

# **Dolphin**

**Medical Services Limited**

(CIN : L24239TG1992PLC014775)



## **28<sup>th</sup> ANNUAL REPORT 2019 - 2020**

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

**Tel No: 040-23738877**

**Corp. Office: #40-07-28/2, Jammichettu Centre, Moghalrajpuram, VIJAYAWADA - 520 010, A.P., India**

**Website : [www.dolphinmedicalservices.com](http://www.dolphinmedicalservices.com)**

**E-mail ID for Investor's Grievances : [dolphincomplianceofficer@gmail.com](mailto:dolphincomplianceofficer@gmail.com)**

## CORPORATE INFORMATION

### Board of Directors

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

### Auditors

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

### Committees of the Board: Audit Committee

Dr. Ramana Kumar Kovi – Chairman  
 Sri. Narendra Seena Karkera – Member  
 Dr. Lakshmi Sudha M – Member

### Bankers

The Federal Bank Ltd.

### Nomination and Remuneration Committee

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

### Registrar & Share Transfer Agents

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

### Stakeholders Relationship Committee

Sri. Narendra Seena Karkera – Chairman  
 Dr. Lakshmi Sudha M – Member  
 Dr. Ramana Kumar Kovi – Member

### Secretarial Auditor

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

### 28th ANNUAL GENERAL MEETING

Date : 29th December, 2020  
 Time : 10.45 A.M.  
 Venue : #417, Sanali Heavens  
 Ameerpet  
 HYDERABAD - 500 073  
 Telangana

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**NOTICE**

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of the Company will be held on Tuesday, December 29, 2020 at 10.45 A.M. at the registered office of the company at #417, Sanali Heavens, Ameerpet, Hyderabad – 500 073, Telangana, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit & Loss Account for the year ended on that date together with Cash Flow Statement, Auditors' report and the Board Report thereon.

"RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, Statement of Profit & Loss Account, Cash Flow Statement together with related notes for the year ended 31<sup>st</sup> March, 2020, the Auditors' Report thereon and the Board Report thereon be and are hereby received, considered, approved and adopted."

2. 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 2021 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:**

3. RE-APPOINTMENT OF Dr. MOHAN PRASAD GV (DIN: 01236113) AS MANAGING DIRECTOR AND CEO OF THE COMPANY

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 sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to the approval of Central Government, the approval of the members be & is hereby accorded to the re-appointment of Dr. Mohan Prasad GV (DIN: 01236113) as the Managing Director (Whole Time Key Managerial Personnel) and CEO of the Company for a term of 5 years commencing from 02/12/2020 at a remuneration fixed by the Board on the recommendation of the Nomination & Remuneration Committee and on such terms and conditions mutually agreed upon by the Board and Dr. Mohan Prasad GV as specified on the Explanatory Statements pursuant to the provisions of sec 102(1) of the companies act, 2013 annexed to this Notice."

"FURTHER RESOLVED THAT the Board be and is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the 6 Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)."

4. RE-APPOINTMENT OF Dr. LAKSHMI SUDHA M (DIN: 01235522) AS WHOLE TIME DIRECTOR AND CFO OF THE COMPANY:

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 sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to the approval of Central Government, the approval of the members be & is hereby accorded to the re-appointment of Dr. Lakshmi Sudha M (DIN: 01235522) as the Whole Time Director (Whole Time Key Managerial Personnel) and CFO of the Company for a term of 5 years commencing from 02/12/2020 at a remuneration fixed by the Board on the recommendation of the Nomination & Remuneration Committee and on such terms and conditions mutually agreed upon by the Board and Dr. Lakshmi Sudha M as specified on the Explanatory Statements pursuant to the provisions of sec 102(1) of the companies act, 2013 annexed to this Notice."

"FURTHER RESOLVED THAT the Board be and is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the 6 Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)."

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

Date : 02.12.2020

Place: Hyderabad

**Sd/-**

**Dr. Mohan Prasad GV  
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 Regd. 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 be closed from 23.12.2020 to 29.12.2020 (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 2019-2020 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 2019-2020 is being sent in the permitted mode.

16. Members may also note that the Notice of Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website [www.dolphinmedicalservices.com](http://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](mailto: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 Saturday, December 26, 2020 at 9.00 A.M. IST and ends on Monday, December 28, 2020 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) Tuesday, December 22, 2020, 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 & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [dolphincomplianceofficer@gmail.com](mailto: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](http://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](http://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)

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 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 22.12.2020.

19. Mr. Bharatiraju Vegiraju (FCS – 8300), Practicing Company Secretary, bearing C.P. No.14926 has been appointed as scrutinizer to conduct and scrutinize the e-voting and Mr. P.V.V. Satyanarayana, Practicing Chartered Accountant, bearing Membership No.26600 has been appointed as scrutinizer to conduct and scrutinize the physical ballot 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](http://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 No.3 and 4 of the accompanying Notice dated 2<sup>nd</sup> December 2020.

Item No. 3

To approve the Re-Appointment of Dr. Mohan Prasad GV (DIN: 01236113) as Managing Director and CEO of the Company.

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee re-appointed Dr. Mohan Prasad GV (DIN: 01236113) as a Managing Director (Whole Time Key Managerial Personnel) and CEO at the Board Meeting held on the 2<sup>nd</sup> day of December 2020.

The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

The terms and conditions regarding the re-appointment and remuneration are mentioned below:

- (i) Term: 5 years commencing from 02/12/2020
- (ii) Basic Salary and Allowance & Perquisites: As applicable

The company also seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Dr. Mohan Prasad GV (DIN: 01236113) as the Managing Director and CEO from 02/12/2020 and the fixation of remuneration in case of having profit or no profit or inadequacy of profit.

Except Dr. Lakshmi Sudha M and Mrs. M Sesha Ratnam, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends the Ordinary resolution set out at Item No.3 of the notice for approval by the members.

Item No. 4

To approve the Re-Appointment of Dr. Lakshmi Sudha M (DIN: 01235522) as Whole Time Director and CFO of the Company.

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee re-appointed Dr. Lakshmi Sudha M (DIN: 01235522) as a Whole Time Director (Whole Time Key Managerial Personnel) an CFO at the Board Meeting held on the 2<sup>nd</sup> day of December 2020.

The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

The terms and conditions regarding the re-appointment and remuneration are mentioned below:

- (i) Term: 5 years commencing from 02/12/2020
- (ii) Basic Salary and Allowance & Perquisites: As applicable

The company also seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Dr. Lakshmi Sudha M (DIN: 01235522) as the Whole Time Director and CFO from 02/12/2020 and the fixation of remuneration in case of having profit or no profit or inadequacy of profit.

Except Dr. Mohan Prasad GV and Mrs. M. Sesha Ratnam, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board recommends the Ordinary resolution set out at Item No.4 of the notice for approval by 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	Dr. Mohan Prasad GV	Dr. Lakshmi Sudha M
Date of Birth	05.12.1960	10.08.1967
Date of Appointment	21.09.1992	24.02.1994
Experience	30 years	26 years
Inter se relationship among Directors	Yes (Husband of Director Dr. Lakshmi Sudha M, and Son in law of Director Mrs. M. Sesha Ratnam)	Yes (Wife of Director Dr. Mohan Prasad GV and daughter of Director Mrs. M. Sesha Ratnam)
Names of the other Listed entities In which the person is holding Directorships or Board Committee Memberships	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 : 02.12.2020  
Place: Hyderabad

**Sd/-**  
**Dr. Mohan Prasad GV**  
**Director**

**DIRECTORS REPORT**

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

Your Directors hereby present the 28<sup>th</sup> Annual Report and Accounts of the Company for the year ended 31<sup>st</sup> March, 2020.

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

The performance during the period ended 31<sup>st</sup> March 2020 has been as under:

(Amount in Rs.)

Particulars	2019-2020	2018-2019
Total Income	22,95,250	11,90,200
Total Expenditure	59,37,829	1,14,65,613
Profit /(Loss) Before Tax	(36,42,579)	(1,02,75,413)
Provision for Deferred Tax	2,08,693	(2,25,194)
Profit/(Loss) after Tax	(38,51,272)	(1,00,50,219)

**2. REVIEW OF OPERATIONS:**

During the year under review, the Company has recorded an income of Rs.22,95,250/- and the loss of Rs.38,51,272/- as against the income of Rs.11,90,200/- and reported loss of Rs.1,00,50,219/- in the previous financial year ending 31.03.2019.

**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 Six (6) times on 23.05.2019, 13.08.2019, 29.08.2019, 30.09.2019, 13.11.2019 and 12.02.2020 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 30<sup>th</sup> November 2015) and Schedule V of Listing Regulations (with effect from 1<sup>st</sup> 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 Dr. Mohan Prasad GV (DIN: 01236113) as Managing Director and CEO of the Company. Reappointment of Dr. Lakshmi Sudha M (DIN: 01235522) as Whole time Director and CFO of the Company.

**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 having membership No: F-8300, CP No: 14926 to conduct Secretarial Audit for the financial year 2019-20, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report in Form MR – 3 for the financial year 2019-20 is enclosed herewith in this Report.

**22. AUDIT REPORTS:****(a) Statutory Auditors Report:**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2020 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges that may occur in the industry.

**(b) Secretarial Audit Report:**

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013 and noted is at the same that the company has not appointed Company Secretary during the year, but the company is taking necessary measures to appoint the same at the earliest and the company has not published its quarterly and annual accounts in newspaper with national circulation. The company will take necessary measures to follow the applicable rules.

**23. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since the company does not has the net worth of Rs.500 Crores or more, or turnover of Rs.1000 Crores or more, a net profit of Rs.5 Crores or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

**24. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has framed the following policies which are available on Company's website i.e., [www.dolphinmedicalservices.com](http://www.dolphinmedicalservices.com)

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarisation programme for Independent Directors
- Related Party Policy
- Code of Conduct

**25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

**A. Conservation of Energy:**

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

**B. Technology Absorption:**

1. Research and Development (R&D): NIL

2. Technology absorption, adoption and innovation: NIL

**C. Foreign Exchange Earnings and Out Go:**

Foreign Exchange Earnings: Rs.NIL

Foreign Exchange Outgo: Rs.NIL

**26. INSURANCE:**

The properties and assets of your Company are not insured.

**27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given loans or Guarantees or made investments during the year under review.

**28. CREDIT & GUARANTEE FACILITIES:**

The company has not given loans or Guarantees during the year under review.

**29. DISCLOSURE ABOUT COST AUDIT:**

Cost Audit is not applicable to the Company.