

Dolphin

Medical Services Limited

(CIN : L24239TG1992PLC014775)



27th ANNUAL REPORT 2018 - 2019

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

Tel No: 040-23738877

Corp. Office: # 40-07-28/2, Jammichettu Road, Mogalrajpuram, VIJAYAWADA - 520 010, A.P., India

Website : www.dolphinmedicalservices.com

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

CORPORATE INFORMATION

Board of Directors

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

Auditors

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

Committees of the Board: Audit Committee

Sri. Narendra Seena Karkera – Chairman
 Sri. Turlapati Seshu Kumar – Member
 Smt. Madala Sesha Ratnam – Member

Bankers

The Federal Bank Ltd.

Nomination and Remuneration Committee

Sri. Turlapati Seshu Kumar – Chairman
 Sri. Narendra Seena Karkera – Member
 Smt. Turlapati Padmasri – Member

Registrar & Share Transfer Agents

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

Share Transfer & Investors' Grievance Committee

Sri. Turlapati Seshu Kumar – Chairman
 Smt. Madala Sesha Ratnam – Member
 Sri. Narendra Seena Karkera – Member

Secretarial Auditor

Mr. Bharatiraju Vegiraju
 Practicing Company Secretaries
 Flat No.503, Build No.21
 Mhada Oshiwara Complex ,
 Andheri (West)
 Mumbai – 400 053

28th ANNUAL GENERAL MEETING

Date : 30th September, 2019
 Time : 10.00 A.M.
 Venue : IICT Colony Residents'
 Welfare Association,
 Boduppall
 HYDERABAD - 500 092

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NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of the Company will be held on Monday, September 30, 2019 at 10.00 A.M. at ICT Colony Residents' Welfare Association, Boduppal, Hyderabad – 500 092, Telangana, to transact the following business:

Ordinary Business

1. To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2019 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, 2019, Statement of Profit and Loss, Cash Flow Statement together with related notes for the year ended 31st March, 2019, the Auditor's Report thereon and the Directors Report thereon be and are hereby received, considered, approved and adopted."
2. To appoint a director in place of Mrs. Madala Sesha Ratnam (DIN 08005008) who retires by rotation being eligible offers herself for re-appointment
3. To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting held on December 29, 2017 and pursuant to the recommendation of the Audit Committee of the Board, the appointment of M/s. Pinnamaneni & Co., Chartered Accountants (ICAI Firm Registration No.002661S), be and is hereby ratified as the Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of next Annual General Meeting to be held in the calendar year 2020 and that the Board of Directors be and is hereby authorized to pay such remuneration, as may be determined by the Audit Committee in consultation with the Auditors.

Special Business

4. Re-appointment of Mr. Narendra Seena Karkera (DIN: 01916929) as an Independent Director
 To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Narendra Seena Karkera (DIN: 01916929), who holds office of Independent Director up to 31st March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Narendra Seena Karkera's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30th September, 2019 upto 29th September, 2024."
"RESOLVED FURTHER THAT any Director of the Company and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."
5. Re-appointment of Mr. Vinay Vishnuraj Nayak (DIN: 01979345) as an Independent Director
 To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vinay Vishnuraj Nayak (DIN: 01979345), who holds office of Independent Director up to 31st March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Vinay Vishnuraj Nayak's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30th September, 2019 upto 29th September, 2024."
"RESOLVED FURTHER THAT any Director of the Company and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Re-appointment of Dr. K. Ramana Kumar (DIN: 00754148) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. K. Ramana Kumar (DIN: 00754148), who holds office of Independent Director up to 29th September, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. K. Ramana Kumar's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 30th September, 2019 upto 29th September, 2024."

"RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

Date : 29.08.2019

Place: Hyderabad

**Sd/-
Nanapaneni Buddha Sagar
Director**

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2019 to 30.09.2019 (Both days inclusive).

3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.

5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents M/s. XL Softech Systems Ltd.

8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

9. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

10. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. XL Softech Systems Ltd., Share Transfer Agents of the Company for their doing the needful.

11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

14. 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.

15. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 Annual Report for 2018-2019 is being sent in the permitted mode.

16. Members may also note that the Notice of Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.dolphinmedicalservices.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

For any communication, the shareholders may also send requests to the Company's investor email id:

dolphincomplianceofficer@gmail.com

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote evoting period begins on Friday, September 27, 2019 at 9.00 A.M. IST and ends on Sunday, September 29, 2019 at 5.00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Monday, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM and holding shares as of cut-off date, may obtain the login ID & password by sending a request at

dolphincomplianceofficer@gmail.com. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first time user follow the steps given below:
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)

- I 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.
- II 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 SU00000001 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 "iv".

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.,) and Custodian are required to log on to www.evotingindia.com 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 a 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.
- xix. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23.09.2019.
19. Mr. Bharatiraju Vegiraju (FCS – 8300), Practicing Company Secretary, bearing C.P. Number 14926 has been appointed as the Scrutinizer to scrutinize the e-voting process.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

21. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dolphinmedicalservices.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

22. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 4 to 6 of the accompanying Notice dated 29th August 2019.

Item No.4:

Mr. Narendra Seena Karkera was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2014 to hold office upto 31st March, 2019 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Nomination & Remuneration Committee at its Meeting held on 29th August, 2019 after taking into account the performance evaluation of the Independent Director during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by this Director during their tenure as an Independent Director since his appointment, has recommended to the Board that continued association of this Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of this Director as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 30th September, 2019 upto 29th September, 2024 and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Narendra Seena Karkera for his appointment to the office of Independent Director. Brief profile of the Independent Director is as under:

Brief Profile of Mr. Narendra Seena Karkera:

Mr. Narendra Seena Karkera having 45 years of industry experience of which 28 years has been in Healthcare Industry. After spending approximately 17 years in financial planning and control functions in different industries such as Textile, Electronics and Marine, had started his career in the healthcare industry in 1987 with Hinduja National Hospital and Medical Research Centre, Mumbai was instrumental in introducing various management tools including the concept of activity based Costing & Budgeting for the first time in the Hospital Industry in India. He has also associated with many hospitals and had the responsibility of Finance, Engineering, IT, Personal & General Administration functions.

None of the Directors except Mr. Narendra Seena Karkera, Key Managerial Personnel or their relatives have concern or interest in the above said resolution.

Item No.5:

Mr. Vinay Vishnuraj Nayak was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2014 to hold office upto 31st March, 2019 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Nomination & Remuneration Committee at its Meeting held on 29th August, 2019 after taking into account the performance evaluation of the Independent Director during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by this Director during their tenure as an Independent Director since his appointment, has recommended to the Board that continued association of this Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of this Director as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 30th September, 2019 upto 29th September, 2024 and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Vinay Vishnuraj Nayak for his appointment to the office of Independent Director. Brief profile of the Independent Director is as under:

Brief Profile of Mr. Vinay Vishnuraj Nayak:

Mr. Vinay Vishnuraj Nayak is a Financial Consultant with rich experience in the Banking Sector. He has worked in the Reserve Bank of India (RBI) as Manager/Assistant General Manager for many years and was also a nominee director from Reserve Bank of India in a private Bank. He has also been associated with auditing of banks and providing financial consultancy services to some of the reputable companies like the Essar group of Companies.

None of the Directors except Mr. Vinay Vishnuraj Nayak, Key Managerial Personnel or their relatives have concern or interest in the above said resolution.

Item No.6:

Dr. K. Ramana Kumar was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by

the Shareholders at the Annual General Meeting held on 30th December, 2015 to hold office upto 29th September, 2019 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.). The Nomination & Remuneration Committee at its Meeting held on 29th August, 2019 after taking into account the performance evaluation of the Independent Director during his first term of five years and considering the knowledge, acumen, expertise and experience in his respective field and the substantial contribution made by this Director during their tenure as an Independent Director since his appointment, has recommended to the Board that continued association of this Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of this Director as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 30th September, 2019 upto 29th September, 2024 and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Dr. K. Ramana Kumar for his appointment to the office of Independent Director. Brief profile of the Independent Director is as under:

Brief Profile of Dr. K. Ramana Kumar

Dr. K. Ramana Kumar has completed MBBS in Guntur Medical College. Dr. Ramana Kumar stood out, with his dynamism and his dedication to medical profession. Recognizing the importance of accurate detection in disease treatment, he pursued Radiology as his speciality and was awarded MD in 1992. During his MD, he underwent training at department at Radiology and imageology, NIMS, Hyderabad. After receiving his MD, he joined as Asst. Professor in Department of Radiology in SVIMS, Tirupathi in March, 1993 and worked for 2 years. To serve the people in his home town, he started RK Scan Centre at Guntur in March, 1995. With his unstoppable entrepreneurial spirit he started MRI Scan services in Guntur and he brought the best diagnostic services to the Coastal Andhra region.

None of the Directors except Dr. K. Ramana Kumar, Key Managerial Personnel or their relatives have concern or interest in the above said resolution.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the advices/services of Mr. Narendra Seena Karkera, Mr. Vinay Vishnuraj Nayak and Dr. K. Ramana Kumar as independent directors, hence recommends the resolution set forth in item numbers 4 and 6 for the approval of the members.

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	Mrs. Madala Sesha Ratnam	Mr. Narendra Seena Karkera	Mr. Vinay Vishnuraj Nayak	Dr. K. Ramana Kumar
Date of Birth	20.06.1945	08.09.1951	04.08.1942	12.06.1960
Date of Appointment	04.12.2017	01.04.2014	01.04.2014	30.09.2014
Experience	33 years	45 years	50 years	26 years
Inter se relationship among Directors	Yes (Mother of M Lakshmi Sudha)	No	No	No
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.

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

Date : 29.08.2019

Place: Hyderabad

**Sd/-
Nanapaneni Buddha Sagar
Director**

DIRECTORS REPORT

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

Your Directors hereby present the 27th Annual Report and Accounts of the Company for the year ended 31st March, 2019.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March 2019 has been as under:

Particulars	2018-2019	2017-2018
Total Income	11,90,200	24,56,600
Total Expenditure	1,14,65,613	58,04,052
Profit /(Loss) Before Tax	-1,02,75,413	-33,47,452
Provision for Deferred Tax	-2,25,194	-3,68,140
Profit/(Loss) after Tax	-1,00,50,219	-29,79,312

2. REVIEW OF OPERATIONS:

During the year under review, the Company has recorded an income of Rs.11,90,200/- and the loss of Rs.1,00,50,219/- as against the income of Rs.24,56,600/- and reported loss of Rs.29,79,312/- in the previous financial year ending 31.03.2018.

3. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

No material changes and commitments which could affect the Company's financial position have occurred between the ends of the financial year of the Company.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in nature of Business.

5. PUBLIC DEPOSITS:

The Company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

6. TRANSFER TO RESERVES:

The company has not transferred any amount to reserves for the year.

7. DIVIDEND:

Dividend was not declared during the year by the company to its shareholders.

8. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review

9. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

10. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

12. BOARD MEETINGS DURING THE YEAR:

The Board of Directors duly met Seven (7) times on 30.05.2018, 14.08.2018, 04.09.2018, 14.11.2018, 06.12.2018, 29.12.2018 and 13.02.2019 in respect of which meetings, proper notices were given, and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

13. CORPORATE GOVERNANCE:

The Company is committed to good corporate governance in line with the Listing Agreement (up to 30th November 2015) and Schedule V of Listing Regulations (with effect from 1st December 2015) and Provisions, Rules and Regulations of the Companies Act, 2013. The Company is in compliance with the provisions on corporate governance

specified in the Listing Agreement with BSE. The company provides a separate section in the Annual Report titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Enclosed as a part of this Annual Report.

14. **EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 enclosed as a part of this Annual Report.

15. **BOARD OF DIRECTORS:**

Reappointment of Mrs. Madala Sesha Ratnam (DIN 08005008) as Director:

As per the provisions of the Companies Act 2013, Mrs. Madala Sesha Ratnam (DIN 08005008) who retires by rotation being eligible offers herself for re-appointment

Reappointment of Mr. Narendra Seena Karkera (DIN 01916929), Mr. Vinay Vishnuraj Nayak (DIN: 01979345) and Dr. K. Ramana Kumar (DIN 0754148) as Independent directors:

The Board recommends the re-appointment of Mr. Narendra Seena Karkera, Mr. Vinay Vishnuraj Nayak and Dr. K. Ramana Kumar as Independent Directors of the Company in the ensuing Annual General Meeting for a second term of 5 consecutive years, not liable to retire by rotation.

16. **DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:**

The Company has received declarations from the independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Enclosed as a part of this Annual Report.

17. **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the State of Affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- c) The Directors had taken proper and enough care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) The Directors had prepared the annual accounts on a going concern basis; and
- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. **INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:**

The Company does not have any subsidiaries/associates.

19. **STATUTORY AUDITORS:**

At the Annual General Meeting held on December 29, 2017, M/s. Pinnamaneni & Co, Chartered Accountants (Firm Reg. No: 002661S), were appointed as Statutory Auditors of the Company to hold office for a period of Five years i.e., till the conclusion of the Annual General Meeting to be held in the calendar year 2022. In terms of the first provision to Section 139 of the Companies Act, 2013 the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the said appointment of M/s. Pinnamaneni & Co, Chartered Accountants, as statutory auditors of the Company is placed for ratification by the Shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Act. The Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

20. **INTERNAL AUDITORS:**

In pursuance of Section 138 of the Companies Act, 2013 read with rules made there under, the Board has appointed Smt. M. Lakshmi Sudha, CFO of the Company as Internal Auditors of the Company to carry out internal auditing of books of accounts periodically.

21. **SECRETARIAL AUDITORS:**

The Board had appointed Mr. Bharatiraju Vegiraju, Practicing Company Secretary, Hyderabad, having membership No: F-8300, CP No: 14926 to conduct Secretarial Audit for the financial year 2018-19, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel)