

SURAKSHA DIAGNOSTIC PRIVATE LIMITED
(U85110WB2005PTC102265)
Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

DIRECTORS REPORT

To,
The Members,
SURAKSHA DIAGNOSTIC PRIVATE LIMITED

Your Directors have pleasure in presenting the Annual Report and Audited Accounts of the company for the year ended on March 31, 2022.

1. Financial Results (all amounts in INR Lacs, unless stated otherwise):

Particulars	31.03.2022	31.03.2021
Profit Before Tax	3,319.37	641.32
Less: Provision for Income Tax	922.47	133.17
Tax Relating to Earlier Years	-	5.46
Deferred Tax	21.80	(144.76)
Profit After Tax	2,375.10	647.45
Add: Balance Brought Forward	6,936.36	6,288.91
Surplus Carried to Balance Sheet	9,311.46	6,936.36

2. State of the Company's affairs

The Company is engaged in the business of Diagnostic Services. There has been no change in the business of the Company during the financial year ended 31st March 2022.

The highlights of the Company's performance are as under: -

- i. Revenue from operations increased from Rs. 14,000.57 lacs in FY 2020-2021 to Rs. 22,319.25 lacs in FY 2021-22.
- ii. Net Profit for the year increased from Rs. 641.32 lacs in FY 2020-2021 to Rs. 3,319.37 lacs in FY 2021-22.
- iii. Earnings per share have increased from Rs. 94/- in FY 2020-2021 to Rs. 344/- in FY 2021-22.
- iv. Cash Inflows/ (Outflows) from Operations aggregated to Rs. (96.13 lacs) in FY 2020-21 compared to Rs. (27.56 lacs) in FY 2021-22.

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Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
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3. Amounts Transferred to Reserves

The Board of the Company has decided to retain the entire amount of its profit earned in FY 2021-22 in the Retained Earnings account only.

4. Material Changes affecting the Financial Position of the Company

During the year under review, there were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which these financial statements relate and date of this report. As such, no specific details are required to be given or provided.

5. Change in nature of business, if any

There has been no change in the nature of business of the company during the year under review and the Company continues to carry on its existing business.

6. Voluntary Revision of Financial Statements or Board's Report

There has not been any such revision during the year under report.

7. Share Capital

During the year under review, there has been no change in the share capital of the Company. The issued, subscribed and paid-up share capital of the Company continues to be Rs. 85,285,900 divided into 6,90,000 equity shares of Rs. 100 each and 1,62,859, 0.0001% Compulsory Convertible Cumulative Preference Share of Rs.100/-each.

8. Directors/ Key Managerial Personnel

There are 5 Directors in the Company Mr. Kishan Kumar Kejriwal (DIN: 00021092), Mr. Karan Kanika Verma (DIN: 00034343), Mr. Somnath Chatterjee (DIN: 00137075), Mr. Sunny Sharma (DIN: 02267273) and Ms. Ritu Mittal (DIN: 00165886).

During the year under review -

- Mr. Mohit Kumar Jaiswal, Company Secretary of the Company had tendered his resignation on 07th June 2021 owing to his personal reasons. The Board accepted the resignation with effect from 06/07/2021.

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Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
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9. Number of Meetings of the Board

During the financial year 2021-22, the Board of Directors of the Company duly met 15 (Fifteen) times. The intervening gap between the two meetings was within the period as prescribed under the Companies Act, 2013.

Further, the status of attendance of Board Meeting is as follows:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	14/04/2021	5	3	60
2	22/04/2021	5	3	60
3	10/05/2021	5	3	60
4	07/06/2021	5	3	60
5	14/06/2021	5	3	60
6	30/06/2021	5	3	60
7	13/07/2021	5	3	60
8	17/08/2021	5	3	60
9	18/09/2021	5	3	60
10	27/09/2021	5	3	60
11	08/10/2021	5	3	60
12	09/11/2021	5	3	60
13	20/11/2021	5	3	60
14	30/11/2021	5	3	60
15	02/02/2022	5	3	60

10. Constitution of Committees

The Company being a Private Company, the constitution of Committees under Section 178(1) and formulation of policies under Section 178(3) are not applicable to our Company.

11. Annual Evaluation of the Board

The Company being a Private Company, Annual evaluation of Board and its Committees are not applicable. However, the Directors are evaluating the performance of Directors on individual basis from time to time.

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
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12. Declaration by Independent Directors

The Company is a Private Company, accordingly Declaration under Section 149(6) to be given by Independent Directors is not applicable.

13. Remuneration of Directors and employees:

The Company being a Private Company, disclosure under section 197(12) with regard to ratio of remuneration of Directors to median employee's remuneration is not applicable. The statement containing particulars of employees as required under Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure- 1** and forms part of this report for the FY 22.

14. Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm 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 as at March 31, 2022 and of the profit 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 the Companies Act 2013 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;
- e) The Company being a Private Limited Company, Internal financial control policies are not applicable. However, the Company is having adequate controls.
- f) 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.

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

15. Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

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.

16. Statutory Auditors

Members of the Company in the Annual General Meeting held on 30/09/2019 approved the appointment of M/s. M S K A & Associates (Firm Registration No. 105047W), Chartered Accountants as the Statutory Auditor of the Company for a term of five years from the conclusion of the Annual General Meeting held on 30/09/2019 till the Conclusion of the Annual General Meeting to be held in the Calendar year 2024.

M/s. M S K A & Associates (Firm Registration No. 105047W), have furnished a certificate of eligibility in terms of section 139 read with section 141 of the Act and the rules framed thereunder.

17. Reply to Auditors' remarks, if any

The observations provided in the audit report is as follows-

- (a) *"The Company has not maintained proper records showing full Particulars including quantitative details and situation of Property, Plant and Equipment,"* which is in contradiction with the comment made by and auditor - *"All the Property, Plant and Equipment were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification."*

The Directors would like to clarify that the Company maintains the proper records for Property, Plant and Equipment. This practice for the current year is in line with the previous year(s).

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

- (b) "According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and service tax' provident fund, employees' state insurance, income tax, and any other statutory dues have not generally been regularly deposited by the Company with the appropriate authorities though delay in deposit have not been serious. There was no liability towards excise duty, custom duty and cess during the year and hence not commented upon."

The Company has in-fact generally regular in depositing major part of all statutory dues with few exceptions as pointed out by the auditors.

18. Subsidiary, Joint Venture and Associate Companies

The details of the subsidiaries of the company are as under:

Name of the company	Country of Incorporation	Relation	% of shareholding
Suraksha Speciality LLP	India	Subsidiary	99.99%
Suraksha Salvia LLP	India	Sub-subsidiary	60%

The Board of Directors also presents the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiary in compliance with the accounting standards.

Information for each subsidiary company is disclosed separately in the consolidated financial statements.

19. Acceptance of Deposits

During the year under review, the Company had not accepted any deposits.

20. Particulars of Loans, Guarantees, Investments and Contracts under Section 186

Details of loans, guarantees and investments etc. covered under section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

21. Particulars of contracts or arrangements made with related parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions is

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(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

approved by the Board. Your Directors draw attention of the members to **Note 34** to the Financial Statement which sets out related party disclosures. The details of transactions entered with the Related Parties are enclosed as per **Annexure-2**.

22. Corporate Social Responsibility

The Board of Directors of the Company has formulated a CSR policy indicating the activities to be undertaken by the Company.

The Company's overall CSR initiatives, as approved by the Board of Directors of the Company, focus mainly on the following sectors and issues:

- Promoting education and enhancing vocational skills, and
- Rural Development Projects.

The Annual Report on CSR activities is enclosed as **Annexure-3** to this report.

23. 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.

24. Disclosure on Establishment of a 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.

25. Details of Significant & Material Orders passed by the regulators or Courts or Tribunal

During the year, no significant and material orders were passed against the Company by any regulators, courts or tribunal which impact Company's going concern status.

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

26. Secretarial Standards

During the year under review, the Company has complied with Secretarial Standards on Meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") as amended and issued from time to time by the Institute of Company Secretaries of India in terms of Section 118(10) of the Companies Act, 2013.

27. Extract of Annual return under section 92

Pursuant to MCA Notification dated March 05, 2021, the Extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 has been omitted and is no more required to form part of Board's Report.

The Company does not have a functional website, so a copy of the annual return of the Company has not been placed on the website as required under the Section 134 of the Companies Act, 2013.

**28. Compliance with provisions of Sexual Harassment of Women at workplace
(Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to uphold and maintain the dignity of woman employees and it has in place a policy which provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints. During the year, no such complaints were received filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

29. Internal Auditors

Appointment of Internal Auditors as required under Section 138 of The Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014 is not applicable to the Company.

30. Cost Records

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.

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

The Board of Directors has re-appointed M/s S. Chhaparia and Associates, Cost Accountants, (Firm Registration Number 101591) as Cost Auditor to audit the cost accounts of the Company for the financial year 2021-22. A Certificate from M/s. S. Chhaparia and Associates, Cost Accountants, has also been received to the effect that their appointment as Cost Auditor of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

As required under the Act, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting for their acceptance / adoption.

31. Secretarial Audit

Secretarial Audit is not applicable to our Company as such there is no requirement with reply to observations made in Secretarial Audit Report.

32. Conservation of Energy, 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.

Foreign Exchange earnings and Outgo:

Earnings in Foreign exchange	2021-22	2020-21
	Rs.	Rs.
Export of services	NA	NA

Expenditure in foreign currency	2021-22	2020-21
	Rs.	Rs.
Travelling Expenses	NA	NA
Sales and Marketing Expenses	NA	NA
License Subscription Charges	NA	NA
Legal and Professional charges	NA	NA
Total	NA	NA

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Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

33. Acknowledgement

We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

We thank the Government of India, the State Governments where we have operations, Governments of various countries and other government agencies for their support and look forward to their continued support in the future.

For & on behalf of the Board
Suraksha Diagnostic Pvt. Ltd.


Dr. Somnath Chatterjee Director
DIN: 00137075

Suraksha Diagnostic Pvt. Ltd.


Ritu Mittal Director
DIN: 00165886

Place: Kolkata
Date:

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

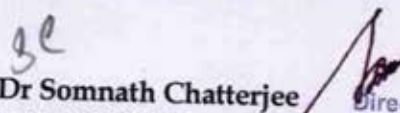
Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

ANNEXURE-1

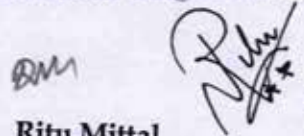
**Statement of Particulars of Employees pursuant to Rule 5(2) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl. No	Name of the Employees	Designation	Remuneration Received (INR In lacs)	Nature of Employment whether contractual or otherwise;	Qualification	Experience (Years)	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	17 years	15/03/2005	62 years	NA	9.57%	NA
2	Ms. Ritu Mittal	Wholetime Director	144.00	Otherwise	B.COM	16 years	08/11/2006	49 years	NA	22.87%	NA

For & on behalf of the Board
Suraksha Diagnostic Pvt. Ltd.


Dr Somnath Chatterjee
DIN: 00137075

Suraksha Diagnostic Pvt. Ltd.


Ritu Mittal
DIN: 00165886

Place: Kolkata
Date:

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Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

ANNEXURE-2

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name(s) of the related party and nature of relationship.	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any.	Date(s) of approval by the Board, if any	Amount paid as advances, if any.
Suraksha Diagnostic & Eye Centre Private Limited Enterprises owned or significantly influenced by KMP	Sale of Services	-	-	-	-
R.A. Enterprise Enterprises owned or significantly influenced by KMP	Purchase of Consumables	-	-	-	-
Oscar Enclave Private Limited Enterprises owned or significantly influenced by KMP	Rent Expense	9 Years	15% increase in rent every 2 years	-	-
Kejriwal Constructions Enterprises owned or significantly influenced by KMP	Rent Expense	9 Years	15% increase in rent every 2 years	-	-
Suresh Enterprise	Rent Expense	9 Years	15% increase in rent every 2 years	-	-
Pragati Kejriwal Relative of KMP	Professional Fees	-	-	-	-
Raghavi Mittal Relative of KMP	Professional Fees	-	-	-	-
Sahayata Clinic LLP Enterprises owned or significantly influenced by KMP	Commission Paid	-	-	-	0.01

SURAKSHA DIAGNOSTIC PRIVATE LIMITED

(U85110WB2005PTC102265)

Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat,
Kolkata – 700156

Suraksha Speciality LLP	Investment made in LLP	-	-	-	-
Subsidiary of the Holding Company					

For & on behalf of the Board
Suraksha Diagnostic Pvt. Ltd.

SC
Dr Somnath Chatterjee
DIN: 00137075
SC
Director

Suraksha Diagnostic Pvt. Ltd.

DM
Ritu Mittal
DIN: 00165886
Director

Place: Kolkata

Date:

Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local Area (Yes/No)	(5) Location of the Project		(6) Amount spent for the project (INR in Lacs).	(7) Mode of Implementation - Direct Yes/No.	(8) Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration No.
1.	Bridge School Project "Icehedanar Pathshala"	Promoting education	Yes	WB	Kolkata	2.00	NO	PODDAR PARK CIVILIAN WELFARE FOUNDATION	CSR00010154
2.	Paralekha	Promoting education	Yes	WB	Birbhum	5.00	NO	LIVER FOUNDATION WEST BENGAL	CSR00003679
3.	Patient Assistance Fund - Free Treatment of Poor patients and Distribution of free medicines to poor patients	Promoting health care including preventive health care	Yes	WB	Howrah	10.00	NO	Rama Krishna Mission Headquarters	CSR00006101
4.	The Ideal School for the Deaf	Special education	Yes	WB	Kolkata	3.00	NO	SCUD SOCIETY FOR SOCIAL COMMUNICATION	CSR00017061
5.	Prime Minister's National Relief Fund (PMNRF)	Contribution to the prime minister's national relief fund (PMNRF)	No	New Delhi	New Delhi	13.56	YES	NA	NA
TOTAL						33.56			

(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 (6a+6b+6c): **Rs. 33.56 lacs.**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (INR in Lacs)	Amount Unspent (INR in Lacs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
33.56	Nil	N.A.	N.A.	Nil	N.A.

(f) Excess amount for set off, if any: Nil

Sl. No.	Particulars	Amount (INR in Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	33.55

(ii)	Total amount spent for the Financial Year	33.56
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.01
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.01

6. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (INR in Lacs)	Amount spent in the reporting Financial Year (INR in Lacs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (INR in Lacs)
				Name of the Fund	Amount (INR in Lacs)	Date of Transfer	
1.	2020-2021	0.00	10.00	NA			27.54

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1) Sl. No.	(2) Project ID	(3) Name of the Project	(4) Financial Year in which the project was commenced.	(5) Project duration.	(6) Total amount allocated for the project (INR in Lacs)	(7) Amount spent on the project in the reporting Financial Year (INR in Lacs).	(8) Cumulative amount spent at the end of reporting Financial Year. (INR in Lacs)	(9) Status of the project - Completed /Ongoing
			Not Applicable					
	Total							

7. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not applicable**

If Yes, enter the number of Capital assets created/ acquired: **Not applicable**

The details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1.	2.	3.	4.	5.	6.		
					CSR Registration Number, applicable if	Name	Registered address
Not applicable							

8. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). **Not Applicable**

For **SURAKSHA DIAGNOSTIC PRIVATE LIMITED**
Suraksha Diagnostic Pvt. Ltd.


Dr Somnath Chatterjee
DIN: 00137075


Director

Suraksha Diagnostic Pvt. Ltd.



Ritu Mittal
DIN: 00165886

Director

KOLKATA
DATE: