUDIT REPORT

There are no qualifications, reservations or adverse remarks made by M/s M PANIGRAHI & CO. Statutory Auditors, in their report for the financial year ended 31st March, 2025.

The Auditors' Report is enclosed with the financial statements in this Board Report.

Pursuant to provisions of the Section 143(12) of the Companies Act, 2013, the Statutory Auditors has not reported any incident of fraud to the Board of Directors during the year under review.

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.

COST AUDITOR AND COST RECORDS

- A. Cost Audit: As per the provisions of section 148 of the Companies Act, 2013 and rules made thereunder, Cost Audit is not applicable to the Company's products/ business for the current financial year.
- B. Cost Records: The provisions of Cost Record are not applicable to the Company; thus, Company is not required to maintain proper records and account of the same as required under the Companies Act, 2013.



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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.

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTACY 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) w.e.f. 1st October, 2017 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.

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.

IV. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the provisions of Sec 135 of the Companies Act, 2013 are not applicable to your Company.



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

A. Conservation of Energy

The Company's operations are not energy-intensive and as such involves low energy Consumption. However, adequate measures have been taken to conserve the consumption of energy.

B. Disclosures pertaining to, technology absorption, are not applicable to your company during the year under review.

C. Foreign Exchange Earnings and outgo

The Foreign Exchange earnings and outgo during the financial period ended 31st March, 2025, is as follows:

Particulars	31 st March, 2025	31 st March, 2024
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	21,48,85,810	21,48,85,810

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.

D. Human Resource Development and Industrial Relations

Your Company continues to take new initiatives to further align its HR policies to meet the growing needs of its business. People development continues to be a key focus area of the Company. The industrial relations in all the units of the Company remained cordial and peaceful throughout the year.

VI. CAPITAL STRUCTURE

AUTHORISED AND PAID-UP CAPITAL

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:



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1. The authorised Capital of the Company is Rs. 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each.
2. The Issued, Subscribed and Fully paid-up Share capital of the Company is Rs. 3,07,41,630/- divided into 30,74,163 Equity Shares of Rs. 10/- each.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, your Company transferred Rs. 1,41,227/- and Rs. 76,418/- to the "Investor Education & Protection Fund" towards the unclaimed dividend amount pertaining to the FY 2015-16 and FY 2016-17 respectively as required under Section 125(1) of the Companies Act, 2013 and rules made thereunder.

VII. DISCLOSURE

ANNUAL RETURN:

In accordance with Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Company has placed a copy of the Annual Return as on March 31, 2025, on its website so that interested parties can access the copy of Annual Returns. The weblink for copy of Annual Return (in the Form of MGT-7) is mentioned below:
https://bangalorehospitals.in/wp-content/uploads/2025/09/Annual-Return_Form-MGT-7-FY_2024-2025.pdf

Other Disclosures

- a. Your Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.
- b. During the financial year, your Company has complied with the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI).
- c. There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.
- d. There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.
- e. There were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.
- f. The requirement of a statement of declaration to be given by the Independent Director under section 149(6) is not applicable to the Company.
- g. During the year, the Company borrowed the amount from Director (s) to the tune of Rs. 9,07,43,340/-.



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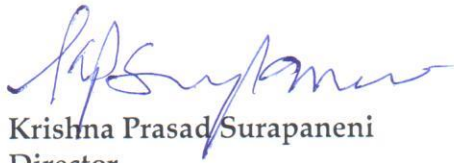
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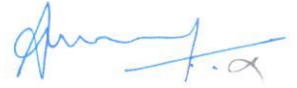
ACKNOWLEDGMENTS

Your directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers and other business associates for the excellent support and cooperation extended by them. Your directors gratefully acknowledge the ongoing co-operation and support provided by Regulatory Bodies. We place on record our appreciation of the contribution made by employees at all levels. Our consistent performance was made possible by their hard work, solidarity, co-operation and support.

By the Orders of the Board
For Sushruta Medical Aid and Research Hospital Limited



Krishna Prasad Surapaneni
Director
DIN: 02036963



Abhishek Mannem
Director
DIN: 09708706

Place: Bengaluru
Date: 28.08.2025

