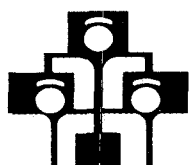
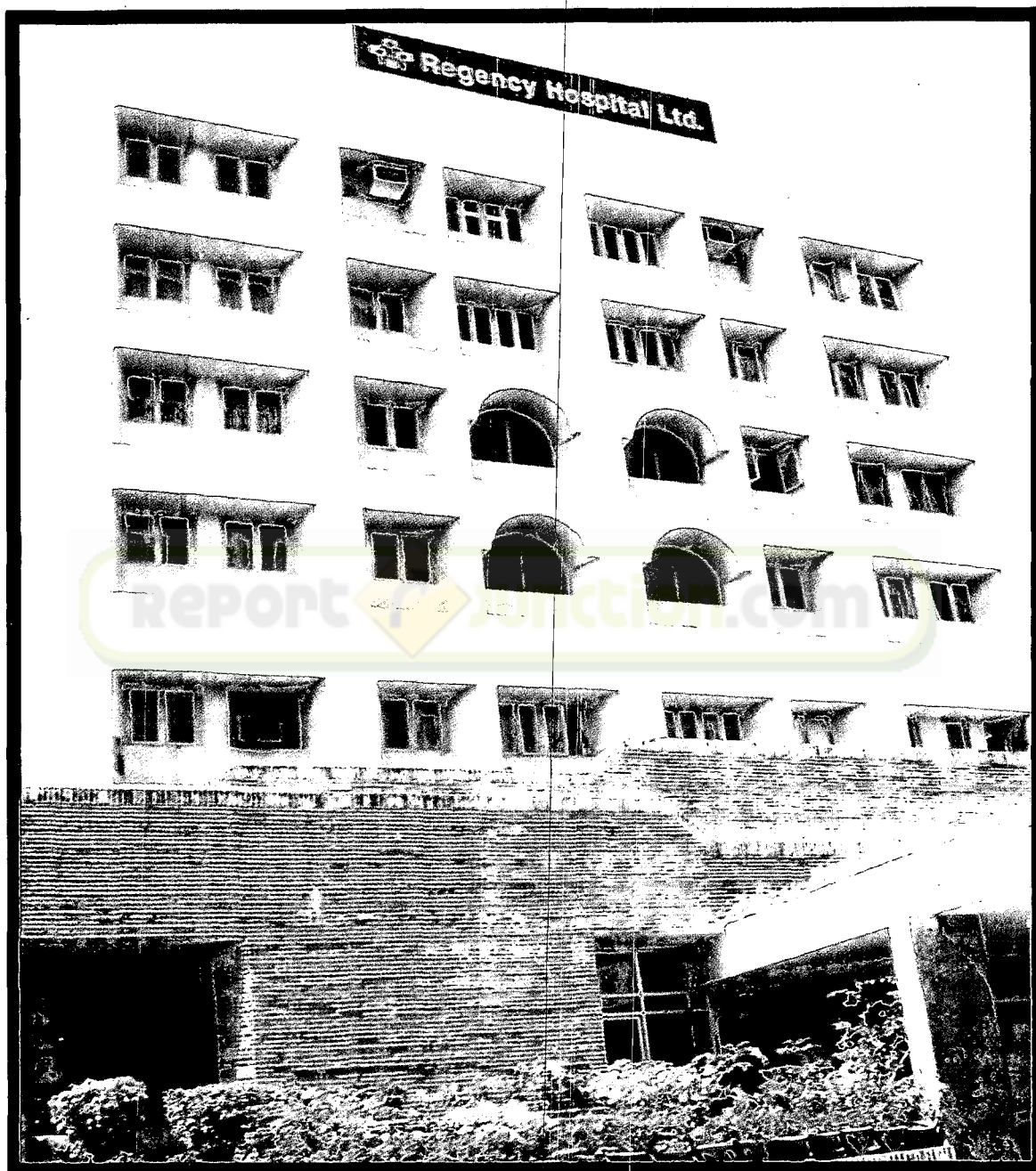


2008-2009



Regency Hospital Ltd.

A-2, Sarvodaya Nagar, Kanpur . Ph. : 0512-2212001-05, 2242201-10
E-mail : rhl-999@sancharnet.in • Visit Us At : www.regencyhospital.in

Regency Hospital Ltd.

BOARD OF DIRECTORS

SHRI R. L. SRIVASTAVA

DR. ATUL KAPOOR

DR. RASHMI KAPOOR

SHRI ANIL KUMAR KHEMKA

DR. SHYAM SWARUP AGARWAL

- Chairman
- Managing Director
- Whole Time Director
- Director
- Director

AUDITORS

M/s. JAIN DHINGRA & ASSOCIATES

Chartered Accountants

KANPUR

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MAIN BANKERS

BANK OF BARODA, S.S.I. BRANCH,
SARVODAYA NAGAR,
KANPUR

REGISTERED OFFICE

A-2, SARVODAYA NAGAR,
KANPUR - 208005

HOSPITAL

A-2, SARVODAYA NAGAR,
KANPUR - 208 005

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NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of REGENCY HOSPITAL LIMITED will be held on Wednesday, 12th August, 2009 at 10.00 A.M. at the Registered Office of the Company at A-2, Sarvodaya Nagar, Kanpur-208005 to transact the following business:-

1. To receive, consider and adopt the Audited Profit & Loss Account for the period ended 31st March, 2009, Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri R.L. Srivastava, who retires by rotation and being eligible offers himself for re-appointment.
3. 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 :

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

"RESOLVED THAT Dr. Shyam Swarup Agarwal, who was appointed as Additional Director of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 from a Member signifying his intention to propose his candidature for the office of the Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging, hypothecating or charging of all or any of the assets or properties of the Company, movable or immovable, both present and future, including the whole or substantially the whole of the undertaking of the Company for securing the financial assistance amounting to Rs. 1463.01 Lacs extended by Bank of Baroda together with interest, cost, charges, expenses and any other money payable by the Company to the aforesaid Bank as per the terms of sanction and agreement and documents executed for the purpose.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute all necessary documents and to do all acts, deeds, matters and things as may be necessary for the purpose of giving effect to the above resolution and all acts and deeds of Directors in connection with this matter as above, be and are hereby confirmed and ratified."

Registered Office :
A-2, Sarvodaya Nagar,
Kanpur-208005

By Order of the Board

(Dr. Atul Kapoor)
Managing Director

Dated: 25th June, 2009

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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 the provisions of Section 173 (2) of the Companies Act, 1956 in respect of Item Nos. 4 and 5 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 8th August, 2009 to Wednesday, 12th August, 2009 (both days inclusive).
4. In terms of Clause 49 of the Listing Agreement information on Directors seeking appointment at this Annual General Meeting is as under :



Particulars	Shri R.L. Srivastava	Dr. Shyam Swarup Agarwal
Date of Birth and Age	16.07.1939 (70 Years)	05.07.1941 (68 Years)
Appointed on	28.10.2000	22.10.2008
Qualifications	M.S, DDIM	MD, FRCP
Expertise in specific functional areas	Finance and Administration	Medical
Directorship held in other Public Companies (excluding Foreign Companies)	Sir Sadilal Enterprises Limited	---
Memberships / Chairmanships of committees across public Companies.	NIL	NIL

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173 (2)
OF THE COMPANIES ACT, 1956.****Item No.4:**

The Board of Directors of the Company at its meeting held on 22nd October, 2008 appointed Dr. Shyam Swarup Agarwal as an Additional Director and in terms of provisions of Section 260 of the Companies Act, 1956, he holds office upto the date of the Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 alongwith requisite deposit from a Member proposing the candidature of Dr. Shyam Swarup Agarwal as a Director of the Company. Dr. Shyam Swarup Agarwal has vast and varied experience in medical services and his continuance on the Board will immensely benefit the Company. The Board recommends the resolution for acceptance.

None of the Directors of the Company except Dr. Shyam Swarup Agarwal himself may be considered as concerned or interested in the resolution.

ITEM NO. 5

Under the debt swap arrangement finalized by the Company, the entire outstanding liability of Kotak Mahindra Bank Limited has been taken over by Bank of Baroda which is secured by Equitable mortgage of the immovable properties and creation of charge on other assets of the Company.

As the mortgaging or charging of the Assets in the manner aforesaid may amount to disposal of whole or substantially the whole of the undertaking of the Company, approval of the Members is being sought in terms of the provisions of Section 293(1)(a) of the Companies Act, 1956. The Board recommends the proposed resolution for acceptance by the Members.

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

Registered Office:
A-2, Sarvodaya Nagar,
Kanpur-208005

By Order of the Board

(Dr. Atul Kapoor)
Managing Director

Dated: 25th June, 2009

DIRECTORS' REPORT



To,
The Members of
REGENCY HOSPITAL LIMITED

Your Directors have pleasure in presenting herewith the Twentieth Annual Report and audited Statement of Accounts of the Company for the period ended 31st March, 2009.

FINANCIAL RESULTS

In view of the change in financial year of the Company, the financial results pertain to a period comprising of nine months from 1st July, 2008 to 31st March, 2009. The summarized financial results of the Company for the period ended 31st March, 2009 as compared to previous period are as under:

Amount
(Rs. in Lacs)

PARTICULARS	2008-09 (9 Months)	2007-2008 (15 Months)
Total Income	2439.18	3361.64
Profit/(Loss) before Interest ,Depreciation,Taxation and Extra Ordinary item	538.79	687.94
Less : Depreciation	184.14	282.19
Less: Finance Charges	271.57	307.37
Profit before Taxation and Extra ordinary Item	83.08	98.38
Provision for Taxation:		
Current Tax	7.47	11.15
Fringe Benefit Tax	1.16	3.50
Deferred Tax Assets/ Liability	(304.22)	0.00
Mat Credit Entitlement	(18.75)	0.00
Excess Provision of Tax Written back	(3.17)	0.00
Profit After Tax	400.59	83.73
Balance brought forward from Previous period	83.73	(1150.74)
Less : Transfer to Business Reorganization Reserve	0.00	(1150.74)
Balance Carried forward to Balance Sheet	484.32	83.73

OPERATIONS

During the period under review, the company has recorded total income of Rs.2439.18 Lacs representing an increasing of 20.93% over the previous period on annualized basis. The operations have resulted in a Profit before tax Rs.83.08 Lacs in nine months period in compare to Rs.98.38 Lacs in 15 Months in previous period.

During this period, the Company has acquired a new angiography machine and added a new general ward of 20 beds involving a capital outlay of Rs. 250 Lacs. Likewise, it is also contemplating a capital expenditure of Rs. 200 Lacs towards additional General ward of 35 beds and a new ICU ward of 10 beds which is essentially required to meet the growing demand from public, corporate and other undertakings.

DIVIDEND

Keeping in view the requirement of resources for upgradation and the meager profits, it is proposed to skip the payment of dividend.

FINANCE

In addition to steps already taken in earlier year to rejuvenate the Company, your Directors are pleased to report that the financial assistance, both term loans and working capital is having availed from public sector bank from March, 2009 instead of a private bank earlier which will result a saving of interest due to reduction of rate about 4 percent per annum.

DIRECTORS

During the period under review Dr. Shyam Swarup Agarwal was inducted as an Additional Director on the Board who holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment.

In view of the settlement of liability, Kotak Mahindra Bank Limited withdrew the nomination of Shri Eshwar Raman Karra and Dr. S.C Arya resigned from the Board during the year. The Board places on record its appreciation of the valuable contribution made by Shri Eshwar Raman Karra and Dr. S.C Arya during their tenure as Directors of the Company.

In terms of the provisions of Section 256 of the Companies Act, 1956, read with Articles of Association of the Company, Shri R.L. Srivastava, Director retires from Board by rotation and is eligible for re-appointment.

AUDITORS

M/s. Jain Dhingra & Associates, Chartered Accountants, Kanpur, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and they are eligible for re-appointment. The observations of Auditors in their Report read with notes to the Accounts are self explanatory and do not call for any further explanation.

STATUTORY INFORMATION :

A. PARTICULARS OF EMPLOYEES

As none of the Employees of the Company was in receipt of remuneration in excess of the limits prescribed, particulars of Employees under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of

Employees) Rules, 1975 as amended are not required to be given.



B. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Although operations of the Company are not energy intensive, steps are being taken to conserve energy in all possible areas. As the Company is engaged in the business of dispensation of Medical services, particulars relating to conservation of Energy in the prescribed format and Technology Absorption as required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 being inapplicable are not given. There have been no earnings expenditure in foreign exchange during the year under review.

C. LISTING INFORMATION

The Equity Shares of the Company are mainly listed at Kanpur and Mumbai Stock Exchanges and the Annual Listing Fee is paid. The Company has already filed an application for admission of equity shares at NSDL and CDSL which is under consideration.

D. CORPORATE GOVERNANCE

A separate Section on Corporate Governance forming part of the Directors' Report and the Certificate from the Company's Auditors confirming the compliance of the conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

E. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 and based on the information provided by the management, your Directors state that:-

- a) *In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures.*
- b) they have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as 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 of the Company for that year.
- c) they have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Companies Act, 1956, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.



ACKNOWLEDGEMENTS

Your Directors are pleased to place on record their sincere thanks to the Financial Institutions, Banks and various Government Authorities for the support and co-operation extended to the Company and place on record their appreciation for the sincere and devoted services rendered by all employees of the Company at all levels. Your Directors are especially grateful to the shareholders for reposing their trust and confidence in the Company.

By Order of the Board

Place: Kanpur

Date: 25th June, 2009

(R. L. SRIVASTAVA)
CHAIRMAN

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