

BOARD OF DIRECTORS

Kurien Poulose	Chairman
Paul Kurian Polachirakal	Wholetime Director
Zachariah Paul Polachirakal	Director
Kottarathil John Jacob	Director
Babu John	Director
Ninan Chacko Kuttisseril	Independent Director
Mathew Jacob	Independent Director
George Kottackttu Thomas	Additional Director
Thomas Mathew	Additional Director
Cherian Cherian Charunilkunnathil	Additional Director
Keeriyottayil Parameswaran Chandrasekharan Pillai	Additional Director
Kalarickad Kurian Koshy	CFO & Additional Director
Krishnan Unni	CS & Additional Director

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of **CENTRAL TRAVANCORE SPECIALISTS HOSPITAL LIMITED** will be held on Thursday the 28th day of September 2017 (28.09.2017) at 10:30 A.M at the Registered Office of the company to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Profit and Loss account for the year ended 31/03/2017 and the Balance Sheet of the company as at 31/03/2017 together with the Reports of Directors' and Auditors' thereon.

2. Appointment of Auditors

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013, M/s. Cyriac & Associates, Chartered Accountants, Thiruvananthapuram, be and is hereby appointed as Auditors of the company from the conclusion of this meeting till the conclusion of the Annual General Meeting to be held in the year 2022 and that their remuneration be fixed by the Board of Directors in consultation with the Auditors.

3. To appoint a Director in the place of Mr. Babu John (DIN: 01987675) Director, who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. Zachariah Paul Polachirakal (DIN: 01798338) Director, who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business

5. **Appointment of Mr. Cherian Cherian Charunilkunnathil as Director:**

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Cherian Cherian Charunilkunnathil (DIN:01759916), who was earlier appointed as additional director under section 161 of the Companies Act, 2013 be and is hereby appointed as Director pursuant to section 152 and other applicable provisions of the of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof)

FURTHER RESOLVED THAT the office of Mr. Cherian Cherian Charunilkunnathil shall be liable to determination by retirement of directors by rotation.

6. **Appointment of Mr. Kalarickad Kurian Koshy as Director:**

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Kalarickad Kurian Koshy (DIN:05261725), who was earlier appointed as additional director under section 161 of the Companies Act, 2013 be and is hereby appointed as Director pursuant to section 152 and other applicable provisions of the of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof)

FURTHER RESOLVED THAT the office of Mr. Kalarickad Kurian Koshy shall be liable to determination by retirement of directors by rotation.

7. Appointment of **Mr. George Kottackattu Thomas as Director**

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT Mr. George Kottackattu Thomas (DIN: 01875479), who was earlier appointed as additional director under section 161 of the Companies Act, 2013 be and is hereby appointed as Director pursuant to section 152 and other applicable provisions of the of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof)

FURTHER RESOLVED THAT the office of Mr. George Kottackattu Thomas shall be liable to determination by retirement of directors by rotation.

8. Appointment of **Mr. Thomas Mathew as Director**

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Thomas Mathew (DIN: 07770063), who was earlier appointed as additional director under section 161 of the Companies Act, 2013 be and is hereby appointed as Director pursuant to section 152 and other applicable provisions of the of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof)

FURTHER RESOLVED THAT the office of Mr. Thomas Mathew shall be liable to determination by retirement of directors by rotation.

9. Appointment of **Mr. Keeriyattayil Parameswaran Chandrasekharan Pillai**

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Keeriyattayil Parameswaran Chandrasekharan Pillai (DIN: 05359086), who was earlier appointed as additional director under section 161 of the Companies Act, 2013 be and is hereby appointed as Director pursuant to section 152 and other applicable provisions of the of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof)

FURTHER RESOLVED THAT the office of Mr. Keeriyattayil Parameswaran Chandrasekharan Pillai shall be liable to determination by retirement of directors by rotation.

10. Appointment of **Mr. Krishnan Unni as Director**

To consider and approve the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Krishnan Unni (DIN: 07757139), who was earlier appointed as additional director under section 161 of the Companies Act, 2013 be and is hereby appointed as Director pursuant to section 152 and other applicable provisions of the of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof)

FURTHER RESOLVED THAT the office of Mr. Krishnan Unni shall be liable to determination by retirement of directors by rotation.

Place : Chengannur

By order of the Board,

Date : 22.08.2017

Sd/-

(Kurien Poulouse)

Chairman

(DIN: 01788548)

NOTES:-

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll on his/her behalf and the proxy need not be a member. The proxy forms duly completed, stamped and signed must be deposited at the registered office of the company not less than 48 hours before the meeting.**
2. **Proxies submitted on behalf of limited companies, societies etc must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
3. Explanatory statement as required under section 102 of the Companies Act, 2013 is attached.
4. Members/proxies should bring the attendance slip sent herewith duly filled in and signed along with photo ID proof for attending the meeting.
5. Members desiring to have information/clarifications on the accounts or any other matters at the AGM are requested to send their questions at least 7 days before the Annual General Meeting, by quoting their folio number, to enable the company to keep the information ready.
6. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The route map to reach the venue of the annual general meeting including prominent land mark for easy location is provided at the end of Annual Report.
8. Members are also requested to bring their copies of the Annual Report to the meeting.
9. Kindly communicate the changes if any, in your permanent or local address, immediately by forwarding a hard copy, to the Company Law and Secretarial Services Department of the Company along with your e-mail ID.
10. The notice of the meeting is displayed/posted on the website of the company-www.centuryhospital.org
11. The notice along with Annual Report is being sent by electronic mode to those members, whose email ids are registered with the company. For members who have not registered their email ids, physical copies are being sent by permitted mode. To support the green initiative, all members are requested to register their email ids with the Company.
12. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

Central Travancore Specialists Hospital Ltd.

The remote e-voting period commences on 25th September 2017 at 9.00 a m and ends on 27th September 2017 at 5.00 p m. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 21stSeptember 2017 Any person, who acquires shares of the Company and becomes member of the company after dispatch of the notice and holding shares as of the cut-off date i.e. 21stSeptember 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

The facility for voting through ballot paper/Polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

13. The company has appointed M/s SVJS & Associates, Company Secretaries, Kochi to act as the Scrutinizers for conducting the electronic voting process and poll in a fair and transparent manner. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company or to a person authorized by him in writing, who shall countersign the same.
14. The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.centuryhospital.org and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorized by the Chairman.

Instructions for voting through electronic means (remote e-voting)

- I. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company)
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder –Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login,
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "CENTRAL TRAVANCORE SPECIALISTS HOSPITAL LIMITED"
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to svjsassociates@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company or requesting physical copy):
- (i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
Attached separately
- (ii) Please follow all steps from Sl.No. (ii) to Sl. No. (xii) Above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no: 1800 222 990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September 2017
- VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the company
If you have forgotten your password, you can reset the same by using “Forgot User Details/ Password” Option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. M/s. SVJS & Associates, Company Secretaries, Kochi has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall, after the conclusion of voting at the general meeting, will first count-the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

Other information:

- ◆ Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through “Forgot Password” option available on the site to reset the same.
- ◆ Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- ◆ It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no: 1800- 222 – 990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item 5

Mr.Cherian Cherian Charunilkunnathil (DIN:01759916) was appointed as an additional director of the company with effect from 5th April 2017. It is now proposed to appoint him as a Director. He has given his consent to act as a director, if appointed, and has given the required deposit prescribed under the provisions of Section 160 of the Companies Act 2013.

Name	Mr. Cherian CherianCharunilkunnathil
DIN	01759916
Date of Birth	21/05/1946
Age	71
Experience	Been a director of the CTSHL previously and currently manage Edanad Scans.
Terms and Conditions of appointment/ re-appointment	Nonexecutive director with effect from 5 th April 2017
Last drawn remuneration	NA
Date of first Appointment on the Board	5 th April 2017
Shareholding in the Company	25000 equity shares of Rs. 10/- each
Relationship with other Director/Manager/ KMP, if any	NA
No. of meetings of the Board attended during the year 2016-17	NA
Other Directorship Limited Solutions Private Limited	1. M/s Edanad Health Care Private 2. M/s Super Resolution Imaging 3. M/s Oriental Allied Health Services Private Limited
Chairman/ Member of the Committees of Boards of other companies	NA
Proposed Salary	NA

None of the directors, key managerial personnel or their relatives is interested or concerned in the resolution relating to appointment of Mr. Cherian CherianCharunilkunnathil as Director.

Item 6

Mr.Kalarickad Kurian Koshy (DIN: 05261725) was the Chief Financial Officer (CFO) of the company with effect from 1st February 2015. He was also appointed as an additional director of the company with effect from 31st December 2016. He has been regularly attending office and involves himself in the day today affairs and financial management of the Company. It is now proposed to appoint him as a Director. He will also hold the post of CFO of the company. He has given his consent to act as a director, if appointed, and has given the required deposit prescribed under the provisions of Section 160 of the Companies Act 2013.

Name	Mr. Kalarickad Kurian Koshy
DIN	05261725
Date of Birth	12/05/1956
Age	61
Qualification	LLB
Experience	Retired AGM of State Bank of India
Terms and Conditions of appointment/ re-appointment	Currently CFO and remuneration drawn as per employment agreement
Last drawn remuneration	Rs.1,50,000 per month
Date of first Appointment on the Board	31 st December 2016
Shareholding in the Company	NA
Relationship with other Director/Manager/ KMP, if any	NA
No. of meetings of the Board attended during the year 2016-17	2
Other Directorship	1. M/s.Kalarickad Riverside Homes Private Limited
Chairman/ Member of the Committees of Boards of other companies	NA
Proposed Salary	No proposed change as of now

None of the directors, key managerial personnel or their relatives is interested or concerned in the resolution relating to appointment of Mr.Kalarickad Kurian Koshy as Director.

Item 7

Mr. George Kottackattu Thomas (DIN: 01875479), was appointed as an additional director of the company with effect from 5th April 2017. It is now proposed to appoint him as a Director. He has given his consent to act as a director, if appointed, and has given the required deposit prescribed under the provisions of Section 160 of the Companies Act 2013.

Name	Mr. George Kottackattu Thomas
DIN	01875479
Date of Birth	05/10/1937
Age	80
Experience	Been a director of CTSHL in past. Have experience in being director of other companies
Terms and Conditions of appointment/ re-appointment	Nonexecutive director with effect from 5 th April 2017
Last drawn remuneration	NA
Date of first Appointment on the Board	5 th April 2017
Shareholding in the Company	18,010 equity shares of Rs. 10/- each
Relationship with other Director/Manager/ KMP, if any	NA
No. of meetings of the Board attended during the year 2016-17	NA
Other Directorship	1. M/s. Kottakattu Builders and Traders Private Limited 2. M/s. Vanchinad Hospitals Limited
Chairman/ Member of the Committees of Boards of other companies	NA
Proposed Salary	NA

None of the directors, key managerial personnel or their relatives is interested or concerned in the resolution relating to appointment of Mr. George Kottackattu Thomas as Director.

Item 8

Mr. Thomas Mathew (DIN: 07770063), was appointed as an additional director of the company with effect from 5th April 2017. It is now proposed to appoint him as a Director. He has given his consent to act as a director, if appointed, and has given the required deposit prescribed under the provisions of Section 160 of the Companies Act 2013.

Name	Mr. Thomas Mathew
DIN	07770063
Date of Birth	16/03/1945
Age	72
Qualification	CA
Experience	Experienced Chartered accountant
Terms and Conditions of appointment/ re-appointment	Non executive director appointed on 5 th April 2017
Last drawn remuneration	NA
Date of first Appointment on the Board	5 th April 2017
Shareholding in the Company	NA
Relationship with other Director/Manager/ KMP, if any	NA
No. of meetings of the Board attended during the year 2016-17	NA
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	NA
Proposed Salary	No proposed change as of now

None of the directors, key managerial personnel or their relatives is interested or concerned in the resolution relating to appointment of Mr. Thomas Mathew as Director.

Item 9

Mr. Keeriyottayil Parameswaran Chandrasekharan Pillai (DIN: 05359086), was appointed as an additional director of the company with effect from 5th April 2017. It is now proposed to appoint him as a Director. He has given his consent to act as a director, if appointed, and has given the required deposit prescribed under the provisions of Section 160 of the Companies Act 2013.

Name	Mr. Keeriyottayil Parameswaran Chandrasekharan Pillai
DIN	05359086
Date of Birth	02/12/1941
Age	76
Experience	Retired General Manager, Steel Authority of India
Terms and Conditions of appointment/ re-appointment	Non executive director appointed on 5 th April 2017
Last drawn remuneration	NA
Date of first Appointment on the Board	5 th April 2017
Shareholding in the Company	2500 equity shares of Rs. 10/- each
Relationship with other Director/Manager/ KMP, if any	NA
No. of meetings of the Board attended during the year 2016-17	NA
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	NA
Proposed Salary	NA

None of the directors, key managerial personnel or their relatives is interested or concerned in the resolution relating to appointment of Mr. Keeriyottayil Parameswaran Chandrasekharan Pillai as Director.

Item 10

Mr. Krishnan Unni (DIN: 07757139), was appointed as a Whole-time Company Secretary of the company with effect from 2nd January 2017. He was also appointed as an additional director of the company with effect from 5th April 2017, has been regularly attending office and involves himself in the day today affairs of the Company. It is now proposed to appoint him as a Director. He will also hold the post of Whole-time Company Secretary of the company. He has given his consent to act as a director, if appointed, and has given the required deposit prescribed under the provisions of Section 160 of the Companies Act 2013

Name	Mr. Krishnan Unni
DIN	07757139
Date of Birth	03/06/1985
Age	32
Qualification	CS, LLB
Experience	Qualified CS having experience in Corporate Practise
Terms and Conditions of appointment/ re-appointment	Currently CS and remuneration drawn as per employment agreement
Last drawn remuneration	Rs.75,000 per month
Date of first Appointment on the Board	5 th April 2017
Shareholding in the Company	NA
Relationship with other Director/Manager/ KMP, if any	NA
No. of meetings of the Board attended during the year 2016-17	2-
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	NA
Proposed Salary	No proposed change as of now

None of the directors, key managerial personnel or their relatives is interested or concerned in the resolution relating to appointment of Mr. Krishnan Unni as Director.

BOARD REPORT

To the Members,

Your Directors are pleased to present the 28th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1) **FINANCIAL RESULTS** (RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014)

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

RESULTS	in Rs	
PARTICULARS	31-03-17	31-03-16
Sales & Other Income	11,21,20,731	11,45,86,664
Depreciation	4,273,113	87,30,661
Total expenditure	20,64,42,078	20,72,01,519
Profit/(Loss) before Tax	-9,43,21,348	-9,26,14,855
Profit/(Loss) after Tax	-9,39,76,579	-9,31,09,863

2) **EXTRACTS OF ANNUAL RETURN (ANNEXURE 1) S.134(3)a**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure 1** and is attached to this Report.

3) **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE FINANCIAL YEAR UNDER REVIEW. S.134(3)b**

The Company had held 5 Board meetings. 2 Audit Committee meetings and 2 meetings of Nomination and Remuneration Committee were held during the financial year under review as detailed in Annexure 1(1) Attached.

4) **DIRECTORS RESPONSIBILITY STATEMENT S.134(3)c**

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

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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;
- (iii) 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;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

5) **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT S. 134(3) (ca).**

Auditors have not reported any fraud during the year under review.

6) **DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149 S. 134(3) d**

Pursuant to the provisions of Sections 149, 160, Schedule IV and other applicable provisions, the company has to appoint a minimum of 2 directors as independent directors satisfying the conditions mentioned therein.

Mr Ninan C Kuttasseril and Mr Mathew Jacob were appointed as independent directors by the members at their general meeting held on 29.12.2015 for a period of 5 years.

Independent directors have given a declaration to the Board as per provisions of S.149 (6) of the Companies Act 2013.

7) **NOMINATION AND REMUNERATION COMMITTEE S. 134(3) e**

Pursuant to provisions of section 178 of the Companies Act 2013, the Board has reconstituted Nomination and Remuneration Committee with the following members:

1. Mr. K. Kurian Koshy
2. Mr. Ninan C. Kuttasseril
3. Mr. Mathew Jacob

for formulating the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. Mr. Mathew Jacob will be the Chairman of the committee.

8) **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS S. 134(3) f.**

Item No. vii – The Company has paid all ESI contributions for the Financial Year under review, post the preparation of audited financials. The Company has made all out efforts to ensure that provident fund amounts and other pending dues are cleared at the earliest.

Item No. xvii – The Company has passed the requisite special resolution by means of a postal ballot as per the scrutinizers report published on 4th April 2017. Therefore the Company is now in compliance with Section 180(1)(c) of the Companies Act, 2013 wherein the borrowing limit has been enhanced to Rs. 35 Crores. This is duly noted by the Auditors in Notes to Financial Statements Item 2.17 - Events occurring after the balance sheet date.

The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

9) **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 : S. 134(3) g.**

The Company has not given any Loans, guarantees or Investments under Sec 186 of Companies Act 2013.

10) **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SEC 188(1) COMPANIES ACT 2013: S. 134(3) h.**

Form AOC 2 Attached as Annexure 2

11) STATE OF COMPANY'S AFFAIRS S.134(3) i.

Brief description of the company's working during the year/state of company's affairs

During the year under review, the company has continued to register losses. The Board firmly believes that the Hospital is viable provided sufficient funds are infused. Despite our efforts to raise Capital through Rights Issue, the subscription was limited to the dominant shareholder group and therefore saw a limited success. The Board also requests the shareholders to suggest any potential investor who may be interested in investing into the Company.

Post April' 2017, the hospital has seen improvement in terms of increased patient flow and pharmacy revenue. The was mainly due the efforts in promoting the hospital by conducting medical camps and its Founding Day. The hospital was also successful in attracting new pool of talented doctors thereby strengthening our departments. Lately, the hospital has obtained the coveted A Grade NABH SAFE-I certification, owing to the standards we maintain. The Board is of firm opinion that with a suitable investor coming in, the Company will register a stronger balance sheet in subsequent years.

12) TRANSFERTO RESERVES S. 134(3) j.

Company has incurred loss during the financial year under review.

13) DIVIDEND S. 134(3) k.

No dividend has been declared due to the loss incurred by the company.

Transfer of unclaimed dividend to investor education and protection fund

In terms of Section 125(2) of the Companies Act, 2013, no unclaimed or unpaid Dividend relating to the financial year is due for remittance to the Investor Education and Protection Fund established by the Central Government.

14) MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT S. 134(3)l.

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 and the date of this report.

15) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO S. 134(3)m.

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 3** and is attached to this report.

16) RISK MANAGEMENT POLICY:- S. 134(3)n.

The Company has a proper risk management policy towards operations and administrative affairs of the Company. The Whole time Director will review the Policy at regular intervals of time and ensure proper implementation of the policy formulated.

17) CORPORATE SOCIAL RESPONSIBILTY U/S 135 OF THE COMPANIES ACT 2013 S. 134(3)o.

CSR activity is not applicable to the company.

18) ANNUAL EVALUATION:- 134(3)p.

The Companies Act, 2013 stipulates the performance evaluation of the Directors including Chairman, Board and its Committees.

Central Travancore Specialists Hospital Ltd.

The Company has devised the process and the criteria for the performance evaluation which has been recommended by the Nomination and Remuneration Committee and approved by the Board.

19) DISCLOSURE UNDER OTHER PROVISIONS OF COMPANIES ACT 2013

i) Share Capital –S. 43 Rule 4(4)

The Company has not issued any Sweat Equity Shares, Employee Stock option and not called for Buy back of Shares during the current financial Year

- A) Issue of equity shares with differential rights – NIL
- B) Issue of sweat equity shares – NIL
- C) Issue of employee stock options – NIL
- D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees – NIL

ii) Share Capital and Debentures S. 54 (Rule 8(13))

Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates. (Section 67(3) Rule 16(4))

The Company has not issued any sweat equity shares, during the financial year under review.

20. COMPOSITION OF AUDIT COMMITTEE S.177(8)

Pursuant to sec 177(2) of the Act, the Audit Committee of Board has been reconstituted with Mr. K Kurian Koshy, CFO & Director as its Chairman. Other members of the committee are Mr. Ninan C. Kuttasseril and Mr Mathew Jacob.

21. REPORT ON VIGIL MECHANISM S.177(9) & (10)

The company is not required to establish vigil mechanism.

22. DISCLOSURE S. 197(14)

Disclosure about receipt of any commission by MD/WTD from the company and also receiving commission/remuneration from its holding or subsidiary: Remuneration drawn by Mr. Paul Kurien Polachirakal, Whole-Time Director during the financial year was Rs. 13,20,000/-

23. MANAGERIAL REMUNERATION:

Details of the employee(s) of the Company as required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Rule 5(1) Not applicable since the company is not listed

Rule 5(2) There are no employees in the company drawing remuneration of more than the amount as stipulated in the Rule.

24. CORPORATE GOVERNANCE CERTIFICATE:

The Company is not a listed Company. Hence corporate governance as stipulated in Clause 49 of the Listing agreement is not applicable.

25. STATUTORY AUDITORS

The existing auditors M/s. Mohan & Mohan Associates shall retired at 28th AGM. It is proposed to appoint M/s. Cyriac & Associates, Chartered Accountants, Thiruvananthapuram, who will hold the office from the conclusion of the annual general meeting to be held this year till the conclusion of the annual general meeting to be held in the year 2022 on a remuneration as fixed by the Board in consultation with them.

The Company has received a letter from M/s. Cyriac & Associates, Chartered Accountants, Thiruvananthapuram, to the effect that their appointment as Statutory Auditors, if made, would be in compliance under section(s) 139 and 141(3)g and applicable provisions of the Companies Act 2013 and that they are not disqualified for such appointment.

RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

26. MATTERS REQUIRED TO BE DISCLOSED IN ACCORDANCE WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014.

a) **Financial Performance- Rule 8(1):-**

Already given

b) **Contracts or arrangements with related parties Rule- 8(2) :-**

ANNEXURE 2

c) **Conservation of energy, Technology absorption, Foreign exchange earnings and Outgo- Rule 8(3)**

ANNEXURE 3

d) **Annual evaluation Report made by the Board Rule 8(4)**

NOT APPLICABLE

Rule 8(5)

(i) **the financial summary or highlights;**

Already given

(ii) **the change in the nature of business, if any;**

There is no change in the nature of the company's business during the financial year under review

(iii) **the details of directors or key managerial personnel who were appointed or have resigned during the year;**

1. Mr. KURIEN PAULOSE (DIN: 01788548) Director, retired at the last Annual General Meeting and was re elected.
2. Mr. KOTTARATHIL JOHN JACOB (DIN: 01844357), Director retired at the last Annual General Meeting and was re elected.
3. Mr. K KURIAN KOSHY, CFO (DIN: 05261725), has been appointed as Additional Director on 31st December 2017
4. Disqualifications of directors- NIL

(iv) **the names of companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year;**

The company has no subsidiaries/ joint ventures/ associates

(v) **the details relating to deposits, covered under Chapter V of the Act,-**

(a) accepted during the year; NIL

(b) remained unpaid or unclaimed as at the end of the year; NIL

(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- NIL

(i) at the beginning of the year; NIL

- (ii) maximum during the year; NOT APPLICABLE
(iii) at the end of the year; NOT APPLICABLE
(vi) **the details of deposits which are not in compliance with the requirements of Chapter V of the Act;**

NIL

- (vii) **the 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;**

There are no significant orders by Regulators impacting the going concern status of the company and company's operations in future;

- (viii) **Details in respect of adequacy of internal controls with reference to the financial statements**

The company has adequate internal financial controls such as defining authority to authorize financial transactions. Internal Audit and monthly review of financial statement mechanism are in vogue. Further the company is not a listed company and hence reporting on this clause does not arise.

27. **DISCLOSURES ABOUT CSR POLICY. Rule 9**

CSR activity is not applicable to the company.

28. **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PROVISION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during each calendar year.

- ♦ No of complaints received: NIL
- ♦ No of complaints disposed off: N.A

29 **ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

**For And On Behalf Of The Board Of Directors Of
Central Travancore Specialists Hospital Limited**

Date : 22.08.2017
Place : Chengannur

**Sd/-
Kurien Paulose
Chairman
(DIN: 01788548)**

ANNEXURE -1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31/03/2017

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	U85110KL1989PLC005489
Registration Date	26/09/1989
Name of the Company	Central Travancore Specialists Hospital Limited
Category/sub category	Indian non-government company limited by shares
Address of the Registered office	MP 1/186 Mulakuzha Changannur Alappuzha Kerala 689505
Whether Company listed	NO
Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ Services	NIC Code of the Product/Services	% to total turnover of the company
1	Healthcare services & Pharmacy	86100	99

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NOT APPLICABLE

IV. SHAREHOLDING PATTERN

(Equity Share Capital Break up as percentage of Total Equity)

i) *Category-wise Share Holding*

Central Travancore Specialists Hospital Ltd.

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Dem at	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0	0	0	0	0	0	0	0	Nil
a) Individual/ HUF	0	12831806	12831806	47.56	0	13178256	13178256	48.80	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govts	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
Sub-total	0	0	0	0	0	0	0	0	0
(A) (1):-	0	12831806	12831806	47.56	0	13178256	13178256	48.80	0
	0	0	0	0	0	0	0	0	0
2 Foreign	0	0	0	0	0	0	0	0	0
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub Total(A) (2):-	0	0	0	0	0	0	0	0	0
Totalshareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	0	0	0	0	0	0
B. Public Shareholding	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
1. Institutions	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) CentralGovt	0	0	0	0	0	0	0	0	0
d) StateGovt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Co.s	0	0	0	0	0	0	0	0	0
g)FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub Total (B)(1):-	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
2. Non- Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	1237000	1237000	4.58	0	1237000	1237000	4.58	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0

Central Travancore Specialists Hospital Ltd.

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	10071094	10071094	37.30	0	9816394	9816394	36.35	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	2860100	2860100	10.56	0	2768350	2768350	10.25	0
c) Others	0	0	0	0	0	0	0	0	0
(specify) Sub-total	0	0	0	0	0	0	0	0	0
(B)(2):-	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	14168194	14168194	52.44	0	13821744	13821744	51.19	0
	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL A+B+C		27000000	27000000	100		27000000	27000000	100	Nil

ii. Shareholding of Promoter Directors

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered the year	
1	Paul Kurien	3742400	13.85	NIL	4069350	15.07	NIL	NIL
2	Kurien Poulouse	3036406	11.25	NIL	3055906	11.31	NIL	NIL
3.	Zachariah Paul	3307000	12.25	NIL	3307000	12.25	NIL	NIL
4.	Lucy Poulouse	2710,000	10.04	NIL	27,10,000	10.04	NIL	NIL

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Paul Kurien	3742400	13.85	4069350	15.00
2. Kurien Poulouse	3036406	11.25	3055906	11.31

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NIL

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NIL	NIL	NIL	NIL	NIL

(v) Shareholding of Directors and Key Managerial Personnel:

No.	Name of Director / KMP		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No.of shares	%of total shares of the company	No.of shares	%of total shares of the company
1	Paul Kurien	01838597	3742400	13.85	4069350	15.07
2	Kurien Poulose	01788548	3036406	11.25	3055906	11.31
3	Zachariah Paul	01798338	3307000	12.25	3307000	12.25

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	32,51,609	28,66,99,667	NIL	28,99,51,276
ii) Interest due but not paid				
iii) Interest accrued but not paid due	1,25,294	10,76,32,764		10,77,58,058
Total (i+ ii+ iii)	33,76,903	39,43,32,431	NIL	39,77,09,334
Change in Indebtedness during the financial year				
Addition		8,36,16,459	NIL	8,26,70,751
Reduction	9,45,708			
Net Change	9,45,708	8,36,16,459	NIL	8,26,70,751
Indebtedness at the end of the financial year				
i) Principal Amount	23,76,493	33,88,39,067		34,12,15,560
ii) Interest due but not paid				
iii) Interest accrued but not due	54,702	13,91,09,823		13,91,64,525
Total (i+ii+iii)	24,31,195	47,79,48,890	NIL	48,03,80,085

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration		Total Amount
1.	Gross salary Rs(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Mr. Kurien Polachirakal Whole time Director	13,20,000
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit- others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total(A) Ceiling as per the Act	NIL	13,20,000

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
	Independent Directors Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
	Other Non-Executive Directors ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL
	Total(2)	NIL	NIL
	Total(B)=(1+2)	NIL	NIL
	Total Managerial A+ B Remuneration	NIL	13,20,000
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : NIL

The Chief Financial Officer Mr. Kurien Koshy and Company Secretary Mr. Krishnan Unni, of the Company have drawn an amount of Rs. 18,45,893/- and Rs.2,22,581/- as remuneration during the period under review. Mrs. Soumya Paul, General Manager, relative of Mr. Paul Kurien Polachirakal, Whole time director of the company has drawn an amount of Rs. 3,60,000/- as remuneration.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-***

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority	Appeals if any
A.COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	450	Detailed below	Detailed below	RD	NIL
B.DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	450	Detailed below	Detailed below	RD	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

The Company was not in compliance with section 180 (1) (c) as of 31st March 2017 as the amounts borrowed were in excess of the limit approved by the shareholders. The Company has therefore passed a special resolution by means of a postal ballot so as to increase the borrowing limit to Rs. 35 crores. The total borrowings of the Company as of 31st March 2017 is Rs. 34,12,15,560 within the aforesaid limit. The Company has therefore along with its directors have filed an application for compounding of offences under Section 450 of the Companies Act, 2013 based on the show cause notice issued by the regional ROC, Kerala for violation of Section 180(1)(c) as of 31st March 2017. The application is pending with the requisite Governmental authority.

For Central Travancore Specialists Hospital Limited.

Sd/-

PAUL KURIAN POLACHIRAKAL
WHOLE TIME DIRECTOR
DIN: 01838597

ANNEXURE 1 (1)

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE FINANCIAL YEAR 2015-16

Date	Name of Directors Present	Din
30.05.2016	Mr. Paul Kurien Polachirakal Mr. Ninan C. Kuttisseril Mr. Mathew Jacob	01838597 02499908 07347170
23.08.2016	Mr. Kurien Poulose Mr. Paul Kurien Polachirakal Mr. Mathew Jacob Mr. Ninan C. Kuttisseril	01788548 01838597 07347170 02499908
30.09.2016	Mr. Paul Kurien Polachirakal Mr. Ninan C. Kuttisseril Mr. Kurien Poulose Dr. Zachariah Paul Polachirakal	01838597 02499908 01788548 0179838
31.12.2016	Mr. Paul Kurien Polachirakal Mr. Kurien Poulose Mr. Mathew Jacob Dr. Zachariah Paul Polachirakal Mr. Ninan C. Kuttisseril	01838597 01788548 07347170 0179838 02499908
25.01.2017	Mr. Paul Kurien Polachirakal Mr. Ninan C. Kuttisseril Mr. K. Kurian Koshy Mr. Mathew Jacob Mr. Kottarathil John Jacob Mr. Babu John	01838597 02499908 01838597 07347170 01844357 01987675

AUDIT COMMITTEE MEETINGS

Date	Name of Directors Present	Din
31.12.2016	Mr. Mathew Jacob Mr. Ninan C. Kuttisseril Mr. K. Kurian Koshy	07347170 02499908 01838597
23.08.2016	Mr. Mathew Jacob Mr. Ninan C. Kuttisseril	07347170 02499908

NOMINATION & REMUNERATION COMMITTEE MEETINGS

Date	Name of Directors Present	Din
31.12.2016	Mr. Mathew Jacob Mr. Ninan C. Kuttisseril Mr. K. Kurian Koshy	07347170 02499908 01838597
23.08.2016	Mr. Mathew Jacob Mr. Ninan C. Kuttisseril	07347170 02499908

SHAREHOLDER RELATIONSHIP COMMITTEE MEETINGS

Date	Name of Directors Present	Din
25.01.2016	Mr. Mathew Jacob Mr. Ninan C. Kuttisseril Mr. K. Kurian Koshy	07347170 02499908 01838597
23.08.2016	Mr. Mathew Jacob Mr. Ninan C. Kuttisseril	07347170 02499908

For Central Travancore Specialists Hospital Limited

Sd/-

PAUL KURIAN POLACHIRAKAL
WHOLE TIME DIRECTOR
DIN: 01838597

ANNEXURE -2

FORM 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 arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts / arrangements / transactions	NIL
(c)	Duration of the contracts / arrangements/transactions	NIL
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e)	Justification for entering into such contracts or arrangements or transactions	NIL
(f)	date(s) of approval by the Board	NIL
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	
	(i) Purchase of goods	NIL
	(ii) Sale of goods	NIL
(c)	Duration of the contracts / arrangements / transactions	NIL
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e)	Date(s) of approval by the Board, if any	NIL
(f)	Amount paid as advances, if any	NIL

Form shall be signed by the persons who have signed the Board's report.

ANNEXURE -3

(A) Conservation of energy-

(i)	the steps taken or impact on conservation of energy;	Employees, customers are educated to save electricity by switching off the same at idle times.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	Steps are being taken to keep energy consumption at optimum levels.
(iii)	the capital investment on energy conservation equipments;	NIL

(B) Technology absorption-

(i)	the efforts made towards technology absorption;	The company does not use any foreign technology.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A
	(a) the details of technology imported;	N.A
	(b) the year of import;	N.A
	(c) whether the technology been fully absorbed;	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A
	(iv) the expenditure incurred on Research and Development.	N.A

(C) Foreign exchange earnings and Outgo-

	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	N.A
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INDEPENDENT AUDITOR'S REPORT

To the members of Central Travancore Specialists Hospital Ltd.

Report on the Financial Statements

We have audited the accompanying financial statements of Central Travancore Specialists Hospital Ltd. ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the financial position, financial performance and cash flows of the Company including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) On the basis of the information and explanation of the Company provided to us, the internal financial control, framework the report of the internal auditors and in our opinion, the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : Thiruvananthapuram

Date : 22.08.2017

For **MOHAN & MOHAN ASSOCIATES**

Chartered Accountants

R.SURESH MOHAN (Partner)

Mem No. 13398.

Firm No.02092 S

ANNEXURE TO AUDITORS' REPORT

Referred to in Paragraph 1 of **Report on Other Legal and Regulatory Requirements** of our Report of even date

- (i) a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b. As explained to us, the fixed assets are physically verified by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets.
 - c. According to the information and explanation given to us, the title deeds of immovable properties of the Company are held in the name of the Company.
- ii. The inventories have been physically verified during the year by the management and in our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.
- iii. The Company has not granted any loans, secured or unsecured, to Companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year. Therefore, the provisions of clause 3 (v) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- vi. The company is not having any inventory other than medicines and consumables and hence the maintenance of cost records has been specified under subsection (1) of Section 148 of the Act is not applicable.
- vii. a. The Company is irregular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and any other material statutory dues applicable to the Company. According to the information and explanations given to us, the following amounts payable in respect of the aforesaid dues were in arrears, as at 31.03.2017 for a period of more than six months from the date they became payable.

Particulars	Employer contribution	Employee Contribution	Total
Employee State Insurance	8,70,526	3,20,716	11,91,242
Employee Provident Fund	49,55,591	22,14,623	71,70,214
Total			83,61,456

- b. According to the information and explanations given to us, there are no dues of income-tax, sales tax, service tax, customs duty, excise duty and value added tax which have not been deposited on account of any dispute:
- viii. As the Company has borrowings from Kerala State Industrial Development Corporation for an amount of Rs.23.76 Lakhs (previous year Rs.32.51 Lakhs) Interest outstanding on the

Central Travancore Specialists Hospital Ltd.

said loan is Rs. 1.25 Lakhs (Previous years. Rs. 0.54 Lakhs). The company has not issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

- ix. The Company has accumulated losses as at the end of the financial year and it has incurred any cash losses in the financial year ended on that date and in the immediately preceding financial years. An year wise details of the losses incurred by the company is as follows;

Particulars	2016-2017	2015-2016	2014-2015	2013-2014
Accumulated Loss	(64,07,76,663)	(54,68,00,084)	(45,35,20,554)	(36,83,46,948)
Operating Profit/(Loss)	(5,90,03,065)	(5,82,58,052)	(5,45,75,371)	(4,02,50,431)
Total Profit/(Loss)	(9,39,76,579)	(9,31,09,863)	(8,53,43,273)	(6,88,24,113)
Authorized Share Capital	27,00,00,000	27,00,00,000	27,00,00,000	27,00,00,000

- x. To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the Company by its officers or employees during the year was noticed or reported, nor have we been informed of such case by the management.
- xi. In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and therefore, the provisions of clause 3 (xiv) of the Companies (Auditor's Report) Order, 2016, are not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non – cash transactions with directors or persons connected with the Directors.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act,
- xvii. In our opinion company has violated the provisions of the Companies Act 2013 by borrowing money above the limit of Rs. 25 Crores pursuant to the special resolution passed in the Extra-Ordinary General meeting held on 8th of January 1997 in accordance with Section 180 (1) (c) of the Companies Act 2013 (then section 293(1)(d) of Companies Act 1956). The amount borrowed by the company from the directors as on 31st March 2017 is Rs. 33,73,39,067/- (Previous year Rs. 28,51,99,667/-)**

For **MOHAN & MOHAN ASSOCIATES**

Chartered Accountants

R.SURESH MOHAN (Partner)

Mem No. 13398.

Firm No.02092 S

Place : Thiruvananthapuram

Date : 22.08.2017

EXHIBIT “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CENTRAL TRAVANCORE SPECIALISTS HOSPITAL LTD.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Central Travancore Specialists Hospital Ltd. (“the Company”) as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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, as required under the Companies Act, 2013.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Thiruvananthapuram

Date : 22.08.2017

For **MOHAN & MOHAN ASSOCIATES**

Chartered Accountants

R.SURESH MOHAN (Partner)

Mem No. 13398.

Firm No.02092 S

Balance Sheet as at 31 March, 2017

Particulars	Note No.	As at 31 March, 2017	As at 31 March, 2016
		Rs.	Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	28,61,15,000	28,61,15,000
(b) Reserves and surplus	4	-64,06,06,996	-54,66,30,418
		-35,44,91,996	-26,05,15,418
Share application money pending allotment			
Non-current liabilities			
(a) Long-term borrowings	5	34,12,15,560	28,99,51,276
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities	6	13,91,64,525	10,77,58,058
(d) Long-term provisions	7	1,58,87,189	1,39,00,366
		49,62,67,274	41,16,09,700
Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	8	98,17,246	89,47,386
(c) Other current liabilities	9	2,67,28,475	2,12,91,057
(d) Short-term provisions		-	-
		3,65,45,720	3,02,38,443
TOTAL		17,83,20,998	18,13,32,725
ASSETS			
Non-current assets			
(a) Fixed assets			
Tangible assets	10	15,29,98,720	15,36,56,354
		15,29,98,720	15,36,56,354
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances		-	-
(e) Other non-current assets	11	42,050	42,050
		15,30,40,770	15,36,98,404
Current assets			
(a) Current investments	12	12,39,367	11,50,613
(b) Inventories	13	72,30,022	86,96,725
(c) Trade receivables	14	94,18,558	96,05,056
(d) Cash and cash equivalents	15	15,42,614	11,04,529
(e) Short-term loans and advances	16	37,00,580	31,99,508
(f) Other current assets	17	21,49,086	38,77,891
		2,52,80,228	2,76,34,322
TOTAL		17,83,20,998	18,13,32,725
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For Mohan & Mohan Associates
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
R. Suresh Mohan	Director	Director	Company Secretary	CFO

Membership No. : 013398
Firm Reg. No.: 002092S

Place : Chengannur
Date :

22/08/2017

Central Travancore Specialists Hospital Ltd., Mulakuzha, Chengannur
Statement of Profit and Loss for the year ended 31 March, 2017

Particulars	Note No.	For the year ended	For the year ended
		31 March, 2017	31 March, 2016
		Rs.	Rs.
CONTINUING OPERATIONS			
Revenue from operations (gross)	18	11,11,79,685	11,39,01,458
Revenue from operations (net)		11,11,79,685	11,39,01,458
Expenses			
(a) Cost of materials consumed	20 a	4,21,32,842	4,22,02,125
(b) Purchases of stock-in-trade	20 b	4,06,66,140	4,26,27,266
(c) Changes in stock-in-trade	20 c	14,66,702	-4,25,141
(d) Employee benefits expense	21	10,79,60,813	10,88,45,135
(e) Other expenses	23	2,00,89,094	2,11,12,250
(f) Prior period expenses			
Total		17,01,82,749	17,21,59,510
Earnings before exceptional items, extraordinary items, interest, tax, depreciation and amortisation		-5,90,03,065	-5,82,58,052
Finance costs	22	3,19,86,216	2,63,11,348
Depreciation and amortisation expense	10	42,73,113	87,30,661
Other income	19	9,41,046	6,85,206
Profit / (Loss) before exceptional and extraordinary items and tax		-9,43,21,348	-9,26,14,855
Exceptional items	24	3,44,769	4,95,008
Profit / (Loss) before extraordinary items and tax		-9,39,76,579	-9,31,09,863
Extraordinary items		-	-
Profit / (Loss) before tax		-9,39,76,579	-9,31,09,863
Tax expense		-	-
Profit / (Loss) from continuing operations		-9,39,76,579	-9,31,09,863
Profit / (Loss) for the year		-9,39,76,579	-9,31,09,863
Earnings per share (of ` 10/- each):			
(a) Basic			
(i) Continuing operations	27	-3.48	-3.45
(ii) Total operations	27	-3.48	-3.45
(b) Diluted			
(i) Continuing operations	27	-3.48	-3.45
(ii) Total operations	27	-3.48	-3.45
See accompanying notes forming part of the financial statements			

In terms of our report attached.

For Mohan & Mohan Associates

Chartered Accountants

Sd/-

Suresh Mohan

Membership No. : 013398

Firm Reg. No.: 0020925

Sd/-
Director

Sd/-
Director

For and on behalf of the Board of Direct

Sd/-
Company Secretary

Sd/-
CFO

Place : **Chengannur**

Date : 22.08.2017

Central Travancore Specialists Hospital Ltd., Mulakuzha, Chengannur

Cash Flow Statement for the year ended 31 March, 2017

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
A. Cash flow from operating activities		
Net Profit / (Loss) before tax	(9,39,76,579)	(9,31,52,271)
<u>Adjustments for:</u>		
Depreciation and amortisation	42,73,113	87,73,069
(Profit) / loss on sale / write off of assets		
Finance costs	3,19,86,216	2,63,11,348
Interest income	(4,85,792)	(1,67,679)
Net (gain) / loss on sale of investments	-	-
Rental income from operating leases	-	-
Liabilities / provisions no longer required written back	-	-
Provision for doubtful trade and other receivables, loans and advances	-	-
Provision for contingencies	-	-
Other non-cash charges - Preliminary Expenses	-	-
	3,57,73,538	3,49,16,738
Operating profit / (loss) before working capital changes	(5,82,03,041)	(5,82,35,533)
<u>Changes in working capital:</u>		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Inventories	14,66,702	(4,25,141)
Trade receivables	1,86,498	13,73,306
Short-term loans and advances	(5,01,072)	(2,50,957)
Long-term loans and advances		
Current Investments	(88,754)	(97,717)
Other current assets	17,28,805	(19,59,431)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	8,69,859	23,913
Other current liabilities	54,37,418	(6,74,316)
Short-term operating provisions		
Other long-term liabilities	3,14,06,467	2,50,03,378
Long-term provisions	19,86,823	17,92,479
	4,24,92,747	2,47,85,514
	(1,57,10,295)	(3,34,50,019)
Cash flow from extraordinary items	-	-
Cash generated from operations	(1,57,10,295)	(3,34,50,019)
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) operating activities (A)	(1,57,10,295)	(3,34,50,019)
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(36,15,479)	(27,13,937)
Proceeds from sale of fixed assets	-	1,24,291
Interest received	4,85,792	1,67,679
Rental income from operating leases		-
Other non-current assets		-
Cash generated from Investments	(31,29,687)	(24,21,967)
Net income tax (paid) / refunds	-	-
Net cash flow from / (used in) investing activities (B)	(31,29,687)	(24,21,967)

Central Travancore Specialists Hospital Ltd.

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in ` lakhs	in ` lakhs
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	-
Repayment of long-term borrowings	(8,75,116)	(32,33,635)
Dividend paid on Equity shares	-	-
Payment of Dividend Tax	-	-
Long-term borrowings	5,21,39,400	6,50,09,298
Finance cost	(3,19,86,216)	(2,63,11,348)
Net income tax (paid) / refunds	1,92,78,068	3,54,64,315
	-	-
Net cash flow from / (used in) financing activities (C)	1,92,78,068	3,54,64,315
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	4,38,086	(4,07,671)
Cash and cash equivalents at the beginning of the year	11,04,529	15,12,200
Cash and cash equivalents at the end of the year	15,42,615	11,04,529

In terms of our report attached.

For Mohan & Mohan Associates
Chartered Accountants

For and on behalf of the Board of Director:

Sd/-
R. Suresh Mohan
Partner
Membership No. : 013398
Firm Reg. No.: 002092S

Sd/-
Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
CFO

Place : **Chengannur**
Date : **22.08.2017**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1. Summary of Significant accounting policies

Corporate Information

“Central Travancore Specialists Hospital Ltd, (the company) is a specialty hospital located in Chengannur, Alappuzha district. The company currently has 25 clinical departments in medicine and surgery & 7 operation theatres and over 160 patient beds. The Accumulated loss of the company is more than the authorized share capital of the company during the current financial year.

2.1 Basis of accounting and preparation of Financial Statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation with and recommendations of the National Financial Reporting Authority, the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, as amended (the 'Rules'), continue to be applicable, accordingly, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under the Rules and other relevant provisions of the Companies Act, 2013.

2.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revisions to accounting estimates are recognised prospectively in current and future periods.

2.3 Current – Non Current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.4 Inventories

The inventories of all medicines, Medicare items traded and dealt with by the Company are valued at cost. In the absence of any further estimated costs of completion and estimated costs necessary to make the sale, the Net Realisable Value is not applicable. Cost of these inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location applying the FIFO method.

Stock of provisions, stores (including lab materials and other consumables), stationeries and housekeeping items are stated at cost. The net realisable value is not applicable in the absence

of any further modification/alteration before being consumed in-house only. Cost of these inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location applying FIFO method.

Surgical instruments, linen, crockery and cutlery are valued at cost wherever applicable applying FIFO method. The net realisable value is not applicable in the absence of any further modification/alteration before being consumed in-house. Cost of these inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location.

2.5 Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are term deposits with various banks.

2.6 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing, and financing activities of the company are segregated based on available information.

2.7 Fixed Assets & Depreciation

- i. Tangible assets are stated at cost of acquisition or construction less accumulated depreciation. All significant costs relating to the acquisition and installation of Tangible assets are capitalised. Subsequent expenditures related to an item of Fixed Asset are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance. Depreciation based on the estimated useful life of each asset as determined by the management and are in line with the useful lives specified by Schedule II to the Companies Act, 2013.
- ii. Intangible assets are recorded at the consideration paid for acquisition. Intangible assets are amortized over their respective useful lives ranging between three years to seven years.
- iii. Loss arising from the retirement of, and gains and losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.
- iv. Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are classified under other current assets in financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

2.8 Revenue Recognition

'Income from Healthcare Services is recognized on completed service contract method. The hospital collections of the Company are net of discounts. Revenue also includes the value of services rendered pending final billing in respect of in-patients undergoing treatment as on 31st March 2015.

Pharmacy Sales are recognized when the risk and reward of ownership is passed to the customer and are stated net of returns, discounts and exclusive of VAT wherever applicable.

Interest income is recognized on a time proportion basis taking into account the principal amount outstanding and the rate applicable.

Income from Nursing School and Century Institute of Health Sciences are recognized on accrual basis.

Other income is recognized on Cash basis.

2.9 Employee Benefits

Short-term employee benefits (benefits which are payable within twelve months after the end of the period in which the employees render service) are measured at cost. Long-term employee benefits (benefits which are payable after the end of twelve months from the end of the period in which employees render service), and post-employment benefits (benefits which are payable after completion of employment), are measured on a discounted basis by the Projected Unit Credit Method, on the basis of annual third party actuarial valuations.

Defined Contribution Plan

The Company makes contribution towards Provident Fund and Employees State Insurance as a defined contribution retirement benefit fund for qualifying employees. The Provident Fund Plan is operated by the Regional Provident Fund Commissioner. Under the scheme, the Company is required to contribute a specified percentage of payroll cost, as per the statute, to the retirement benefit schemes to fund the benefits. Employees State Insurance dues are remitted to Employees State Insurance Corporation.

Gratuity liability is determined on the basis of valuation done by the HR department of the Company.

Leave encashment benefits are charged to Profit and Loss Account on the basis of actual estimation as at the year end.

Gratuity expense for the current year is Rs. 21,80,211/- (Previous year Rs. 19,30,268/-), the huge variance is due to the times fold increase in the number of permanent employees eligible for gratuity in the previous year.

2.10 Segment Reporting

The Company is a hospital located in Chengannur Kerala it has only one identified business segment.

2.11 Earnings per Share

In determining the earnings per share, the Company considers the net profit after tax before extraordinary item and after extraordinary items and includes post - tax effect of any extraordinary items. The number of shares used in computing the basic earnings per share is the weighted average number of shares outstanding during the period. For computing diluted earnings per share, potential equity shares are added to the above weighted average number of shares.

2.12 Income Tax

i. Income Tax

In the absence of taxable income, no provision has been made for Income Tax under normal rates as well as under Minimum Alternate Tax under Section 115 JB of the Income Tax Act 1961.

ii. Deferred Tax

The Company had significant amount of carry forward losses and unabsorbed depreciation under Income Tax Act 1961. Accordingly the Company had worked out deferred tax liabilities/assets in accordance with Accounting Standard 22, "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, without reckoning the carry forward losses. However, in the absence of convincing evidence that sufficient future taxable income will be available against which such deferred tax can be realized, no provision is made in the accounts.

2.13 Impairment of Asset

The Company tests for impairments at the close of the accounting period if and only if there are indications that suggest a possible reduction in the recoverable value of an asset. If the recoverable value of an Asset, i.e. the net realizable value or the economic value in use of a cash generating unit, is lower than the carrying amount of the asset the difference is provided for as impairment. However, if subsequently the position reverses and the recoverable amount becomes higher than the then carrying value the provision to the extent of the then difference is reversed, but not higher than the amount provided for.

2.14 Provisions and Contingencies

A provision is recognised when there is a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made where there is a possible obligation arising out of past event, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation arising out of past event where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15 Profit & Loss Account

The accumulated loss of the company has gone more than the authorized & subscribed share capital. The company has been running at a loss since beginning of operations. In the last four financial years the company is running at cash loss and presently the survival of the company depends on external finance. The details of the loss suffered by the company for the last four financial years are as follows.

Particulars	2016-2017	2015-2016	2014-2015	2013-2014
Accumulated Loss	(64,07,76,663)	(54,68,00,084)	(45,35,20,554)	(36,83,46,948)
Operating Profit/(Loss)	(5,90,03,065)	(5,82,58,052)	(5,45,75,371)	(4,02,50,431)
Total Profit/(Loss)	(9,39,76,579)	(9,31,09,863)	(8,53,43,273)	(6,88,24,113)
Authorized Share Capital	27,00,00,000	27,00,00,000	27,00,00,000	27,00,00,000

2.16 Long Term Borrowings

As per the special resolution passed in the Extra-Ordinary General meeting held on 8th of January 1997 in accordance with section 293 (1) (d) of Companies Act 1956(now Section 180 (1) (c) of the Companies Act 2013)the board of Directors are authorized to to borrow from time to time such sums of money, even though the money so borrowed together with the money already borrowed exceeds the aggregate of the paid up capital and free reserves of the company provided, the total borrowing apart from the temporary loans taken from the company bankers shall not exceed RS.25 Crores at any one time.

During the financial year the borrowing from the directors of the company has crossed the above limit and in the 26th Annual general meeting held on 29th December 2015 the resolution for enhancing the limit was not passed. Hence there is a technical violation of the provisions of the Companies Act 2013, which will be rectified in the subsequent Annual General Meeting. The amount borrowed by the company from the directors as on 31st March 2017 is Rs. 33,73,39,067/- (Previous year Rs. 28,51,99,667/-)

2.17 Events occurring after the balance sheet date

The shareholders has passed the following resolutions by means of postalballot /e-voting on 4th April 2017;

Increase in the authorized share capital

Pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof), the shareholders have given the consent for the Increase in the authorised share capital of the company from existing Rs. (Rupees 'thirty Crores only) divided into two Crores and Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and Thirty Lakhs) Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. (Rupees Fifty Seven Crores only) divided into (Five Crores and Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each and (thirty Lakhs) Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each.

Amendment of the memorandum of association

The shareholders of the company has resolved to substitute Clause V of the memorandum of association of the Company as follows:

- “V. *The Authorised Share Capital of the Company is Rs. (Rupees Fifty-Seven Crores Only) divided into (Five Crores and Forty lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and (Thirty Lakhs) Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each. The Company has the power to increase or reduce or repay the capital or any portion thereof and divide the Share Capital for the time being into several classes and amounts and to attach thereto any Preferential rights, privileges or conditions as may be determined by the Company.*”

Amendment of the articles of association

The shareholders of the company has resolved to substitute Clause V of the Articles of Association of the Company as follows: i.e. existing Clause 4A of the Articles of Association be deleted and the same be substituted with the following new clause as Clause 4A:

- “4A. *The Share Capital of the Company is as stated in Clause V of the Memorandum of Association, with the power to increase or reduce such Capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power also to divide the shares in the Capital for the time being into equity share capital and preference share capital and to attach thereto respectively any Preferential, qualified or special rights, privileges or conditions.* “

Increase in the borrowing powers of the company and creation of charge /providing of security

The members of the company vide special resolution has resolved that the consent of the Company be and is hereby accorded to the Board of Directors under Section 1 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder to borrow any sum or sums of moneys from time to time notwithstanding that the money and moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company, provided however that the total amount so borrowed shall not exceed Rs. 35,00,00,000/- (Rupees Thirty Five Crores only).

Further the consent of the Company be and is hereby accorded, in terms of Section 1 and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge / provide security for the sum borrowed on such terms and conditions

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and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

Further That the securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / of charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Note 3 Share capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	Rs.	Number of shares	Rs.
(a) Authorised Equity shares of Rs.10/- each with Cumulative redeemable preference shares of Rs.10/- each	2,70,00,000 30,00,000	27,00,00,000 3,00,00,000	2,70,00,000 30,00,000	27,00,00,000 3,00,00,000
(b) Issued, Subscribed and fully paid up Capital Equity shares of Rs.10/- each with Category A 11.5% Cumulative redeemable preference shares of Rs.10/- each (6,50,000 preference shares redeemable after 9 years from 01.11.1999 and 2,12,000 Preference shares redeemable after 9 years from 18.07.2000)	2,70,00,000 8,62,000	27,00,00,000 86,20,000	2,70,00,000 8,62,000	27,00,00,000 86,20,000
Category B 10% Cumulative redeemable preference shares of Rs.10/- each (50% Redeemable after 9 years from 30.05 2003 and balance 50% of shares redeemable after 9 years from the date	7,49,500	74,95,000	7,49,500	74,95,000
Total		28,61,15,000		28,61,15,000

Note 3 Share capital (contd.)

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Kurien Poullose	30,55,906	11.32%	30,36,406	11.25%
Mr. Paul Kurien Polachirackal	40,69,350	15.07%	37,40,400	13.85%
Dr. Zacharia Paul Polachirackal	33,07,000	12.25%	33,07,000	12.25%
Mrs. Lucy Poullose	27,10,000	10.04%	27,10,000	10.04%
Category A				
11.5% Cumulative redeemable preference shares of Rs.10/- each Kerala State Industrial Development Corporation	86,20,000	100%	86,20,000	100%
Category B				
10% Cumulative redeemable preference shares of Rs.10/- each				
Mrs. Suja Jacob	100000	13.34%	100000	13.34%
Mr. Arthungal Yoyakey George	100000	13.34%	100000	13.34%
Mr. Jacob John Kottarathil	50000	6.67%	50000	6.67%
Mr. Thomas M T	50000	6.67%	50000	6.67%
Mr. Varkey Chacko Kuttianickal	50000	6.67%	50000	6.67%
Mr. Paul Kurien Polachirackal	100000	13.34%	100000	13.34%
Mr. Kurien Poullose	50000	6.67%	50000	6.67%
Mr. K T George	50000	6.67%	50000	6.67%

Note 4 Reserves and surplus

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	-54,68,00,084	-45,36,90,221
Add: Profit / (Loss) for the year	-9,39,76,579	-9,31,09,863
	-64,07,76,663	-54,68,00,084
Capital Reserve	1,69,667	1,69,667
Total	-64,06,06,996	-54,66,30,418

Note 5 Long-term borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Term loans		
Secured from other parties		
Kerala State Industrial Development Corporation	23,76,493	32,51,609
Unsecured Venad Investment Company	15,00,000	15,00,000
	38,76,493	47,51,609
Loans and advances from related parties		
Unsecured		
Loan from Directors	33,73,39,067	28,51,99,667
	33,73,39,067	28,51,99,667
Total	34,12,15,560	28,99,51,276

Loan from KSIDC is secured by way of pari passu first charge on the movable assets (except book debts) of the company. In the absence of a defined repayment schedule the original nature of the loan as a long term borrowing is maintained.

Note 6 Other long-term liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Interest accrued on K S I D C Loan	54,702	1,25,294
Interest accrued on Loans from Directors	13,89,98,323	10,74,79,911
Interest accrued on Loan from Venad Investment Company	1,11,500	1,52,853
Total	13,91,64,525	10,77,58,058

Note 7 Long-term provisions

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Provision for employee benefits:		
Provision for gratuity	1,48,99,867	1,29,05,805
Provision for Leave encashment	9,87,322	9,94,561
Total	1,58,87,189	1,39,00,366

Note 8 Trade payables *

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Trade payables: Acceptances	98,17,246	89,47,386
Total	98,17,246	89,47,386

The company has taken steps to identify the suppliers who qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act 2006. Intimations have been received from some of the suppliers regarding their status under the said Act as at the year end, based on which, principal amount unpaid to such suppliers as at the year end has been segregated, and the balance as outstanding towards Micro , Small and Medium Enterprises is Rs. Nil (previous year Nil) . In the opinion of the management, there are no over due to the above parties and the impact of interest, if any, which may be payable in accordance with the provisions of the Act, is not material.

Note 9 Other Current Liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Creditors for Expenses	1,37,37,403	1,45,21,999
Other Liabilities	24,60,270	25,29,879
VAT Payable	53,404	20,511
TDS Payable	5,39,335	4,65,144
Professional Tax Payable	1,97,010	2,47,230
Provident fund payable	79,78,702	26,93,607
Security Service Charge Payable	5,71,108	
ESI Payable	11,91,242	8,12,687
Total	2,67,28,475	2,12,91,057

All known liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at the estimated value as stated below.

Contingent Liabilities: NIL (Previous Year: NIL).

No provision has been made for Income Tax in the absence of any taxable income under Income Tax Act, 1961 Current year Nil (Previous year: Nil)

Estimated amount of contracts remaining to be executed on capital account not provided for: Current year Nil (Previous year: Nil)

Note 10 Tangible Assets

Sl No	Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at April 1, 2016	Additions	Deletions Adjustments	As at March 31, 2017	Upto March 31, 2016	Provided during the Year	Deletions Adjustments	Upto March 31, 2017	As at March 31, 2017	As at 31,
1	Land	94,79,799	-	-	94,79,799			-	-	94,79,799	94,79,799
2	Building	12,14,96,430	-	-	12,14,96,430	3,09,55,509	14,75,817	-	3,24,31,326	8,90,65,104	9,05,56,526
3	Computers	1,11,56,162	74,000	-	1,12,30,162	1,05,40,819	1,06,597	-	1,06,47,416	5,82,746	6,08,21,578
4	Furniture & Fixtures	83,67,287	46,000	-	84,13,287	76,28,280	47,976	-	76,76,256	7,37,031	7,74,258
5	Imaging Equipments	1,19,96,626	63,000	-	1,20,59,626	1,13,96,795	42,518	-	1,14,39,313	6,20,313	6,62,313
6	Medical Equipments & Surgical Instruments	5,61,80,850	25,89,712	-	5,87,70,562	2,76,57,473	14,30,726	-	2,90,88,198	2,96,82,363	2,87,14,199
7	Motor Vehicle	23,72,541	-	-	23,72,541	13,92,965	93,060	-	14,86,025	8,86,516	9,86,516
8	Office Equipments	16,08,456	7,99,967	-	24,08,423	3,22,175	83,814	-	4,05,990	20,02,433	12,02,433
9	Plant & Machinery	6,59,16,572	42,800	-	6,59,59,372	4,50,24,352	9,92,605	-	4,60,16,957	1,99,42,415	2,08,16,957
	TOTAL	28,85,74,722	36,15,479	-	29,21,90,201	13,49,18,368	42,73,113	-	13,91,91,482	15,29,98,720	15,36,16,957
	Previous Year	28,68,22,918	27,13,937	9,62,132	28,85,74,722	12,70,25,550	87,30,661	8,37,842	13,49,18,368	15,36,56,354	15,97,16,957

Note 11 Other non-current assets

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Capital Work in progress	42,050	42,050
Total	42,050	42,050

Note 12 Current Investment

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Fixed Deposit with Indian Overseas Bank	12,39,367	11,50,613
Total	12,39,367	11,50,613

Note 13 Inventory

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Pharmacy & Consumables	68,06,596	84,34,364
Diesel Oil	1,77,278	2,04,176
Printing & Stationary Items	2,46,148	58,185
Total	72,30,022	86,96,725

Note 14 Trade Receivables

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Patient bills receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good		
Unsecured, considered good	91,70,043	92,95,678
Doubtful		
Other Trade receivables		
Secured, considered good		
Unsecured, considered good	2,48,516	3,09,378
Doubtful		
Total	94,18,558	96,05,056

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Note 15 Cash and Cash Equivalents

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Cash in hand	1,38,343	1,67,066
Cash with Banks		
Indian Overseas Bank A/c No. 1516 Chengannur	0	1,66,847
Indian Overseas Bank A/c No. 1520 Chengannur	2,04,373	1,45,802
Indian Overseas Bank Current Account Chengannur	39,540	9,981
Indian Overseas Bank Current Account Trivandrum	3,246	3,246
State Bank of India Chengannur	5,33,870	2,60,254
Union Bank of India Chengannur	2,09,417	1,98,659
Bank of Baroda, Chengannur	2,81,677	1,10,212
Federal Bank - Mulakuzha	1,32,149	42,462
Total	15,42,614	11,04,529

In terms of Ministry of Corporate Affairs (MCA) notification no. G.S.R. 308 (E) dated 30.03.2017, the details of Specified Bank Notes (SBN) held and transacted during the period from 08th November 2016 to 30th December 2016 is as under:

Particulars	SBNs	Other Denomination notes	Total
Closing Cash in hand as on 08th Nov.2016	2,84,500	1,35,720	4,20,220
(+) Permitted receipts		1,66,99,312	1,66,99,312
(+) Non Permitted receipts	1,60,000	-	1,60,000
(-) Permitted payments		10,50,429	10,50,429
(-) Non Permitted payments	-	-	-
(-) Amount deposited in Banks	4,44,500	1,55,24,000	1,59,68,500
Closing Cash in hand as on 30th Dec 2016	-	2,60,603	2,60,603

Note 16 Short-term loans and advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Security deposits		
Unsecured, considered good	14,77,730	14,93,511
Loans and advances to employees		
Unsecured, considered good	2,94,174	2,88,400
Prepaid expenses - Unsecured, considered good	7,64,447	5,80,573
Others		
Unsecured, considered good		
(i) Advance paid for expenses	8,71,500	4,94,652
(ii) Other receivables	2,92,729	3,42,372
Total	37,00,580	31,99,508

Note 17 Other current assets

Particulars	As at 31 March, 2017	As at 31 March, 2016
	Rs.	Rs.
Others		
Tax deducted at source	21,49,086	38,77,891
Total	21,49,086	38,77,891

Note 18 Revenue from operations

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Hospital Collection	11,20,42,999	11,43,08,494
Nursing school and CIHS collections	2,28,771	7,38,670
Other Operating Revenues	3,34,253	4,97,980
Less: Discounts and remissions	(14,26,338)	(16,43,686)
Total	11,11,79,685	11,39,01,458

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Hospital Collection		
Out patient collections	2,19,39,925	2,23,57,855
In Patient Collections	4,71,95,596	4,86,08,075
Pharmacy Collections	3,16,35,440	3,23,10,971
Registration and Consultation	1,04,09,498	1,02,46,127
Other Collections	8,62,539	7,85,466
Total - Hospital Collection	11,20,42,999	11,43,08,494
Nursing school and CIHS collections		
Institutional Fees	1,39,000	3,56,500
Share from Sikkim Manipal	89,771	3,82,170
Total	2,28,771	7,38,670

Note 19 Other income

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Interest income from deposits	4,85,792	1,67,679
Photocopy Collection	15,766	14,348
Profit on exchange of Fixed assets	-	1,10,710
Miscellaneous Income	4,39,488	3,92,469
Total	9,41,046	6,85,206

Central Travancore Specialists Hospital Ltd.**Note 20 Cost of Materials consumed**

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Opening stock (i)	86,96,725	82,71,584
Add: Purchases	4,15,66,240	4,34,92,127
Less : Returns	9,00,100	8,64,861
Purchases of stock-in-trade (b)	4,06,66,140	4,26,27,266
Less: Closing stock (ii)	72,30,022	86,96,725
Cost of material consumed (a)	4,21,32,842	4,22,02,125
Changes in stock-in-trade (c)	14,66,702	-4,25,141
Material consumed comprises:		
Pharmacy & Consumables	3,91,82,681	3,95,12,660
Diesel Oil	22,87,177	20,90,609
Printing & Stationary Items	6,62,984	5,98,856
Total	4,21,32,842	4,22,02,125

Note 21 Employee benefits expense

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Salaries and wages	4,77,34,542	5,33,67,259
Professional Charges paid to Doctors	4,76,78,301	4,74,24,579
Gratuity	22,11,194	21,80,211
Festival Allowance	1,000	2,250
Provident Fund	46,74,255	15,91,046
Employee State Insurance	17,65,583	5,95,253
Director's remuneration	12,00,000	10,14,516
Bonus	19,01,316	12,92,250
Stiphend Account	2,03,899	8,63,777
Leave encashment	2,26,435	2,00,587
Staff welfare expenses	3,64,288	3,13,407
Total	10,79,60,813	10,88,45,135

Note 22 Finance costs

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
(a) Interest expense on:		
Interest on Term Loans KSIDC	3,32,804	6,69,723
Interest on Other loans from Directors & Share holders	3,16,53,412	2,56,41,625
Total	3,19,86,216	2,63,11,348

Note 23 Other expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Advertisement	5,07,602	11,68,125
Annual General Meeting Expenses	2,07,072	3,52,206
Affiliation fees and community posting	42,000	10,000
Bank Charges	1,33,164	1,29,523
Books & Periodicals	15,153	13,410
Building Tax	1,75,179	1,86,888
Business Promotion Expenses	23,200	49,560
C.T.Reporting Charges	76,850	90,550
Camp Expense	3,97,195	2,34,700
Calibration Expenses	6,500	65,500
Communication Expenses	6,57,195	6,36,687
Consultancy fees	87,750	1,15,000
Electricity	84,84,300	89,44,223
External Lab Charge	7,03,251	6,30,910
Fine & Penalty	16,996	6,900
Guest Faculty	1,50,450	2,00,475
House Keeping Expenses	19,950	11,895
House Rent	6,57,750	6,82,500
Insurance Charges	4,66,456	4,43,738
Legal Expenses	90,343	43,000
License & Fees	1,07,898	1,81,645
Mega Medical Camp expenses	6,500	3,50,071
O T Expenses	1,44,120	2,40,372
Other Office Expenses	1,04,251	50,000
Pollution Control Expenses	44,128	41,667
Printing & Stationary	9,215	1,74,710
Public Relation Expense	28,720	42,464
Rates & Taxes	887	6,445
Repairs & Maintenance (Buildings)	7,34,319	6,18,859
Repairs & Maintenance (Others)	9,21,421	10,65,141
Repairs & Maintenance (Plant & Machinery)	8,02,381	8,14,084
Security Service Charges	11,59,991	
Sitting Fees	14,000	
Special Function	16,707	63,775
Sundry Expenses	4,54,654	4,33,338
System study& Gap analysis (NABH)	25,000	2,760
Travelling & Conveyance Expenses	9,16,014	7,40,301
Vat Expense	2,52,560	3,44,260
Vat Registration Fee	0	2,000
Vat Return Filing Fees		48,000
Waste Disposal	2,13,525	2,14,110
Water	10,42,947	15,11,858
Total	1,99,17,594	2,09,61,650

Central Travancore Specialists Hospital Ltd.**Note 23 Other expenses Contd.**

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	86,000	75,900
For taxation matters	40,000	34,500
For company law matters	32,500	28,750
For management services		
For other services	13,000	11,450
Reimbursement of expenses		
Total	1,71,500	1,50,600

Note 24 Exceptional Items

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Rs.	Rs.
Bad Debts written off during the current year	-	4,95,008
Creditors Written back	-3,44,769	
Total	-3,44,769	4,95,008

Note 25 Disclosures under Accounting Standards

Particulars
Employee benefit plans
<u>Defined contribution plans</u>
The Company makes Provident Fund and other funds contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 46,74,255/- (Year ended 31 March, 2016 Rs.15,91,046/-) as contributions in the ,Statement of Profit and Loss. The contributions payable to the plan by the Company are at rates specified in the rules of the schemes.

Note 26 Disclosures under Accounting Standards

Particulars
Segment Reporting :
The Management considers only one business segment, i.e. Health Management , hence the Accounting Standard 17 on Segment reporting issued by the Institute of Chartered Accountants is not applicable

Note 27 Disclosures under Accounting Standards

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Earnings per share		
Basic		
Total operations		
Net profit / (loss) for the year	-9,39,76,579	-9,31,09,863
Net profit / (loss) for the year attributable to the equity shareholders	-9,39,76,579	-9,31,09,863
Weighted average number of equity shares for Basic EPS	2,70,00,000	2,70,00,000
Par value per share	10	10
Earnings per share Basic and Diluted	-3.48	-3.45

Note 28 Disclosures under Accounting Standards

Particulars	
Related party transactions	
Details of related parties:	
Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr. Kurien Poullose Mr. Paul Kurien Polachirackal Mr. K.Kurian Koshy Dr. Rekha Thambi Mr Krishnan Unni (CS)
Relatives of KMP	Mrs. Soumya Paul
Note: Related parties have been identified by the Management.	

Central Travancore Specialists Hospital Ltd.

Details of related party transactions during the year ended 31 March, 2016 and balances outstanding as at 31 March, 2017:

	Particulars	KMP	Relatives of KMP	Total
Rendering of services				
Mr. Paul Kuriem Polachirackal	Salary	13,20,000		13,20,000
Mrs. Soumya Paul	Salary		3,60,000	3,60,000
Dr. Rekha Thambi	Salary	7,45,694		7,45,694
Mr. K.Kuriem Koshy	Salary	18,45,893		18,45,893
Mr Krishnan Unni	Salary	2,22,581		2,22,581
Finance				
Mr. Kuriem Poulouse	Interest on Loan advanced	1,50,78,732		1,50,78,732
Mr. Paul Kuriem Polachirackal	Interest on Loan advanced	1,64,15,346		1,64,15,346
Mr. Paul Kuriem Polachirackal	Short term Loan	8,00,000		8,00,000
Mr. Paul Kuriem Polachirackal	Repayment	5,14,055		5,14,055
Guarantees and collaterals				
Mr. Kuriem Poulouse	Personal gurantee on Loan from KSIDC			
<u>Balances outstanding at the end of the year</u>				
Loans and advances				
Mr. Kuriem Poulouse	Loan Advanced	15,07,87,315		15,07,87,315
	Chairman's Fund for helping poor destitute	13,76,000		13,76,000
Mr. Paul Kuriem Polachirackal	Loan Advanced	18,65,51,752		18,65,51,752

Note 29 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For Mohan & Mohan Associates

Chartered Accountants

Sd/-
R. Suresh Mohan
Partner

Sd/-
Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
CFO

Membership No. : 013398
Firm Reg. No.: 002092S

Place : **Chengannur**
Date : 22.08.2017



CENTRAL TRAVANCORE SPECIALISTS HOSPITAL LIMITED

Regd. Office: MP1/186, P.O. Mulakuzha, Chengannur, Alappuzha- 689505

Tel. 0479-2463079, 2463000

Email: cs.ctshl@gmail.com, Website: centuryhospital.org

CIN-U85110KL1989PLC005489

ATTENDANCE SLIP

28th ANNUAL GENERAL MEETING

Name and Address of the Shareholder :

Registered Folio No :

No. of shares held :

I hereby record my presence at the 28th Annual General Meeting of the company to be held on 28th September 2017 at 10.30 am. at, IInd Floor, Main Block of Century Hospital, Mulakuzha, Chengannur, Kerala - 689 505.

Name of the Member/Proxy

Name of the Member/Proxy

NOTES:

1. Members/proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members / proxies are also requested to bring a valid photo identity proof such as the PAN card, passport, aadhar card or driving license to attend the meeting.





CENTRAL TRAVANCORE SPECIALISTS HOSPITAL LIMITED

Regd. Office: MP1/186, P.O. Mulakuzha, Chengannur, Alappuzha- 689505
Tel : 0479-2463079, 2463000, Email: cs.ctshl@gmail.com, Website: centuryhospital.org
CIN-U85110KL1989PLC005489

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management & Administration) Rules, 2014)

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No. :

I/We, being the member(s) of Shares of **Central Travancore Specialists Hospital Limited**, hereby appoint

1. Name : E-mail ID :

Address :

Signature : or failing him.

2. Name : E-mail ID :

Address :

Signature : or failing him.

3. Name : E-mail ID :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the for 28th Annual General Meeting to be held on 28th September, 2017 at 10.30 am at the registered address of the Company and at any adjournment thereof in respect of such resolutions as are indicated below :

1. To receive, consider and adopt the audited Profit and Loss account for the year ended 31/03/2017 and the Balance Sheet of the company as at 31/03/2017 together with the Reports of Directors' and Auditors' thereon.

2. **Appointment of Auditors** : To consider and approve the following resolution as an ordinary resolution:
RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013, M/s. Cyriac & Associates, Chartered Accountants, Thiruvananthapuram, be and is hereby appointed as Auditors of the company from the conclusion of this meeting till the conclusion of the Annual General Meeting to be held in the year 2022 and that their remuneration be fixed by the Board of Directors in consultation with the Auditors.

3. To appoint a Director in the place of Mr. Babu John (DIN: 01987675) Director, who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. To appoint a Director in the place of Mr. Zachariah Paul Polachirakal (DIN: 01798338) Director, who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business

5. Appointment of Mr. Cherian Cherian Charunilkunnathil as Director:

6. Appointment of Mr. Kalarickad Kurian Koshy as Director:

7. Appointment of Mr. George Kottackattu Thomas as Director

8. Appointment of Mr. Thomas Mathew as Director

9. Appointment of Mr. Keeriyottayil Parameswaran Chandrasekharan Pillai

10. Appointment of Mr. Krishnan Unni as Director:

Affix
Revenue
Stamp

Signature of Shareholder(s) Signature of Proxyholder(s).....

Note : The Proxy Form must be returned so as to reach the Registered Office of the company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

