

# **DHANVANTRI JEEVAN REKHA LTD.**

NUMBER ONE, SAKET, MEERUT. Tel.: 2648151, 2648152

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## **FOURTEENTH ANNUAL REPORT**

## DHANVANTRI JEEVAN REKHA LIMITED

### NOTICE

Notice is hereby given that the 14<sup>th</sup> **Annual General Meeting** of the members of M/s **DHANVANTRI JEEVAN REKHA LIMITED** will be held on Wednesday the 26<sup>th</sup> day of September, 2007 at Western U. P. Chamber of Commerce & Industry, Bombay Bazar, Meerut Cantt. at 11.00 A.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2007 and the Profit & Loss Account for the year ended on that date along with the Report of the Directors and Auditors thereon.
2. To reappoint Director in place of Ms. Meenakshi Elhence, who retires by rotation, and being eligible offers herself for re-appointment.
3. To reappoint Director in place of Mr. Abhimanyu Arora, who retires by rotation, and being eligible offers himself for re-appointment.
4. To reappoint Director in place of Dr. S.K. Khatri, who retires by rotation and being eligible offers himself for re-appointment.
5. To reappoint M/s Vipin Nagar & Co., Chartered Accountants, Meerut as Auditors to hold the office until the conclusion of the next Annual General Meeting and to fix their remuneration.

**For & on Behalf of the Board of Directors**

Sd/-

**(Dr. S.P. Gupta)**  
CHAIRMAN

Place : Meerut  
Date : 30.08.2007

#### 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 and a proxy need not be a member of the company. Proxies, in order to be effective, must reach the registered office of the company not less than 48 hours before the meeting.
2. Members are requested to bring their Annual Report alongwith them as extra copies will not be supplied due to high cost of paper & printing.
3. A member desirous of obtaining any information on accounts of the company at the Annual General Meeting is requested to forward such queries to the company at least ten days prior to the meeting enabling the Management to keep the information ready.
4. The company's Register of Members and Share Transfer Book will remain closed on 25.09.2007 and 26.09.2007.

**DHANVANTRI JEEVAN REKHA LIMITED**  
**Registered Office : Number One, Saket, Meerut, U.P.**

## **DIRECTORS' REPORT**

**Dear Members,**

Your Directors have the pleasure in presenting the 14<sup>th</sup> Annual Report of the company together with Financial Statements for the year ended on 31<sup>st</sup> March 2007.

### **FINANCIAL & OPERATIONAL REVIEW:**

#### **FINANCIAL RESULTS:**

(Rs in Lacs)

<b>S.No. Financial Heads</b>	<b>Year ended 31.03.2007</b>	<b>Year ended 31.03.2006</b>
1. Operating Income	282.52	269.45
2. Other Income	5.77	4.35
3. Gross Profits before depreciation & interest	71.07	65.87
4. Interest	15.43	14.85
5. Gross Profits after interest but before depreciation	55.64	51.02
6. Depreciation	47.25	46.49
7. Provision for Taxation	0.94	0.38
8. Deferred Tax Provision	1.05	(0.05)
9. Profit after Tax	6.40	4.20
10. Proposed Dividend	Nil	Nil
11. Corporate Dividend Tax thereon	Nil	Nil
12. Balance after taxation carried over to the Balance Sheet	6.40	4.20

During the year under review the company has registered overall growth of about 5% in its operation by achieving a turnover of Rs. 283 Lac as against Rs. 269 Lac in 2005-06. The Company has also succeeded in earning Net Profits after Tax (PAT) of Rs. 6.40 Lac as against the profit of Rs. 4.20 Lac in the previous year ending 31.03.2006.

### **FUTURE OUTLOOK**

Your Company has not only succeeded in stabilizing its hospital operations but has also been able to make its name known in the field of Cardiology by providing high end Consultancy and surgery in Meerut and adjoining area of West U.P. The expansion on the adjoining plot by way of increase in the bed capacity of the hospital and addition of some more specialty departments is in its last phase of approval from the Board of Directors. The Company foresees to commence its expansion activities in the current year.

### **DIVIDEND:**

In view of insufficient profits and expansion of operational activities proposed by the Company, the Directors do not propose any dividend for the year 2006-07.

## DHANVANTRI JEEVAN REKHA LIMITED

### AUDITORS:

M/s Vipin Nagar & Co., Meerut, auditors of the company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have also furnished a certificate to the company stating that their appointment if made, will be within the limits laid down under section 224 (1B) of The Companies Act, 1956.

### CORPORATE GOVERNANCE:

The Company has complied with the guidelines prescribed by the Stock Exchanges on Corporate Governance. The Company has constituted Audit Committee, Share Transfer Committee and Investors' Grievances Redressal Committee. The details of compliance made by the Company along-with a certificate from the Auditors and Management Discussion and Analysis are as per Annexure - "A" and "B" respectively forming part of this report.

### DIRECTORS:

Pursuant to section 256 of The Companies Act, 1956 Ms. Meenakshi Elhence, Mr. Abhimanyu Arora and Dr. S.K. Khatri Directors of the company retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Board recommends their reappointment. The information on the particulars of Directors seeking re-appointments as required under Clause 49 of the Listing Agreement executed with the Stock Exchanges, have been given under Corporate Governance (Annexure "A") of this report.

### LISTING ON STOCK EXCHANGE:

The company's securities are listed on The Uttar Pradesh Stock Exchange Association Ltd., Kanpur, The Stock Exchange, Mumbai and The Stock Exchange Association Ltd., Delhi. The company has paid the listing fee for all the stock exchanges for the financial year 2006-07 and has complied with all the requirements of the listing agreement.

### INFORMATION AS PER SECTION 217(1)(e) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 & FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED ON 31ST MARCH 2007

#### A. CONSERVATION OF ENERGY:

Your company is not covered by the Schedule of industries under Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 requiring furnishing of information regarding conservation of energy. However, the company does lay a great deal of emphasis on conservation of energy in all phases of operation.

#### B. TECHNOLOGY ABSORPTION : Not Applicable

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- |                              |       |
|------------------------------|-------|
| a) Foreign exchange Earnings | : NIL |
| b) Foreign exchange Outgo    | : NIL |



## DHANVANTRI JEEVAN REKHA LIMITED

### CORPORATE GOVERNANCE

#### Company's Philosophy on Code of Governance

Your Company is committed to good corporate governance. The Company respects the rights of its shareholders to information on the performance of the Company and it is its endeavor to maximize the long-term value to the shareholders of the Company. The Compliance Report is prepared and given below in conformity with the mandatory requirements of listing agreements of listing agreement with the Stock Exchanges.

#### BOARD OF DIRECTORS

As on March 2007, the Company's Board of Directors consists of ten Directors. Of these, two are Executive Directors, eight are Non-Executive Directors and four are Non-Executive and Independent Directors. As the Chairman is a Non-Executive Director, one-third Directors are Independent Directors the composition is in consonance with clause 49. Details of the composition are given in Table 1.

**TABLE 1 DETAILS ABOUT COMPANY'S BOARD OF DIRECTORS/ATTENDANCE RECORD**

Director	Number of Board Meetings		Attendance at Last AGM	Number of Committee membership	Number of Committee Chairmanship	Number of Outside Directorship
	Held	Attended			(Excluding Private Companies, Foreign Companies and Section 25 Companies)	
<b>Executive Directors</b>						
Dr. V.S. Phull	8	8	Yes	None	None	None
Dr. G.P. Elhence	8	5	Yes	None	None	None
<b>Non-Executive Directors</b>						
Dr. S.P. Gupta	8	8	Yes	None	None	None
Dr. S.P. Mittal	8	8	Yes	None	None	None
Dr. S.K. Khatri	8	8	Yes	None	None	None
Ms. Shalini Sharma	8	-	No	None	None	None
Mrs. Meenakshi Elhence	8	5	Yes	None	None	None
<b>Non-Executive and Independent Directors</b>						
Mr. Premjit S. Kashyap	8	8	Yes	None	None	None
Mr. Abhimanyu Arora	8	8	Yes	None	None	None
Ms. Priyanka Sharma	8	-	No	None	None	None
Mr. Deepak Kapoor	8	3	No	None	None	3

#### NOTE:

\*\*\*Mr. Deepak Kapoor resigned from the directorship of the Company at the time in the Board Meeting held on 05.09.2006. He was present in the three Board Meetings held during financial year 2006-07, before his resignation.

**DHANVANTRI JEEVAN REKHA LIMITED****BOARD MEETINGS**

During 2006-07 the Board of Directors met 8 times on 06.06.2006, 29.06.2006, 18.07.2006, 14.08.2006, 05.09.2006, 17.09.2006, 17.10.2006 and 25.01.2007.

The longest gap between any two Board Meetings did not exceed the period of 3 months.

**DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIPS**

Details are given in Table 1.

**AUDIT COMMITTEE**

The Audit Committee was set up as per the provisions of section 292 A of the Companies Act, 1956 and clause 49 of the Listing Agreement of the Stock Exchange(s). As on March 2007, the committee had three Non-Executive and Independent Directors in accordance with the prescribed guidelines. The Company Secretary of the company shall act as the Secretary of the committee. The role and terms of reference of the Audit Committee covers the areas mentioned under clause 49 of the Listing Agreement with the Stock Exchanges besides other terms as may be referred by the Board of Directors.

**TABLE 2 DETAILS OF THE AUDIT COMMITTEE**

Director	Category	No. of meetings held	No. of meetings attended
Mr. P.S. Kashyap	Chairman w.e.f. 17.09.06 till date	8	5
Mr. Abhimanyu Arora	Member	8	8
Dr. S.K. Khatri	Member	8	8
Mr. Deepak Kapoor	Chairman upto 05.09.06	8	3

The composition, functions and procedures of the Audit Committee are in conformity with the requirements of Clause 49 II of the Listing Agreement and that of Section 292A of the Companies Act, 1956.

**Date of Meeting:**

The Audit Committee met 8 times in the year under review –11.04.2006, 28.06.2006, 11.07.2006, 17.10.2006, 09.11.2006, 25.12.2006, 14.01.2007, 23.03.2007. The attendance record of the members of the Committee is given in Table 2.

**REMUNERATION**

The directors' remuneration policy of your Company confirms with the provisions under the Companies Act, 1956. No Remuneration has been paid to the Directors during the year ending 31.03.07

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The details of payment of sitting fees, professional fees to the Non Executive Directors during the year 2006-2007 are given below:

**TABLE 3. REMUNERATION TO EXECUTIVE DIRECTORS**

Executive Directors	Remuneration	Board Meetings	Committee Meetings	Professional Fees	Total
1. Dr G. P. Elhence	Nil	6,000	10,000	12,430	28,430

**TABLE 4. REMUNERATION PAID TO MANAGING DIRECTOR  
FOR THE YEAR 2006-2007 IS AS UNDER :**

Name	Remuneration	Board Meetings	Committee Meetings	Professional Fees	Total
1. Dr. V.S. Phull	Nil	9,000	10,000	2,500	21,500

**TABLE 5. REMUNERATION PAID TO NON- EXECUTIVES DIRECTORS:**

Non-Executive Directors	Board Meetings	Committee Meetings	Professional Fees	Total
1. Dr. S .P. Mithal	9,000	10,000		19,000
2. Dr. S. P. Gupta	9,000	10,000	17,300	36,300
3. Dr. S. K. Khatri	9,000	6,500	-	15,500
4. Mr. Abhimanyu Arora	9,000	7,500	-	16,500
5. Mr. Premjit Singh Kashyap	9,000	9,000	-	18,000
6. Ms. Shalini Sharma	-	20,000	-	20,000
7. Mrs. Meenakshi Elhence	9,000	10,000	-	19,000
8. Ms. Priyanka Sharma	-	20,000	-	20,000
9. Mr. Deepak Kapoor	3,000	15,00	-	4,500

### SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Committee is authorised to redress shareholders complaints like delay in transfer, non-receipt of securities. Balance Sheet, Dividend or Interest etc. The composition is stated hereunder. There are no pending complaints at the end of the financial year.

#### Composition of Shareholders Grievance Committee:

1. Dr. S. P. Gupta- Chairman
2. Dr. V. S. Phull - Member
3. Mrs. Meenakshi Elhence - Member

### SHARE TRANSFER COMMITTEE

A Share Transfer Committee has been constituted by the Board to approve transfer/transmission, dematerialisation/ rematerialisation, sub-division/consolidation, issue of duplicate share certificates etc. The Committee attends to the transfer and other formalities once in fortnight. Its composition is stated as hereunder:

## DHANVANTRI JEEVAN REKHA LIMITED

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### Composition of Share Transfer Committee

- 1 Ms. Shalini Sharma
- 2 Mr. Abhimanyu Arora
- 3 Mr. Premjit S. Kashyap
- 4 Dr. S.K. Khatri

### MANAGEMENT

#### A. Management Discussion and Analysis Report

The information relating to Management Discussion and Analysis is set out in a separate section included in this Annual Report and it forms part of this Report.

#### B. Disclosures

##### (i.) Related Party Transaction

The Company has not entered into any materially significant related party transactions with the Promoters, Directors or Management, their subsidiaries or relative etc. that may have potential conflict with the interest of the Company at large

Transactions with the related parties are disclosed in Note No. 5 of Schedule of Notes 15.

##### (ii.) Compliance by the Company

The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

No penalty or stricture has been imposed / passed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.

### SHAREHOLDERS

#### Appointment and Re-appointment of Directors

Ms. Meenakshi Elhence, Mr. Abhimanyu Arora and Dr. S.K. Khatri who are Directors liable to retire by rotation, being eligible offer themselves for reappointment in the forthcoming AGM.

The brief resume of all the Directors liable to retire by rotation at the ensuing Annual General Meeting are given as under:

1. Mrs. Meenakshi Elhence, aged 41 years is an Arts Graduate, having six years working experience in the Company itself
2. Mr. Abhimanyu Arora is a businessman and holds a wide experience in managing the companies operations.

## DHANVANTRI JEEVAN REKHA LIMITED

3. Dr. S.K. Khatri, aged 57 years, has done BAMS from Kanpur University in 1972 and has been in private practice since then. He has wide experience in the field of medicine and running of hospitals.

### Means of Communication

Quarterly, half yearly and Annual financial results are normally published in one English and one Hindi newspaper. As the results of the Company are published in the newspapers, half yearly reports are not sent to each household of shareholders.

Company's website is [www.djrl.org](http://www.djrl.org).

### GENERAL SHAREHOLDER INFORMATION

1. **Annual General Meeting**
  - Date : 26<sup>th</sup> September 2007
  - Time : 11.00 A.M.
  - Venue : Western U.P. Chamber of Commerce & Industry, Bombay Bazar, Meerut Cantt.
2. **Financial Calendar**
  - 1<sup>st</sup> Quarter : 1<sup>st</sup> April to 30<sup>th</sup> June
  - 2<sup>nd</sup> Quarter : 1<sup>st</sup> July to 30<sup>th</sup> Sept.
  - 3<sup>rd</sup> Quarter : 1<sup>st</sup> October to 31<sup>st</sup> December
  - 4<sup>th</sup> Quarter : 1<sup>st</sup> January to 31<sup>st</sup> March
3. **Dates of Book Closure** : 25<sup>th</sup> and 26<sup>th</sup> September 2007
4. **Date of Payment of Dividend** : N.A.
5. **Listing of Securities** : At present the equity shares of the Company are listed vide Table 6

**TABLE 6 DETAILS OF LISTING OF SECURITIES AT STOCK EXCHANGE**

The Stock Exchange, Mumbai	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai
The Uttar Pradesh Stock Exchange Association Ltd.	Padam Towers 14/113, Civil Lines, Kanpur-208001
The Delhi Stock Exchange Association Ltd.	DSE HOUSE, 3/1, Asaf Ali Road, New Delhi 110002.

6. **Demat ISIN Number for NSDL**  
ISIN Number issued for Equity Shares by NSDL is INE239F01015
7. **Registered office or Address of Correspondence**  
Shareholders can send their Correspondence at their Registered Office at Number One, Saket, Meerut.