

Dolphin

Medical Services Limited

(CIN : L24239TG1992PLC014775)



25th ANNUAL REPORT 2016 - 2017

Regd. Office: # 417, Sanali Heavens, Ameerpet, HYDERABAD - 500 073, Telangana, India

Tel No: 040-23738877

Corp. Office: Ramachandra Rao Road, VIJAYAWADA - 520 002, A.P., India

Website : www.dolphinmedicalservices.com

E-mail ID for Investor's Grievances : dolphincomplianceofficer@gmail.com

BOARD OF DIRECTORS

Board of Directors

Dr. GV Mohan Prasad – Managing Director & CEO
 Dr. M Lakshmi Sudha – Whole-time Director & CFO
 Sri. Vinay Vishnuraj Nayak – Independent Director
 Sri. Narendra Seena Karkera – Independent Director
 Dr. K. Ramana Kumar – Independent Director
 Sri. Nanapaneni Buddha Sagar - Director
 Smt. Madala Sesha Ratnam – Director
 Sri. Turlapati Seshu Kumar – Independent Director
 Smt. Turlapati Padmasri – Independent Director

Committees of the Board: Audit Committee

Sri. Narendra Seena Karkera – Chairman
 Sri. Vinay Vishnuraj Nayak – Member
 Dr. M Lakshmi Sudha – Member

Nomination and Remuneration Committee

Sri. Vinay Vishnuraj Nayak – Chairman
 Sri. Narendra Seena Karkera – Member
 Dr. K. Ramana Kumar – Member

Share Transfer & Investors' Grievance Committee

Sri. Vinay Vishnuraj Nayak – Chairman
 Dr. M Lakshmi Sudha – Member
 Sri. Narendra Seena Karkera – Member

Auditors

M/s. Pinnamneni & Co.,
 Chartered Accountants,
 Ameerpet,
 Hyderabad – 500 073

Bankers

Canara Bank
 The Federal Bank Ltd.
 HDFC Bank Ltd.

Registrar & Share Transfer Agents

M/S.XL Softech Systems Ltd.
 Sagar Society, Rd.No.2,
 Banjarahills, Hyderabad – 500 034.

25th ANNUAL GENERAL MEETING

Date : 29th December, 2017
 Time : 9.45 A.M.
 Venue : Maharaja Function Hall
 1-54, Warangal Highway
 Uppal
 HYDERABAD - 500 039

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NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of the Company will be held on Friday, December 29, 2017 at 09.45 a.m. at Maharaja Function Hall, 1-54, Warangal Highway, Uppal, Hyderabad – 500 039, Telangana, to transact the following business:

Ordinary Business

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss Account for the year ended on that date together with Cash Flow Statements, Auditors' report and the Board Report thereon.

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss, Cash Flow Statement together with related notes for the year ended 31st March, 2017, the Auditor's Report thereon and the Directors Report thereon be and are hereby received, considered, approved and adopted."

2. To appoint M/s. Pinnamaneni & Co., Chartered Accountants as Statutory Auditors of the Company.

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

RESOLVED THAT Pursuant to Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder, M/s. Pinnamaneni & Co, Chartered Accountants, Hyderabad, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of 25th Annual General Meeting to till the conclusion of the 30th Annual General Meeting of the Company, subject to the ratification by members at every Annual General Meeting and the board of directors are hereby authorized to fix the remuneration of the Auditors as may be determined by the Audit Committee in consultation with the Auditors.

Special Business

3. Appointment of Mr. Nanapaneni Buddha Sagar (DIN 08005028) as a Director

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

"RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr.Nanapaneni Buddha Sagar (DIN 08005028) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 4, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

"FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

4. Appointment of Mrs. Madala Sesha Ratnam (DIN 08005008) as a Director

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

"RESOLVED that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Madala Sesha Ratnam (DIN 08005008) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 4, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from her under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

"FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

5. Appointment of Mr. Turlapati Seshu Kumar (DIN 07912653) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Turlapati Seshu Kumar (DIN 07912653), who was appointed as ‘Additional Director’ in the Board of the Company on December 4, 2017 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Turlapati Seshu Kumar as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment.

“FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6. Appointment of Mrs. Turlapati Padmasri (DIN 07994224) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mrs. Turlapati Padmasri (DIN 07994224), who was appointed as ‘Additional Director’ in the Board of the Company on December 4, 2017 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Turlapati Padmasri as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years from the date of appointment.

“FURTHER RESOLVED THAT any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

//By Order Of the Board//

For DOLPHIN MEDICAL SERVICES LIMITED

Date : 04.12.2017
Place: Hyderabad

**Sd/-
NARENDRA SEENA KARKERA
DIRECTOR**

Notes

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of such member. The proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member or shareholder.
3. A member of a company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as its proxy unless such other person is also a member of such company.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for this Annual General Meeting is enclosed.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company by such intending person.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. Members whose shareholding is in electronic mode are requested to update the change of address, email ids and change in bank account details, if any with the respective Depository Participant(s).
9. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Pursuant to Secretarial Standard on General Meeting (SS- 2) in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 25th December, 2017 to 29th December, 2017 (both days inclusive).
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting
13. With a view to using natural resources responsibly, we request the shareholders to update respective email addresses with your Depository Participants, if not already done, to enable the Company to send communications electronically.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
SEBI has also mandated, that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company
16. The Annual Report 2016-17 is being sent through electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
17. In compliance with Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who have casted their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.
18. **Voting through electronic means:**
Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies(Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2015.

During the remote e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut-off date (record date) i.e., (Friday, December 22, 2017), may cast their votes electronically.

Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Bharatiraju Vegiraju, (FCS No.8300, CP No.14926), Company Secretary in Practice, 503, Gulmohar Chs, Building No.21, Mhada Oshiwara Complex, Andheri West, Mumbai - 400 053 not later than Thursday, December 28, 2017 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Tuesday, December 26, 2017 at 9.00 a.m. IST and ends on Thursday, December 28, 2017 at 5.00 p.m. IST. During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, December 22, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com during the voting period
- iii. Click on "Shareholders" tab.
- iv. Now, select the "Company Name: Dolphin Medical Services Limited" from the drop down menu and click on "SUBMIT"
- v. Now Enter your User ID,
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on "SUBMIT" tab.

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction "v".

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant DOLPHIN MEDICAL SERVICES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders
 - Non – Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- i. The e-voting period commence on Tuesday, December 26, 2017 at 9.00 a.m. IST and ends on Thursday, December 28, 2017 at 5.00 p.m. IST. During this period, member of the company holding share either in physical form or in dematerialize form as on Friday, December 22, 2017 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on Friday, December 22, 2017.
- iii. Mr. Bharatiraju Vegiraju, (FCS No.8300, CP No.14926), Company Secretary in Practice, has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process and voting through ballot in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast through Ballot Form and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by the Chairman, who shall declare the result of the voting forthwith.

- v. The results declared along with the scrutinizers report shall be placed on the company website www.dolphinmedicalservices.com and with the website of CDSL within two days of passing of resolutions at the 25th AGM of the company on December 29, 2017 and communicated to the BSE Limited where the share of the company are listed.
19. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report 2016-17 is available on the Company's website, www.dolphinmedicalservices.com. Members who require physical copies may write to us at dolphincomplianceofficer@gmail.com
20. All documents referred to in this Notice are available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
21. Members are requested to bring their copy of Annual Report to the Meeting.

**//By Order Of the Board//
For DOLPHIN MEDICAL SERVICES LIMITED**

Date : 04.12.2017
Place: Hyderabad

**Sd/-
NARENDRA SEENA KARKERA
DIRECTOR**

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 3:

Mr. Nanapaneni Buddha Sagar (DIN 08005028) was appointed as an Additional Director of the Company with effect from December 4, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Nanapaneni Buddha Sagar holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Nanapaneni Buddha Sagar as a Director, liable to retire by rotation. A statement containing his profile is given as per Annexure.

Except Mr. Nanapaneni Buddha Sagar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

Item No. 4:

Mrs. Madala Sesha Ratnam (DIN 08005008) was appointed as an Additional Director of the Company with effect from December 4, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Madala Sesha Ratnam holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from her in writing under Section 160 of the Act, proposing her candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no.4 of the Notice for the appointment of Mrs. Madala Sesha Ratnam as a Director, liable to retire by rotation. A statement containing his profile is given as per Annexure.

Except Mrs. Madala Sesha Ratnam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5

Mr. Turlapati Seshu Kumar (DIN 07912653) was appointed as Additional Director on December 4, 2017 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent'. In terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a Director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature Mr. Turlapati Seshu Kumar for the office of Directors under the category of Independent Directors.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Turlapati Seshu Kumar as 'Independent Directors' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. December 4, 2017.

Mr. Turlapati Seshu Kumar has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. Further, in the opinion of the Board Mr. Turlapati Seshu Kumar fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management his continued association with the Company would be of benefit to the Company.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 5 for approval of the Members.

Except Mr. Turlapati Seshu Kumar, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Mrs. Turlapati Padmasri (DIN 07994224) was appointed as Additional Director on December 4, 2017 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent'. In terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting and be eligible for appointment to the office of a Director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature Mrs. Turlapati Padmasri for the office of Directors under the category of Independent Directors.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Turlapati Padmasri as 'Independent Directors' for a term up to 5 consecutive years commencing from the date of his appointment as Additional Director i.e. December 4, 2017.

Mrs. Turlapati Padmasri has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. Further, in the opinion of the Board Mr. Turlapati Seshu Kumar fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under, and he is independent of the Management his continued association with the Company would be of benefit to the Company.

The Board of Directors recommends the Ordinary Resolution as set out at item no. 6 for approval of the Members.

Except Mrs. Turlapati Padmasri, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Annexure to the Notice

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2

Name of the Director	Mr. Nanapaneni Buddha Sagar	Mrs. Madala Seshu Ratnam	Mr. Turlapati Seshu Kumar	Mrs. Turlapati Padmasri
Date of Birth	06.12.1964	20.06.1945	01.04.1969	31.10.1969
Date of Appointment	04.12.2017	04.12.2017	04.12.2017	04.12.2017
Experience	29 years	33 years	22 years	20 years
Inter se relationship among Directors	Yes (Cousin of GV Mohan Prasad)	Yes (Mother of M Lakshmi Sudha)	Yes (spouse of T Padmasri)	Yes (spouse of T Seshu Kumar)
Names of the Listed entities in which the person is holding Directorships or Board Committee Memberships	Nil	Nil	Nil	Nil

Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee alone has been considered.

DIRECTORS REPORT

The Members of **DOLPHIN MEDICAL SERVICES LIMITED**,

Your Directors hereby present the 25th Annual Report and Accounts of the Company for the year ended 31st March, 2017.

FINANCIAL RESULTS :

Particulars	2016-17	2015-16
Operating Income	35.13	56.69
Other Income	10.69	14.99
Profit / (Loss) before Tax	(30.17)	(6.93)
Deferred Tax	(3.43)	(2.30)
Profit / (Loss) after Tax	(26.74)	(4.63)

Discussion on Financial Performance:

During the year under consideration the Company got a loss of Rs.30.17 Lakhs before Tax as against loss of Rs.6.93 Lakhs during the previous year.

Management Discussion and Analysis

As mentioned in our earlier AGM, Canara Bank has assigned its rights on the loan favoring Edelweiss Asset Reconstruction Company Ltd. (EARC). The EARC has granted a Negotiated Settlement (NS) of dues at a total consideration of Rs.250.00 lakhs payable in installments specified therein. In terms of the NS the company has paid an amount of Rs.25.00 lakhs as upfront payment. After this the company has also paid some interest on the due payments. Now that the company is in financial stress, the company could not pay further amounts to Edelweiss ARC and a part of the land at Deshmukh Village was sold towards approximating to the said liability. The company is in further negotiations with Edelweiss ARC for closure of the account once for all. Efforts are also being made to add financial inflows and investments to the company by way of roping in new investors and also looking at other ways and means of improving the financial strength of the company. To achieve this, the company is also open to adding new lines of activity, which may also inturn lead to the turn around of the company. Few directors were also added to strengthen the company.

Financial Performance

The Following is the Financial Performance of your Company:

(Rs. in Lakhs)

	2016-17	2015-16	Inc/(Dec) %
Income:			
Operations	35.13	56.69	(38.03)
Other Income	10.69	14.99	(28.69)
Total :	45.82	71.68	(36.08)
Expenditure:			
Material Consumed	8.23	17.05	(51.73)
Staff Cost	3.77	3.90	(3.33)
Other Expenses	30.56	24.09	26.86
Depreciation	33.43	33.57	(0.42)
Total :	75.99	78.61	(3.33)
Profit/(Loss)	(30.17)	(6.93)	335.35

Material changes and commitments if any affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of the report