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Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31<sup>st</sup> March 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
SHANMUGA HOSPITAL LIMITED  
51/24, SARADHA COLLEGE ROAD,  
Salem - 636007  
Tamil Nadu, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. SHANMUGA HOSPITAL LIMITED (hereinafter called 'the Company') having (CIN: L85110TZ2020PLC033974). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- a) The Companies Act, 2013 (the Act) (including amendments made thereto) and the rules made there under;
- b) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (The Company did not have any Foreign Direct Investment during the financial year);

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Registered Office: Salem - 26/3 First Cross Maravaneri, Salem – 636007.

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The Company got listed on the BSE-SME PLATFORM as an SME listed company in India during the audit period hence the following Acts, Regulations, Guidelines etc. applicable to the Company:

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder; (not applicable pursuant to MCA notification no. G.S.R. 43(E) dated 22.01.2019)
- (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company and on examination of the documents and records in test check basis.

The followings are the other laws as specifically applicable to the Company:

1. Indian Medical Council (Professional Conduct, Etiquette and Ethics) Regulations, 2002 (Ethics Regulations).

2. National Medical Commission Act, 2019
3. Indian Medical Degree Act, 1916 (Indian Medical Council Act, 1956)
4. Pre-Natal Diagnostic Techniques (Regulations & Preventions of Misuse) Act, 1994.
5. Registration of Births and Deaths (Amendment) Act, 2023.
6. Water (Prevention and Control of Pollution) Amendment Act, 2024.
7. Biomedical Waste Management Rules, 2016.
8. The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016,
9. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
10. State Fire Safety Acts
11. The National Commission for Allied and Healthcare Professions Act, 2021
12. The Pharmacy Act, 1948
13. The Drugs and Cosmetics Act, 1940
14. Food Safety and Standards Act, 2006
15. Payment of Gratuity Act

During the financial year ended on 31<sup>st</sup> March, 2025, the Company has complied with the applicable clauses of Secretarial Standard (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

WE FURTHER REPORT THAT The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There was change in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Therefore, the following changes has been recorded during the Audit Period:

Sl. No	Name	Designation	Date of Appointment	Cessation Date
1.	RAGHUL MUKHERJEE	INDEPENDENT DIRECTOR	10/05/2024	01/06/2024
2.	KANNAN ANJANA MARAGADHAM	COMPANY SECRETARY	02/05/2024	28/06/2024

3.	GANDLURU VEERA PRATHAP REDDY	COMPANY SECRETARY	28/06/2024	24/03/2025
4.	KANNAN ANJANA MARAGADHAM	COMPANY SECRETARY	31/03/2025	-
5.	A S GOWRI	INDEPENDENT DIRECTOR	10/05/2024	-
6.	BHOOPATHY AKILAN	INDEPENDENT DIRECTOR	21/06/2024	-
7.	RAJKUMAR ASHWIN	INDEPENDENT DIRECTOR	10/05/2024	-
8.	KARUPPAIAH SARAVANAN	DIRECTOR – NON-EXECUTIVE (appointed as additional director on 04/07/2024 and further regularised at AGM on 30/09/2025)	04/07/2024	-
9.	PANNEERSELVAM JAYALAKSHMI	DIRECTOR - EXECUTIVE (appointed as additional director on 04/07/2024 and further regularised at AGM on 30/09/2025)	04/07/2024	-

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting member's view, if any are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Listing on SME platform of BSE pursuant to IPO:** We further report that during the audit period; An Initial Public offering (IPO) of the equity shares of the Company was undertaken

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and Board of Directors at their meeting held on 18<sup>th</sup> Day of February 2025 allotted 38,18,000 equity shares of Rs. 10/- each at a premium of Rs.44/- per share amounting to Rs. 20,61,72,000/-

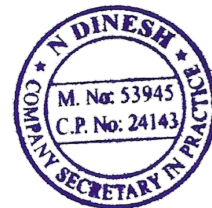
Pursuant to the same, the Company received trading approval from BSE-SME Platform on February 2025 and the equity shares of the Company were listed and admitted to dealing on the BSE-SME Platform with effect from February 21<sup>st</sup> 2025.

We further report that no other specific event/ action having a major bearing on the company's affairs in pursuance to the laws, rules, regulations, guidelines, etc. referred to above.

Date: 08/08/2025  
Place: Salem

For Suryah & Dinesh Associates LLP  
(Practicing Company Secretaries)

N DINESH  
ACS No. 53945; C P No.: 24143  
PRC No: 5123/2023  
Unique Identification No. L2022TN012800  
UDIN: A053945G000961698



To,  
The Members  
SHANMUGA HOSPITAL LIMITED  
51/24, SARADHA COLLEGE ROAD,  
Salem - 636007  
Tamil Nadu, India.

Our report of even date is to be read along with this letter. Management's Responsibility:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 08/08/2025  
Place: Salem

For Suryah & Dinesh Associates LLP  
(Practicing Company Secretaries)



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**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members  
SHANMUGA HOSPITAL LIMITED  
51/24, SARADHA COLLEGE ROAD,  
Salem - 636007  
Tamil Nadu, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SHANMUGA HOSPITAL LIMITED having CIN L85110TZ2020PLC033974 and having registered office at 51/24, SARADHA COLLEGE ROAD, Salem - 636007 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	DIN	Name	Designation	Category	Date of Appointment
1	08772887	PALANIAPPAN SHANMUGAM PANNEERSELVAM	Managing Director	Promoter	26/06/2020
2	08772888	PANNEERSELVAM PRABU SANKAR	Director	Promoter	26/06/2020
3	10692764	PANNEERSELVAM JAYALAKSHMI	Director	Promoter	04/07/2024
4	10692765	KARUPPIAH SARAVANAN	Director	Professional	04/07/2024

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5	10670386	BHOOPATHY AKILAN	Director	Independent	21/06/2024
6	07830578	GOWRI	Director	Independent	10/05/2024
7	09217524	RAJKUMAR ASHWIN	Director	Independent	10/05/2024
8	10469316	DHANDAPANI PRIYADHARSHNI	Director	Promoter	16/02/2024

Ensuring the eligibility of for the continuity of every Director on the Board is the responsibility of the management of the Company.

Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 08/08/2025

Place: Salem

For Suryah & Dinesh Associates LLP  
(Practicing Company Secretaries)

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