

DEVAKI HOSPITAL LIMITED



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DEVAKI HOSPITAL LIMITED

ANNUAL REPORT 2000-01

BOARD OF DIRECTORS

Mrs. Chitra Chokalingam
Dr. A. Venugopal
Dr. C.R. Sundararajan
Dr. T.J. Cherian
Dr. (Mrs.) Deepa
Ms. Preetha Chockalingam
Mrs. Geetha Rajkumar Menon
Dr. Alfred Rajan

Chairperson & Managing Director

(Alternate Director to Ms. Preetha Chockalingam)

AUDITORS

M/s.M.Chinniah & Co.,
Chartered Accountants.

BANKERS

Indian Bank
The Dhanalakshmi Bank Ltd.

REGISTERED OFFICE & HOSPITAL

No.148,Luz Church Road,
Mylapore,
Chennai-600 004.

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DEVAKI HOSPITAL LIMITED

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of the Company will be held on Monday, the 24th day of September 2001 at 3.00 P.M at Rani Seethai Hall, No.603, Anna Salai, Chennai-600 006 to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2001 and the Profit & Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. (a) To elect a Director in the place of Ms. Preetha Chockalingam, who retires by rotation and being eligible, offers herself for re-election.
(b) To elect a Director in the place of Mrs. Geetha Rajkumar Menon, who retires by rotation and being eligible, offers herself for re-election.
3. To appoint Auditors and fix their remuneration. M/s. M.Chinniah & Co., the retiring Auditors express their unwillingness to be considered for reappointment as Auditors of the Company.

Special Notice has been received from a Member proposing M/s. N.C.Rajagopal & Co. Chartered Accountants, Chennai be appointed as Auditors of the Company from the conclusion of this Meeting till the conclusion of the twelfth Annual General Meeting in the place of M/s.M.Chinniah & Co., the retiring Auditors of the Company. The retiring Auditors have informed the Company, that they have no representation to make for notification to the Members of the Company, relating to Special Notice. The retiring Auditors, though eligible, have expressed their inability to offer themselves for being reappointed as Auditors of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT M/s.N.C.Rajagopal & Co., Chartered Accountants, Chennai be and is hereby appointed as Auditors of the Company in the place of the retiring Auditors, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company".

AS SPECIAL BUSINESS:

4. Appointment of Dr. T.J. Cherian as a Director under Sec.257 of the Companies Act, 1956.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. T.J. Cherian whose term of office of Director expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Sec. 257 of the Companies Act, 1956 from a Member proposing the candidature of Dr. T.J. Cherian for the Office of Director, be and is hereby appointed as a Director of the Company whose period of Office is subject to determination by retirement by rotation."



DEVAKI HOSPITAL LIMITED

NOTICE (Contd....)

5. DEMATERIALISATION OF SECURITIES:

To consider and if thought fit, to pass with or without modification, the following resolution, as a Special Resolution:-

"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered as under:

- A) i) Addition of the following sentence after 'Company' under Article (2) (g)
 and includes every person whose name is entered as a Beneficial Owner in the records of the Depository.
- ii) Insertion of the following clauses after clause (k) of Article (2)
- (l) "Beneficial Owner" means a person whose name is recorded as such with a Depository.
 - (m) "SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
 - (n) "Depositories Act" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.
 - (o) "Depository" means a Company formed and registered under the Depositories Act, 1996 and which has been granted a certificate of registration under sub section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
 - (p) "Debenture holder" means the duly registered holder(s) from time to time of the debentures of the Company.
 - (q) "Regulations" means the regulations made by SEBI.
 - (r) "Security" means such security as may be specified by SEBI.
- iii) Renumber the existing clauses 2(l), 2 (m) and 2 (n) as 2 (t) 2 (u) and 2 (v) respectively.
- B) Insertion of a new Article 52 after the existing Article 51
- 52 (i) Either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996.



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NOTICE (Contd....)

- (ii) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required certificates of securities.

If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Security.
- (iii) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository.
- (iv) The shares in the capital shall be numbered progressively according to their serial denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form.
- (v) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing securities, rematerialise its securities held in the Depositories and / or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.
- (vi) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the Registered owner in respect of the said securities and shall also inform the Depository accordingly:
- (vii) All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Sections, 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, 1956, shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners.
- (viii) a. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner.



DEVAKI HOSPITAL LIMITED

NOTICE (Contd....)

- b. Save as otherwise provided in (a) above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the security held by it.
 - c. Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.
- (ix) Except as ordered by a Court of competent jurisdiction or as required by law the Company shall be entitled to treat the person whose name appears on the Register of Members as a holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
- (x) The Company shall cause to be kept a Register and Index of Members and a Register and Index of Debenture holders in accordance with Section 151 and 152 of the Companies Act, 1956, respectively, and the Depositories Act, 1996 with details of shares and debentures held in material and dematerialised form in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall be deemed to be a Register and Index of Members and Register and Index of Debentureholders, as the case may be for the purposes of the Index of Members and Register and Index of Debentureholders, as the case may be, for the purposes of the Companies Act, 1956. The company shall have the power to keep in any state or country outside India, a branch Register of Members resident in that state or country.
- (xi) Notwithstanding any thing contained in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of diskettes.

**DEVAKI HOSPITAL LIMITED****NOTICE (Contd....)**

- (xii) Nothing contained in Sec.108 of the Act or these Articles, shall apply to a transfer of securities effected by the Transferor and the Transferee both of whom are entered as beneficial owners in the records of a depository. Furthermore, where the company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provision of the Depositories Act, 1996, shall apply.

6. To consider and if thought fit, to pass with or without modification, the following resolution, as a Special Resolution:-

"RESOLVED THAT consequent to the insertion of a new Article in the Articles of Association of the Company, the relevant serial numbers of the Articles be and are hereby suitably renumbered in serial order".

By Order of the Board
For **DEVAKI HOSPITAL LIMITED,**

Place : Chennai - 600 004.
Date : 14.08.2001.

Mrs. CHITRA CHOKALINGAM
Chairperson & Managing Director.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING THE PROXY DULY STAMPED AND EXECUTED SHOULD BE SENT SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY AT NO.148, LUZ CHURCH ROAD, MYLAPORE, CHENNAI-600 004 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 18.09.2001 to 24.09.2001 (both days inclusive).
3. Members are requested to notify immediately any change in their address to the Registered Office of the Company.
4. Members/Proxies must bring the Original Attendance Slip sent herewith duly filled in and signed and hand over the same at the entrance of the Meeting Hall before the commencement of the Meeting.
5. Members desirous of seeking clarification, if any, on the audited accounts may please send their requirements to the Registered Office of the Company at least a week in advance before the Meeting date by mentioning their Folio No. and the No. of Shares held.
6. Members are requested to bring their copies of the Annual Report sent to them to the Meeting.

**NOTICE (Contd....)****EXPLANATORY STATEMENT PURSUANT TO SEC. 173 (2) OF THE COMPANIES ACT, 1956.****Item No.4.**

Dr. T.J.Churian was appointed as an Additional Director under Sec.260 of the Companies Act, 1956 at the Board Meeting held on 09.02.2001.Hence, he retires at this Annual General Meeting. A Notice has been received from a Member proposing the candidature of Dr. T.J.Churian for the Office of the Director at this Annual General Meeting. Needless to add, Dr. T.J.Churian is an eminent cardiologist and his appointment on the Board of Directors of the Company will be of immense help to the Company.

The resolution is therefore recommended to the Members for their approval.

None of the Directors other than Dr. T.J.Churian is interested or concerned in this resolution.

Item No. 5

The company has received communications from the Stock Exchanges, where securities of our company are listed, advising us that as per the guidelines issued by the Securities and Exchange Board of India (SEBI), the securities of the Company are required to be dematerialised / rematerialised. In view of this, changes are proposed to be incorporated in the Articles of Association of the Company. The proposed alteration to the Articles requires the approval of the Members by a Special Resolution. The necessary agreements in this regard would be entered into with the Depositories in due course.

Accordingly the Special Resolution as set out in Item No.5 of the Notice is recommended to the Members for their approval.

None of the Directors is interested or concerned in the Resolution.

Item No. 6

As the new Article is proposed to be inserted in the existing Articles, the serial numbers of the relevant Articles of the Articles of Association of the Company have to be renumbered in serial order.

Your Directors therefore recommend the resolutions for the approval of the Members.

None of the Directors is interested or concerned in the Resolution.