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**DHANVANTRI**  
**JEEVAN REKHA LTD.**

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**TWENTIETH ANNUAL REPORT**

**NOTICE**

Notice is hereby given that the 20<sup>th</sup> **Annual General Meeting** of the members of **M/s DHANVANTRI JEEVAN REKHA LIMITED** will be held on Friday the 27<sup>th</sup> day of September, 2013 at I.M.A. Hall Near P L Sharma Memorial, Bachcha Park, Meerut(UP) 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 2013 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 Priyanka Sharma, who retires by rotation, and being eligible offers herself for re-appointment.
3. To reappoint Director in place of Mrs. Meenakshi Elhence, who retires by rotation, and being eligible offers herself for re-appointment.
4. To reappoint Director in place of Mr. Abhimanyu Arora, who retires by rotation and being eligible offers himself for re-appointment
5. To appoint 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**

**Place: Meerut**  
**Date: 10.08.2013**

**Sd/-**  
**(Dr. S.P. Gupta)**  
**CHAIRMAN**

**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 23.09.2013 to 27.09.2013

**DIRECTORS' REPORT****Dear Members**

Your Directors have the pleasure in presenting the 20<sup>th</sup> Annual Report of the company together with Financial Statements for the year ended on 31<sup>st</sup> March 2013.

**FINANCIAL & OPERATIONAL REVIEW:****FINANCIAL RESULTS:**

S. No.	Financial Heads	(Rs in Lacs)	
		Year ended 31.03.2013	Year ended 31.03.2012
1.	Operating Income	575.25	456.67
2.	Other Income	19.24	14.91
3.	Gross Profits before depreciation & interest	168.05	110.14
4.	Interest	2.31	1.14
5.	Gross Profits after interest but before depreciation	165.74	109.01
6.	Depreciation	64.47	52.87
7.	Profit Before Tax	101.27	56.14
8.	Provision for Taxation (net)	28.40	13.89
9.	Deferred Tax Provision	(11.17)	-
10.	Profit after Tax	84.04	42.26
11.	Balance after taxation carried over to the Balance Sheet	84.04	42.26

During the year under review the revenue of the company has increased to Rs. 575 Lac registering a growth of 26% as against the revenue of Rs. 457 Lac for the previous year ended on March 31, 2012. The Pre Tax Profit has increased by 80%, while the Post Tax Profits of Rs. '84.04' Lac for the year ended March 31, 2013 have registered increase by 99% in comparison of Rs. 42.26 Lac in the previous year ended on 31.03.2012.

The management has taken a number of steps to improve the performance of the Company. The company has incurred capital expenditure to the tune of Rs. 21.50 Lac in upgrading its Medical Equipment and purchase of Ventilator, Cardiac Monitors increase in bed strength in ICU, major repairs and renewals to the hospital buildings to face-lift the entire environment was taken up during the year to upgrade the hospital and diagnostic facilities provided by the Company.

**FUTURE OUTLOOK**

The management is focusing its attention to further strengthen its infrastructure and other facilities. The present capacity of the hospital is almost fully utilized, in view of the same the Company had acquired the land for expansion of hospital which is situated adjacent to the existing hospital building. We contemplate that this expansion will require a capital outlay to the tune of Rs. 600 Lac. This will be funded through Bank Loan and internal accruals of the Company

**DIVIDEND:**

Keeping in view the requirement of resources for up-gradation of the hospital facilities, it is proposed to skip the payment of dividend.

**AUDITORS:**

M/s K.K. Jain & Co., Delhi, 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 Dr. Ms. Priyanka Sharma, Mrs, Meenakshi Elhence and Mr. Abhimanyu Arora, 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 2012-13 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 2012****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

**RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS**

as required under section 217(2AA) of The Companies Act, 1956

Pursuant to the requirement U/s 217(2AA) of The Companies Act, 1956 with respect to Directors' Responsibility statement it is hereby confirmed:

- i) That in the preparation of accounts for the financial year ended on 31.03.2013 the applicable accounting standards have been followed along-with proper explanation relating to material departures;
- ii) That the Directors have selected such Accounting Policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the company for the year under review;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of The Companies Act, 1956 and for safeguarding the assets of the company and for preventing and detecting other irregularities;
- iv) That the Directors have prepared the accounts for the financial year ended 31.03.2013 on a going concern' basis.

**PARTICULARS OF EMPLOYEES:**

The provisions of Section 217 (2A) of The Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, are not applicable, as there is no employee drawing remuneration beyond the stipulated amount provided in the said rules.

**ACKNOWLEDGEMENT:**

We are thankful to our Bankers, Govt. Bodies and Business Associates for the cooperation and assistance extended by them. The Board places on record their thanks to the shareholders and the patient public for the confidence reposed by them in the Company and their appreciation for the services and untiring efforts of the Doctors and Employees at all levels, which has helped the Company to run its affairs smoothly.

By Order of the Board of Directors

Sd/-  
(Dr. S.P. GUPTA)  
Chairman

Place: Meerut  
Date: 10.08.2013

## CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The fundamental objective of Dhanvantri Jeevan Rekha Limited is enhancement of the long-term shareholder value while at the same time protecting the interests of other stakeholders and adopting a methodology which enhance effectiveness, better utilization of resources, transparent and harmonious relations between various interest groups.

### BOARD OF DIRECTORS

The Board of Dhanvantri Jeevan Rekha Limited comprises of 10 Directors of which 2 are Executive. In terms of Clause 49 of the listing agreement 8 Directors are Non Executive of which 3 are Independent Directors. None of the Directors of the Company is a member in more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement). The Board is primarily responsible for the over all management of Company's business. The composition of Board during the year is as under:

Non executive Directors/Independent Directors are committed to maintenance of high level of Corporate Governance and as such they do not have any material pecuniary relationship with the Company except as stated in the Corporate Governance Report. The following table 1 gives the composition, category, attendance of the Board of Directors and also the number of other Directorship/Chairmanship/Membership in Board Committees of public limited companies.

**TABLE 1**

Director	Number of Board Meetings		Attendance at Last AGM	Number of Committee memberships held in other companies	Number of Committee Chairmanship held in other companies	Number of outside Directorships held
	Held	Attended				
<b>Executive Directors</b>						
Dr. V.S. Phull	7	7	Yes	None	None	None
Dr. G.P. Elhence	7	7	Yes	None	None	None
<b>Non-Executive Directors</b>						
Dr. S.P. Gupta	7	7	Yes	None	None	None
Dr. S.P. Mittal	7	7	Yes	None	None	None
Dr. S.K. Khatri	7	7	Yes	None	None	1
Ms. Shalini Sharma	7	-	No	None	None	None
Mrs. Meenakshi Elhence	7	7	Yes	None	None	None
<b>Non-Executive and Independent Directors</b>						
Mr. Premjit S. Kashyap	7	7	Yes	None	None	None
Mr. Abhimanyu Arora	7	7	Yes	None	None	None
Ms. Priyanka Sharma	7	-	No	None	None	None

### BOARD MEETINGS

During the year 2012-13 the Board of Directors met seven times on 12.05.2012, 13.07.2012, 04.08.2012, 25.08.2012, 14.11.2012, 24.11.2012 and 14.02.2013.

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



## **DIRECTORS' ATTENDENCE RECORD AND DIRECTORSHIPS**

Details are given in Table 1.

## **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Pursuant to the requirements of the Listing Agreement of Stock Exchange on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed is given hereunder.

Ms. Priyanka Sharma, Mrs. Meenakshi Elhence and Mr. Abhimanyu Arora 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. Ms. Priyanka Sharma aged 32 years, is a BBA from Delhi and has five years experience in the field of business management.
2. Mrs. Meenakshi Elhence W/o Dr. Anil Elhence R/o A-130 Shastri Nagar, Meerut, aged 46 years is an Arts Graduate, having six years working experience in the Company itself.
3. Mr. Abhimanyu Arora S/o Sh. Kishan Chand R/o A-153 Defence Colony, Meerut, aged 65 years is an art graduate managing his family business since last 43 years and holds a wide experience in managing the company's operations.

## **CODE OF CONDUCT**

The Board of Directors of the Company has laid a Code of Conduct for Directors and the senior management. The Code of Conduct is posted on the company's website. All Directors and designated personnel in the senior management have affirmed compliance with the code for the year under review. A declaration to this effect duly signed by Dr. V.S. Phull, Managing Director, is annexed to this report.

## **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 2013, the committee had two Non-Executive and Independent Directors and one Non-Executive Director 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. The minutes of the audit committee meeting are placed before and discussed 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	4	4
Mr. Abhimanyu Arora	Member	4	4
Dr. S.K. Khatri	Member	4	4

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 4 times in the year under review –12.05.2012, 04.08.2012, 14.11.2012 and 14.02.2013. The attendance record of the members of the Committee is given in Table 2.

**Powers of Audit Committee:**

- a) To investigate any activity within its terms of reference
- b) To Seek information from any employee
- c) To Obtain outside legal or other professional advise
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

**The terms of reference as stipulated by the Board to the Audit Committee include:**

- a) Review of the Company's financial reporting process and disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors, fixation of audit fee and Recommending payments for any other services
- c) Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on
  - (i) Changes in accounting policies and practices.
  - (ii) Major accounting entries involving estimates based on the exercise of judgment by the management.
  - (iii) Qualifications in the draft audit report.
  - (iv) Significant adjustments arising out of audit.
  - (v) The going concern assumption.
  - (vi) Compliance with accounting standards.
  - (vii) Compliance with stock exchange and legal requirements concerning financial statements.
  - (viii) Disclosure of any related party transactions.
- d) Reviewing with the management, the external and internal auditors the adequacy of internal control systems.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- f) Discussion with internal auditors of any significant findings and follow up there on.
- g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- h) Discussion with statutory auditors about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

The committee is in compliance with its requirements under this charter.

**REMUNERATION**

The directors' remuneration policy of your Company confirms with the provisions under the Companies Act, 1956. Remuneration of the Non-Executive Directors is determined by the Board of Directors.

The details of payment of sitting fees, professional fees to the Non Executive Directors during the year 2012-13 are given below:

**TABLE 3. REMUNERATION TO EXECUTIVE DIRECTORS**

Executive Directors	Remuneration	Board Meetings	Committee Meetings	Professional Fees	Total
1. Dr G. P. Elhence	-	35,000	60,000	-	95,000

**TABLE 4. REMUNERATION PAID TO MANAGING DIRECTOR FOR THE YEAR 2012-2013 IS AS UNDER:**

Name	Remuneration	Board Meetings	Committee Meeting	Professional Fees	Total
1. Dr. V.S. Phull	-	35,000	60,000	9,000	1,04,000



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

Non – Executive Directors	Board Meetings	Committee Meetings	Professional Fees	Total
1. Dr. S .P. Mithal	35,000	60,000	-	95,000
2. Dr. S. P. Gupta	35,000	60,000	-	95,000
3. Dr. S. K. Khatri	35,000	60,000	-	95,000
4. Mr. Abhimanyu Arora	35,000	60,000	-	95,000
5. Mr. Premjit Singh Kashyap	35,000	60,000	-	95,000
6. Ms. Shalini Sharma	-	60,000	-	60,000
7. Mrs. Meenakshi Elhence	35,000	60,000	-	95,000
8. Ms. Priyanka Sharma	-	60,000	-	60,000

**SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE**

The Committee is authorized 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, dematerialization/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 hereunder:

**Composition of Share Transfer Committee**

- 1 Ms. Shalini Sharma
- 2 Ms. Priyanka Sharma
- 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. 4 of Schedule of Notes XVI.

**(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 penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.

**(iii.) Disclosure of Accounting Treatment**

In preparation of the financial statements for the year ended on 31.03.2013, there was no treatment different from that prescribed in the accounting standards that had been followed



(iv.) **Board Disclosures-Risk Management**

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework.

**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 newspaper, half yearly reports are not sent to each household of shareholders. The results can also be seen on Company's website @ [www.djrl.org](http://www.djrl.org)

**GENERAL SHAREHOLDER INFORMATION**

**1. Annual General Meeting**

Date: 27<sup>th</sup> September 2013

Time: 11.00 A.M.

Venue: I.M.A. Hall, Near P L Sharma Memorial, Bachha Park, Meerut (UP)

**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**

: 23<sup>rd</sup> to 27<sup>th</sup> September 2013

**4. Dividend**

: N.A.

**5. Listing of Securities**

stated

: At present the equity shares of the Company are listed as below 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/CDSL**

ISIN Number issued for Equity Shares by NSDL is INE239F01015

**Registered office or Address of Correspondence**

Shareholders can send their Correspondence at their Registered Office at Number One, Saket, Meerut.

**7. General Body Meetings**

The particulars of the last three Annual General Meetings of the Company are provided hereunder. All the resolutions set out in the respective notices were duly carried on by the shareholders.

**TABLE 7 LAST THREE ANNUAL GENERAL MEETINGS OF THE COMPANY**

Nature of Meeting	Date and Time	Venue	Special Resolution passed at AGM for
Seventeenth Annual General Meeting	25 <sup>th</sup> September 2009 at 11.00. A.M.	Western U.P. Chambers of Commerce and Industry, Bombay Bazar, Meerut Cantt., Meerut	No Special Resolution was passed
Eighteenth Annual General Meeting	28 <sup>th</sup> September 2011 at 11.00. A.M.	I.M.A. Near P L Sharma Memorial Hall Bachcha Park, Meerut(UP)	No Special Resolution was passed
Nineteenth Annual General Meeting	27 <sup>th</sup> September 2012 at 11.00. A.M.	Western U.P. Chambers of Commerce and Industry, Bombay Bazar, Meerut Cantt., Meerut	No Special Resolution was passed

All the Resolutions including the Special Resolutions set out in the respective notices were passed by the shareholders.