

Dolphin

Medical Services Limited

MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SH	✓
VE	✓	✓		✓



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FIFTH ANNUAL REPORT 1996-97



Regd. Office : RAMACHANDRA RAO ROAD, VIJAYAWADA - 520 002.



DOLPHIN MEDICAL SERVICES LIMITED**5th Annual Report****BOARD OF DIRECTORS****Dr.M.S.S.KOTESWARARAO****Chairman****Dr.G.V.MOHAN PRASAD****Managing Director****Dr.K.J.V.NAGESWAR****Director****Dr.M.LAKSHMI SUDHA****Director****AUDITORS**

M/s.Pinnamaneni & Co.,
Chartered Accountants,
27-19-55, Durgaiah Street,
Governorpet,
VIJAYAWADA - 520 002.

REGISTERED OFFICE

Ramachandra Rao Road,
Suryaraopet,
VIJAYAWADA - 520 002.
Krishna Dist. A.P.

SHARE TRANSFER AGENTS

M/s.Ikon Visions (P) Ltd.,
Flat No.33, Ground Floor,
Sanali Heavens, 8-3-948,
Ameerpet, HYDERABAD - 500 016.

BANKERS

The Federal Bank Limited
Oriental Bank of Commerce
Andhra Bank
Bank of Baroda
Punjab National Bank
UCO Bank
Bank of India
Canara Bank

FIFTH ANNUAL GENERAL MEETING		CONTENTS	Page Nos.
Date :	Saturday, 27th September, 1997	1. Notice	2
Time :	9.00 A.M.	2. Directors Report	6
Venue :	Registered office of the Company. Ramachandra Rao Road, Suryaraopet, VIJAYAWADA - 520 002.	3. Auditors Report	8
		4. Balance Sheet	10
		5. Profit & Loss Account	11
		6. Schedules	12
		7. Cash Flow Statement	17
		8. Balance Sheet Abstract	19

DOLPHIN MEDICAL SERVICES LIMITED**5th Annual Report****NOTICE OF 5th ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifth Annual General Meeting of **DOLPHIN MEDICAL SERVICES LIMITED** will be held on 27.9.1997 at 9 A.M. at the Registered Office of the Company at Ramachandra Rao Road, Suryarao pet, Vijayawada - 520 002 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit and Loss Account for the year ended 31 st March, 1997 and Reports of the Directors and Auditors thereon.
2. To appoint director in place of Dr.M.S.S.Koteswara Rao who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

4. To be moved as an Ordinary Resolution.

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

"RESOLVED THAT the Authorised Share Capital of the Company be and is hereby increased from Rs.4,25,00,000/- (Rupees Four Crores Twenty Five Lacs only) consisting of 42,50,000 Equity Shares of Rs.10/- each to Rs.5,50,00,000/- (Rupees Five Crores Fifty Lacs only) consisting of 55,00,000 Equity Shares of Rs.10/- each."

5. To be moved as an Ordinary Resolution.

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

"RESOLVED THAT the existing clause of the Memorandum of Association of the Company relating to Share Capital be and is hereby deleted and in its place the following be and is hereby inserted."

The Authorised Share Capital of the Company is Rs.5,50,00,000/- (Rupees Five Crores Fifty lacs only) divided into 55,00,000 Equity Shares of Rs.10/- each.

6. To be moved as a Special Resolution.

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

"RESOLVED THAT Article 4 of the Articles of Association of the Company be and is hereby altered by substituting the following."

The Authorised Share Capital of the Company is Rs.5,50,00,000/- (Rupees Five Crores Fifty Lacs only) divided into 55,00,000 Equity Shares of Rs.10/- each.

DOLPHIN MEDICAL SERVICES LIMITED**5th Annual Report****7. To be moved as a Special Resolution.**

To Consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 309, 310 and Schedule XIII (as amended) and other applicable provisions, if any of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the increase the remuneration of Dr. G. V. Mohan Prasad, Managing Director of the Company from Rs.25,000/- per month to Rs.35,000/- per month by way of salary with effect from 01.10.1997, other terms and conditions contained in the Resolution passed at the Fourth General Meeting held on 28.9.1996 remain unchanged."

8. To be moved as a Special Resolution.

To Consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 309, 310 and other applicable provisions, if any of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the payment of commission/honorarium/service charges to the directors other than the Managing Director as may be decided by the board from time to time but not exceeding 1% per annum of the netprofits of the Company calculated in accordance with the provisions of section 349 & 350 of the companies act 1956, such commission being divisible amongst the directors in such proportion and in such manner as may be decided by the Board of Directors of the company for a period of 5 yrs with effect from 27.09.97."

NOTES FOR MEMBERS ATTENTION

1. Notice is also given that the Register of Members and Share Transfer books in respect of Equity Shares of the Company will remain closed for 2 days from 26th September 1997 to 27th September 1997 (both days inclusive).
2. A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. The relevant explanatory statements pursuant to Section 173 of the Companies Act, 1956 in respect of item No.s 4 to 8 of the Notice set out above, is annexed hereto.
4. The instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
5. Shareholders are requested to notify change in address if any, immediately to the Company's Registrars.
6. Share holders are requested to bring their copies of Annual Report to the Meeting. Copies of the Annual Report will not be available for distribution to Shareholders at the Hall.
7. Share holders attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting place.
8. Shareholders intending to require information about Accounts to be explained in the

DOLPHIN MEDICAL SERVICES LIMITED**5th Annual Report**

Meeting are requested to inform the Company atleast 7days in advance of the Annual General Meeting.

9. All Shareholders are advised to send their certificates for transfer directly to the Share Transfer Agents.

M/S. IKON VISIONS (P) LTD.,
Flat No.33, Ground Floor,
Sanali Heavens, 8-3-948
AMEERPET, HYDERABAD-500 016.

PLACE: VIJAYAWADA.
DATE : 01.09.1997

BY ORDER OF THE BOARD
for **DOLPHIN MEDICAL SERVICES LIMITED**

Sd/-
Dr. M.S.S.KOTESWARA RAO
CHAIRMAN

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DOLPHIN MEDICAL SERVICES LIMITED**5th Annual Report****ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING**

Explanatory Statements (Under Section 173(2) of the Companies Act, 1956)

Item No.s 4 to 6

The present Authorised Share Capital is Rs.4,25,00,000/- (Rupees Four Crores Twenty Five Lacs only) divided into 42,50,000 Equity Shares of Rs.10/- each.

The members may note that the resolution proposing the increase of Authorised Capital to Rs.725 lakhs in the 4th Annual General Meeting has been withdrawn. However now the Board of Directors considers it expedient to enhance the Authorised Share Capital to expand its activities by establishing a Excimer Laser Centre, and an MRI Unit or to invest in like minded organisations, which are starting the above two units provided the Board is satisfied with the profitability of the said organisation. In addition to the above, the Board may be authorised to promote/establish/invest in other organisations, which are starting any other project which the board may deem fit etc for the profitability of the Company. The decision regarding this is being bestowed to the Board of Directors. In this respect it may be noted that the 4th AGM held on 28.09.96 has already authorised the Board for issue and allot the additional capital in accordance with the provisions of sections 81 and all other applicable provisions, and the approval holds good on this date. For meeting the margin requirements, the Company is required to raise additional capital of Rs.125 lacs and therefore proposes that the Authorised Share Capital of the Company be increased to Rs.5,50,00,000/- by addition of 12,50,000 Equity shares of Rs.10/- each ranking in all respects paripassu with the existing shares of the Company, the resolutions set out in item No.s 4 to 6 above are carry out the consequential ammendment in the Memorandum and Articles of Association of the Company. Hence the resolutions in item No.s 4 to 6 are recommended for your approval.

None of the Directors of the Company is concerned or interested in these resolutions.

Item No.7

The Board of Directors, at its meeting held on 24.7.97 has decided to increase the salary of Dr.G.V.Mohan Prasad, Managing Director of the Company, keeping in view the valuable services rendered by him, from Rs.25,000/- (Rupees Twenty Five Thousand only) per month to Rs.36,000/- (Rupees Thirty Six Thousand only) per month with effect from 1.10.97. Except the increase in monthly salary, other terms and conditions contained in the resolution passed in the 4th Annual General Meeting held on 28.9.96 remain unchanged.

The proposed increase in remuneration is within the limits prescribed by Schedule XIII of the Companies Act, 1956.

The Special resolution as setout in item 7 is recommended for your approval.

None of the Directors except Dr.G.V.Mohan Prasad are interested in this resolution.

The above may be treated as the disclosure required under Section 302 of the Companies Act, 1956.

Item No.8

The company has immensely been benefited by the experience, able guidance and active involvement of all the Members of the Board. It is therefore proposed to remunerate the aforesaid Directors by way of commission up to an amount not exceeding 1% of the net profits as computed under the provision of the companies Act, 1956, for a period of 5 years from 27.09.97 in such proportion and manner as the Board may from time to time decide. Payment of proposed remuneration requires the approval of share holders.

Hence the resolution in item No.8 is recommended for your approval.

All the directors except Dr.G.V.Mohan Prasad are interested in this resolution .