



# Dolphin

## Medical Services Limited

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, THE 29<sup>TH</sup> SEPTEMBER, 2011 AT 9.30 A.M AT NENI HI-TECH CLUB, 169, LAL BUNGALOW, OLD AIRPORT ROAD, NEW BOWENPALLY, SECUNDERABAD - 500 011, ANDHRA PRADESH.

### **DIRECTORS PRESENT:**

Dr. G. V. Mohan Prasad  
Dr. M. Lakshmi Sudha

### **MEMBERS PRESENT:**

Present in person: **16**  
Present by Proxy: **Nil**

### **IN ATTENDANCE:**

Mr. Gopireddy Malyadri - Company Secretary in Practice

At the request of the members present, Dr. G.V.Mohan Prasad, Managing Director of the Company occupied the Chair and conducted the proceedings.

- The Chairman informed the meeting that the Register of Members and the Register of Director's shareholding are kept open and accessible during the continuance of the meeting.
- The Chairman declared that the required quorum was present and called the meeting to order.
- With the consent of the members present, the notice of the meeting was taken as read.
- At request of the Chairman, Mr. Gopireddy Malyadri, Practicing Company Secretary read the Auditors' Report to the members.
- The Chairman delivered his speech and conducted the business as set out in the notice of the meeting.

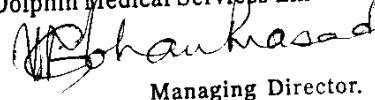
### **ORDINARY BUSINESS:**

#### **Item No.1:**

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

The Chairman informed the members that the Directors are pleased to deal with any question(s) on the accounts.

For Dolphin Medical Services Limited

  
Managing Director.



# Dolphin

**Medical Services Limited**

- 2 -

After clarifying all the queries raised by the Shareholders on the accounts, the Chairman presented the following Resolution as an ordinary resolution to the members for approval.

RESOLVED that the Audited Balance Sheet of the Company as on 31<sup>st</sup> March 2011 and Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted.

The Resolution was proposed by Mr. Rama Rao J and seconded by Mr. Mukharjee B the members of the Company.

On being put to vote by the Chairman, it was passed unanimously by show of hands.

## **Item No.2:**

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

The Chairman presented the following Resolution as an ordinary resolution to the members for approval.

RESOLVED that Mr. M. Narendra Seena Karkera, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

The Resolution was proposed by Mr. Y Srinivas Naveen and seconded by Mr. Hanumantha Rao Ch.

On being put to vote by the Chairman, it was passed unanimously by show of hands.

## **Item No.3:**

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

The Chairman presented the following Resolution as an ordinary resolution to the members for approval.

RESOLVED THAT Pursuant to Section 224 and other applicable provisions if any, of the Companies Act, 1956, M/s. Pinnamaneni & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration at a remuneration as may be decided by the Board of Directors.

The Resolution was proposed by Mr. K Srinivas and seconded by Mr. Tulasi Rao V

On being put to vote by the Chairman, it was passed unanimously by show of hands.

For Dolphin Medical Services Limited

  
Managing Director.



# Dolphin

## Medical Services Limited

- 3 -

### **SPECIAL BUSINESS:**

#### **Item No.4:**

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

The Chairman informed to the members attended the meeting that the resolution number 4 shall be passed by way of special resolution whereas in the notice sent to the members, due to oversight, it was mentioned as ordinary resolution, however, in the explanatory statement it was mentioned as special resolution and provided all the information required for special resolution. Therefore, the members are requested to pass the following Resolution as special resolution.

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 and other applicable provisions, if any of the Companies Act, 1956, approval of the members be and is hereby given to fix the remuneration to Dr. G.V. Mohan Prasad, Managing Director of the Company on the salary, allowance and other perquisites which are stated below for a period of 2 years from 11<sup>th</sup> September 2011:

**A. Salary:** Rs.2,35,000/- per month (excluding perquisites of Rs.15,000/- per month)

**B. Perquisites:** Perquisites in Part-A will be restricted to amount equivalent to Rs.15,000/- Expenditure incurred by the Company under part-B will not be considered for computation of ceiling on perquisites to the extent they are not taxable under the Income Tax Act. Expenditure incurred by the Company under part-C will not be considered as perquisites. Subject to the above, the Managing Director will be allowed the following.

#### **PART - A**

- i) Housing including Gas, Electricity, Water and furnishings (Non-interchangeable):
  - a) Expenditure incurred by the company on hiring unfurnished accommodation is limited to 20% of his salary over and above 10% payable by the Managing Director.
  - b) Expenditure incurred by the company on Gas, Electricity, Water and furnishings will be evaluated as per the Income Tax Act Rules and will be subject to a ceiling of 10% of the salary.
  - c) In case, no accommodation is provided, House Rent allowance not exceeding 20% of the salary will be payable. In case the accommodation is in a Company owned House, he shall pay by way of rent an amount equivalent to 10% of his salary.
- ii) **Medical benefits for self and family:** Reimbursement of expenses actually incurred, the total cost per annum of which to the company shall not exceed one month's salary or 3 months' salary in a block of 3 years.

For Dolphin Medical Services Limited

Managing Director.



# Dolphin

## Medical Services Limited

- 4 -

- iii) **Leave Travel Concession:** Leave Travel concession for self and family once in a year in accordance with the rules of the company.
- iv) **Personal Accident Insurance:** Actual premium not to exceed Rs.6,000/-
- v) **Fees of clubs:** Subject to a maximum of 2 clubs. No admission fee or life membership fee is paid by the company.

### **PART - B**

- i) **Company's contribution towards Provident Fund:** As per the rules of the company, but not to exceed 12% of salary or such higher rate as is not taxable under the Income Tax Act, 1961.
- ii) **Company's Contribution towards Pension/Superannuation Fund:** As per the rules of Company, but it shall not, together with the company's contribution to Provident Fund, exceed 25% of the salary as laid down in the Income Tax Act, 1961 or such higher rate as is not taxable under the Income Tax Act, 1961.
- iii) **Gratuity:** Not to exceed half month's salary for each completed year of Service, as per the applicable act.
- iv) **Privilege Leave:** On full pay and allowances, as per the rules of the company but not exceeding one months leave for the every 11 months of service subject further to the condition that Leave accumulated but not availed of will not be allowed to be encashed.

### **PART - C**

- i) **Car:** Use of Car for Company's business is provided. However, the Managing Director shall pay for use of the Car for personal purpose.
- ii) **Telephone:** Telephone facility will be provided at residence. All long distance personal calls shall be logged and paid by the Managing Director
- iii) **Others:** Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the Company's business and/or allowances as per the Company's rules.

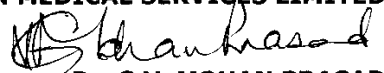
The Resolution was proposed by Mr. J Venkateswara Rao and seconded by Mr. K Sree Ranganayakamma

On being put to vote by the Chairman, it was passed unanimously by show of hands.

The Chairman announced the conclusion of the meeting and thanks the shareholders for their co-operation in conducting the business of the meeting and Mr. Gopireddy Malyadri, company Secretary proposed vote of thanks to members.

Place : Hyderabad  
Date : 10.10.2011

By order of the Board  
For DOLPHIN MEDICAL SERVICES LIMITED

  
Dr. G.V. MOHAN PRASAD  
CHAIRMAN