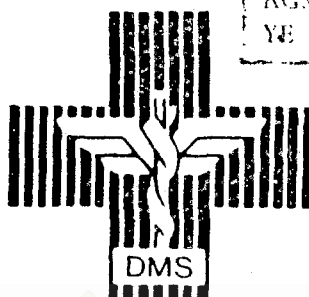


Dolphin

Medical Services Limited

MD	✓		BKC	✓
CS	NA		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		



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**6TH ANNUAL REPORT
1997-98**

Regd. Office : Ramachandra Rao Road, Vijayawada - 520 002.

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BOARD OF DIRECTORS

DR.M.S.S.KOTESWARA RAO

Chairman

DR.G.V.MOHAN PRASAD

Managing Director

DR.M.LAKSHMI SUDHA

Director

AUDITORS

M/s.Pinnamaneni & Co.,
Chartered Accountants,
3 & 4 Ground Floor,
Ram's VSR Apartments
Near P.B. Siddhartha Public School
Moghulraj Puram
VIJAYAWADA - 520 010.

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

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DOLPHIN MEDICAL SERVICES LIMITED

6th Annual Report

NOTICE OF 6th ANNUAL GENERAL MEETING

Notice is hereby given that the Sixth Annual General Meeting of **DOLPHIN MEDICAL SERVICES LIMITED** will be held on 25.9.1998 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 31st March, 1998 and Reports of the Directors and Auditors there on.
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.

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 that Dr.G.V.Mohan Prasad is hereby appointed as Managing Director of the Company for a period of 5 years from this date on the terms and conditions as specified below:

Period of Appointment: 5 years from 25.09.98

Remuneration:

1. Salary : Rs.41,000/- (Rupees Forty one thousand only) per month.
 2. In addition to the above, the following perquisites shall be allowed and they shall be restricted to an amount not exceeding Rs.16,000/- per month or Rs.1,92,000 per annum.
- A. Housing 1: The expenditure by the Company on hiring unfurnished accommodation will be subject to the 50% of salary over and above 10% payable by him.
Housing 2: In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company.
Housing 3: In case no accommodation is provided by the Company he shall be entitled to House Rent Allowance subject to the ceilings laid down in Housing No.1.
- Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules. However, this shall be subject to a ceiling of 10% of the Salary.
- B. Medical Reimbursement: Expenses incurred for him and his family subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- C. Leave Travel Concession: Once in a year to him and his family in accordance with any rules specified by the Company.
- D. Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- E. Personal Accident Insurance premium not to exceed Rs.1,000/- per month.
- Explanation: For the above purpose family means spouse, dependant children and dependant parents.
- F. Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephones and the use of car for private purpose shall be billed by the Company.

DOLPHIN MEDICAL SERVICES LIMITED

6th Annual Report

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 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 that Dr.M.Lakshmi Sudha is hereby appointed as Whole time Director of the Company for a period of 5 years with effect from 01.10.98 on the terms and conditions as specified below:

Period of Appointment: 5 years from 01.10.98

Remuneration:

1. Salary : Rs.12,500/- (Rupees Twelve thousand five hundred only) per month.
2. In addition to the above, the following perquisites shall be allowed and they shall be restricted to an amount not exceeding 50% of salary.
- A.Housing 1: The expenditure by the Company on hiring unfurnished accommodation will be subject to the 50% of salary over and above 10% payable by her.
- Housing 2: In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company.
- Housing 3: In case no accommodation is provided by the Company she shall be entitled to House Rent Allowance subject to the ceilings laid down in Housing No.1.
- Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules. However, this shall be subject to a ceiling of 10% of the Salary.
- B.Medical Reimbursement: Expenses incurred for her and her family subject to a ceiling of one month salary in a year or three months salary over a period of three years.
- C. Leave Travel Concession: Once in a year to her and her family in accordance with any rules specified by the Company.
- D. Club Fees: Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- E. Personal Accident Insurance premium not to exceed Rs. 1,000/- per month.

Explanation: For the above purpose family means spouse, dependant children and dependant parents.

- F. Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephones and the use of car for private purpose shall be billed by the Company.

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 24th September 1998 to 25th September 1998 (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. 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 Meeting are requested to inform the Company atleast 7 days 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.

BY ORDER OF THE BOARD
for DOLPHIN MEDICAL SERVICES LIMITED

PLACE: VIJAYAWADA
DATE : 29.08.1998

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