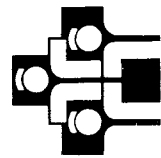
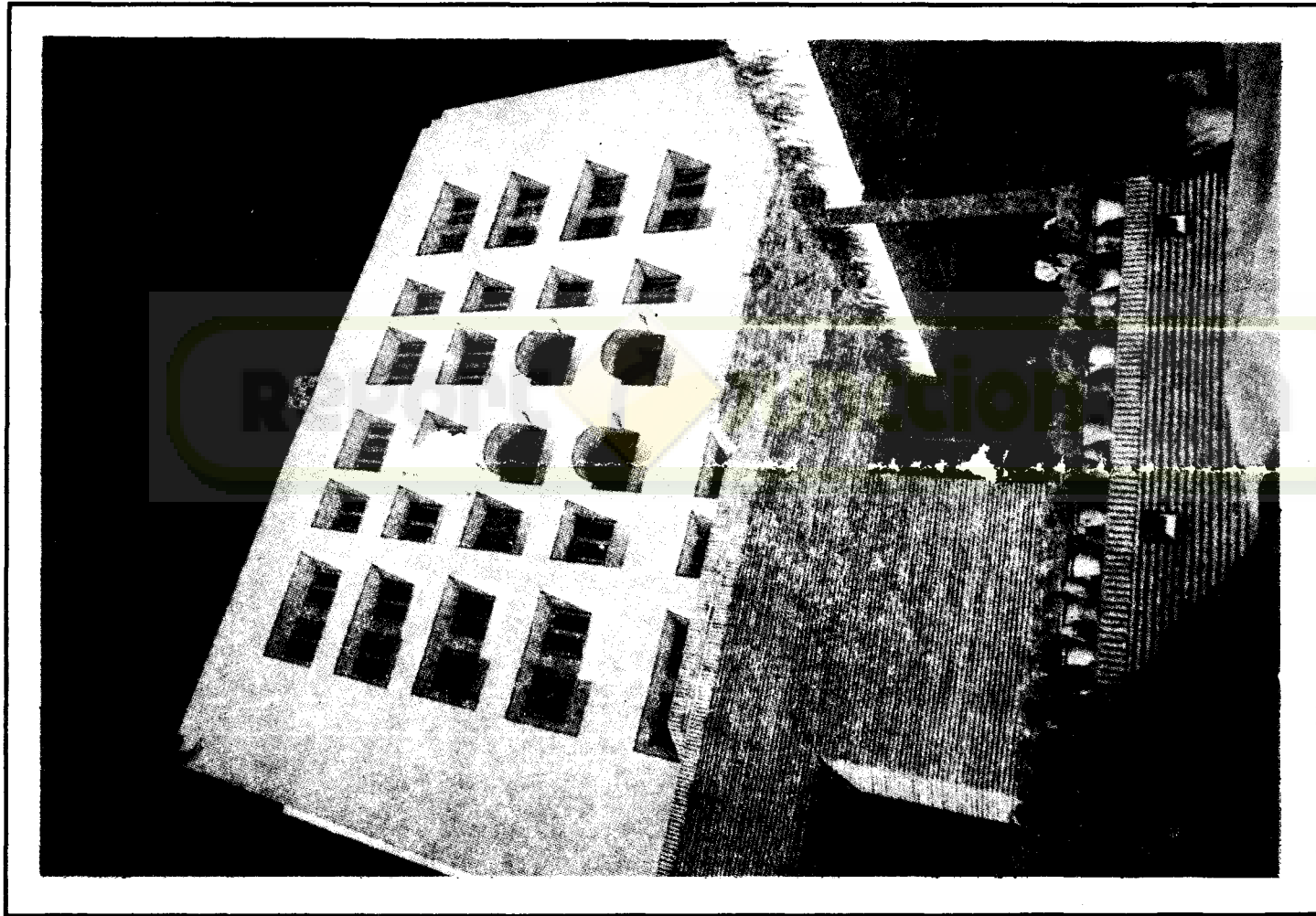


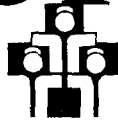
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Regency Hospital Ltd.

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Regency Hospital Ltd.

BOARD OF DIRECTORS

Shri R.L. SRIVASTAVA

Shri A.R. KAPOOR

Dr. ATUL KAPOOR

Dr. RASHMI KAPOOR

Smt. KULDEEP KAUR

Dr. S. C. ARYA

Shri ANIL KHEMKA

-Chairman

- Vice Chairman

- Managing Director

- Whole Time Director

- Nomine Director (IFCI)

- Director

- Director

AUDITORS

M/s. JAIN DHINGRA & ASSOCIATES

Chartered Accountants

KANPUR

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MAIN BANKERS

PUNJAB NATIONAL BANK

REGISTERED OFFICE

A-2 SARVODAYA NAGAR

KANPUR - 208 005

HOSPITAL

A-2 SARVODAYA NAGAR,

KANPUR - 208 005

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NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of REGENCY HOSPITAL LIMITED will be held on Saturday 19th October 2002 at 10.00 a.m. at the Registered Office of the Company at A-2, Sarvodaya Nagar, Kanpur - 208 005 to transact the following business :-

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended 31st March, 2002, Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Rashmi Kapoor, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a Director in place of Shri Anil Khemka, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED in furtherance to the Special Resolution passed by the Members at the Twelfth Annual General Meeting of the Company held on 29th November, 2001 that pursuant to Section 100 and other applicable provisions, if any, of the Companies Act, 1956 including any amendment there to or re-enactment thereof for the time being in force and subject to confirmation by the Court and such approvals, consents and sanctions and subject to such conditions as may be prescribed by any of them while confirming, granting such approvals, consents, permissions and sanctions which the Board of Directors of the Company be and is hereby authorised to accept, the Equity Share Capital of the Company of Rs. 8,04,53,000/- (Rupees Eighty Crores Four Lacs Fifty Three Thousand Only) comprising of 80,45,300 (Eighty Lacs Forty Five Thousand Three Hundred Only) Equity Shares of Rs. 10/- each fully paid up be reduced to Rs. 2,01,13,250/- (Rupees Two Crores One Lac thirteen Thousand Two Hundred Fifty) Only comprising of 80,45,300 (Equity Lacs Forty Five Thousand Three Hundred) Equity Shares of Rs. 2.50 each fully paid up.*

* RESOLVED FURTHER THAT the 80,45,300 (Eighty Lacs Forty Five Thousand Three Hundred) Equity shares of Rs. 2.50 each be consolidated into 20,11,325 (Twenty Lacs Eleven Thousand Three Hundred Twenty Five) Equity Shares of Rs. 10/- each fully paid up aggregating to Rs. 2,01,13,250/- (Rupees Two Crores One Lac Thirteen Thousand Two Hundred Fifty) Only.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to consolidate any fractions arising out of the aforesaid reduction and to dispose them of in such manner as may be beneficial to the shareholders and to distribute the proceeds thereof amongst the shareholders entitled to such proceeds in proportion to their respective holdings.*

* RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make necessary applications, petitions, etc. to appropriate authorities and to do all such acts, deeds, things and matters as may be necessary to give effect to the aforesaid resolution and also to agree such variations in the scheme of Capital Reduction as may be finalised in consultation with the financial institution(s) and /or as may be stipulated by the Court and/or any other authority while sanctioning the Company's petition/application.*

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

* RESOLVED in furtherance to the Special Resolution passed by the members at the Tenth Annual General Meeting of the Company held on 31st May, 1999 and subject to compliance of the applicable laws, rules, regulations and guidelines in force that consent of the Company be and is here by accorded to the Board of Directors of the Company to get the Equity Shares of the Company delisted from the Ahmedabad, Jaipur and Calcutta Stock Exchanges.

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Thirteenth Annual Report

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matter and things as may be necessary to give effect to the aforesaid resolution.*

Registered Office
A-2, Sarvodaya Nagar
Kanpur - 208 005

By Order of the Board

Dr. Atul Kapoor
Managing Director

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxy in order to be effective must be deposited at the registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. An Explanatory Statement pursuant to provisions of Section 173(2) of the Companies Act, 1956 in respect of special business under item No.s 5 and 6 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 27th September, 2002 to Monday, the 30th September, 2002, both days Inclusive.



**ANNEXURE OF THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173 (2) OF
THE COMPANIES ACT, 1956.**

Item No. 5 :

Under the Restructuring proposal sanctioned by the Financial Institution(s), the Company has been advised to effect reduction in paid-up Equity share capital of the Company to the extent of seventy five per cent. Accordingly the aggregate paid-up Equity share capital of the Company after effecting reduction will stand reduced to Rs. 201,13,250 as against the present paid-up capital of Rs. 804,53,000. It is proposed to reduce the face value of the Equity share of Rs. 10/- each of the Company by Rs. 7.50 per share and then to consolidate Four Equity shares of the reduced value of Rs. 2.50 each into One Equity share of Rs. 10/- each fully paid-up thereby retaining the aggregate paid-up capital at Rs. 201,13,250 comprising of 20,11,325 Equity Shares of Rs. 10/- each fully paid up.

In effect a shareholder holding 100 equity shares of Rs. 10/- each of the total nominal value of Rs. 1000/- would after consolidation as mentioned above will hold 25 equity shares of Rs. 10/- each with total paid up value of Rs. 250/-. As a consequence of reduction there may also be some cases involving fractions which will be consolidated together and sold in the market and the proceeds thereof after deduction of all costs, charges, and expenses will be distributed amongst the shareholders in proportion to their fractional shareholdings.

The reduction necessitated as a part of Restructuring proposal, requires approval of shareholders by Special Resolution as per the provisions of Section 100 of the Companies Act, 1956 and further confirmation by the Honorable High Court, subject however to prevailing law in force. Though the total holding of shareholders would get reduced by 75%, this would enable the Company to write off the losses to that extent. Thus the reduction in paid-up capital by Rs. 603,39,750 in aggregate would also result in reduction of accumulated losses by the equivalent amount. The reduction is also being effected in view of the accumulated losses as the Capital is not represented by the available assets.

Although the Members of the company at the last Annual General Meeting held on 29th November, 2001 accorded their approval for reduction of Capital but the same could not be given effect to and as a matter of abundant precaution it has been considered appropriate to obtain fresh approval of members in the matter. Your Directors consider that the reduction will help the Company to come out of its present financial problems and, therefore, recommend the resolution for acceptance.

None of the Directors of the Company is concerned or interested in the resolution.

Item No. 6 :

At the Tenth Annual General Meeting of the Company held on 31st May, 1999, the members had decided for delisting of Equity Shares of the Company from Ahmedabad, Jaipur and Calcutta Stock Exchanges as the Equity Shares of the Company did not witness any trading activity thereat over a fairly long period and the company has to incur expenditure on account of annual listing fee without any tangible benefit. It was also decided to continue listing with Mumbai Stock Exchange and Kanpur Stock Exchange, the Regional Stock Exchange as expansion of BOLT covering all major cities offered sufficient trading opportunities to members/investors across the country. Although the members of the company have already approved the delisting proposal, the same could not be implemented and as a matter of abundant precaution it has been considered desirable to obtain fresh approval of members in the matter. The delisting of Equity Shares will, however, be subject to necessary approvals and compliance of relevant guidelines and law in force. The Board recommends the resolution for approval.

None of the Directors of the company is concerned or interested in the resolution.

All the document mentioned in the Notice are available for inspection of members at the Registered Office of the Company during business hours on all working days upto the date of the meeting.

Registered Office
A-2, Sarvodaya Nagar
Kanpur - 208 005

By Order of the Board

Dr. Atul Kapoor
Managing Director

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Thirteenth Annual Report

DIRECTORS' REPORT

To,
The Members of
Regency Hospital Limited,

Your Directors have pleasure in presenting herewith the Thirteenth Annual Report and audited Statement of Accounts of the Company for the year ended 31st March, 2002.

FINANCIAL RESULTS

The summarized financial performance of the Company for the financial year ended 31st March, 2002 as compared to previous year is as under :

PARTICULARS	Amount (Rs. in Lacs)	
	2001-2002	2000-2001
Total income	1219.44	1108.79
Profit /(Loss) before finance Charges and Depreciation	162.12	149.03
Less : finance Charges	141.65	202.18
Profit/(Loss) before Depreciation	20.47	(53.15)
Less : Depreciation	172.73	168.90
Net Profit/(Loss) before tax	(152.26)	(222.06)
Add : Loss brought forward from previous year	(1385.48)	(1974.80)
Add : Remission of interest by Financial Institutions	0	811.38
Total loss carried to Balance Sheet	(1537.74)	(1385.48)

OPERATIONS

The profit before depreciation, finance changes and tax was Rs. 162.12 Lacs as compared to Rs. 149.03 Lacs in the previous year. Your Company has registered the growth in turnover around 10% as compared to the previous year. The improvement in the performance in the company is mainly on account of improvement in operational efficiencies coupled with lower incidence of financial charges upon implementation of sanctioned restructuring/one time settlement scheme.

During the year in the review your hospital has been accorded further recognition from defence establishments and other institutions, which will further improve the hospital revenue. The expansion programme envisaged for creation of additional beds in general ward is nearing completion, which is expected to generate additional revenue with minimum operational cost.

Based on the present trends your directors are confident that barring unforeseen circumstances the performance of the company will further improve during the current year.

FINANCE

The restructuring proposal sanctioned by financial institution is under implementation stage. During the year promoters have mobilised additional funds of Rs. 31,74 lacs towards repayment of institutional dues.

AUDIT COMMITTEE

During the year under review audit committee of the board consisting of Mr. R.L. Srivastava, Chairman, Dr. Atul Kapoor Managing Director, Mrs. Kuldeep Kaur, IFCI Nominee and Shri. Anil Khemka director was constituted with terms of reference inline with provisions of Section 292 A of the Companies Act 1956.