

## DHANVANTRI JEEVAN REKHA LIMITED

CIN: L85110UP1993PLC015458  
 Registered Office: 1- Saket Meerut UP 250003  
 Ph: 0121-2648151-52, 2651801, Fax: 2651803  
 E-mail: dhanvantrihospital@gmail.com Website: www.djrl.org.in

## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of M/s DHANVANTRI JEEVAN REKHA LIMITED will be held on Monday the 25<sup>th</sup> day of September, 2017 at Western U.P. Chamber of Commerce & Industry, Bombay Bazar, Meerut at 10.00 A.M. to transact the following business:

- ORDINARY BUSINESS:**
- To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017 and the statement of Audited Profit & Loss Account for the year ended on that date, Cash Flow Statement along with the Report of the Directors and Auditors thereon.
  - To Re-appoint Ms. Shalini Sharma (DIN: 03530674), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
  - 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 139 of the Companies Act, 2013 (Act) and all other applicable provisions, if any of the Act and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s K.K. Jain & Co., Chartered Accountants, [Firm Registration No. 02465N], as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, i.e., 25<sup>th</sup> Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors."

**SPECIAL BUSINESS:**

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:  
 "RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Dr. V.S. Phull (DIN 00617947) upon attaining the age of 70 (Seventy) years on 24/04/2016 upto the expiry of his present term of office, on the existing terms and conditions as mentioned in the Board Resolution dated August 8th 2015 duly approved by shareholders at AGM."
- "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".
- Alteration/ Adoption of Object Clause of the Memorandum of Association of the Company as per Companies Act, 2013.  
 To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, existing object Clause 3(b), 3(c) be and are hereby substituted by inserting Clause 3(b) containing objects Incidental or Ancillary to the attainment of the Main Objects from 1 to 148 as per draft MOA.  
**RESOLVED FURTHER THAT** The Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

- Alteration/ Adoption of New Set of Articles of Association of Company as Per Companies Act, 2013  
 To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED pursuant to the provisions of sections 5, 14 and 15 of the Companies Act, 2013, and Schedule I enacted thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act 2013, that a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company."

Place: Meerut  
 Date: 11.08.2017

For & on Behalf of the Board of Directors  
 Sd/-  
 (Premjit S. Kashyap)  
 CHAIRMAN

## Notes:

- 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. Proxies, to be effective shall be duly filled, stamped, signed and deposited, not less than 48 hours before the commencement of the Meeting at the Registered Office of the Company. Pursuant to provision of section 105 of The Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority/, as applicable. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Members are requested to bring their Annual Report along with them as extra copies will not be supplied due to high cost of paper & printing.
- Members are requested to bring their attendance slip duly completed and signed at the meeting and quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the Meeting.
- Bodies' Corporate members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote at the meeting.
- A member desirous of obtaining any information on accounts of the company at the Annual General Meeting is requested to forward such queries to the company at least ten days prior to the meeting enabling the Management to keep the information ready.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
9. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed with this notice.
10. The company's Register of Members and Share Transfer Book will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive).
11. Members may also note that the notice of the Twenty Fourth Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website @ [www.djrl.org.in](http://www.djrl.org.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Meerut for inspection during normal business hours on all the working days except Saturdays.
12. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide its members, the facility to exercise their right to vote at the Twenty Fourth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members for voting electronically are as under:-

The voting period begins on Friday, 22nd Day of September, 2017 at 9:00 A.M. and ends on Sunday, 24th day of September, 2017 at 5.00 P.M. 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) of Monday, 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
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. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **DHANVANTRI JEEVAN REKHA LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual/ Institutional Shareholders and Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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 & password. The Compliance user would be able to link the account(s) 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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).
- (A) The Board of Directors has appointed Mr. Dinesh Kumar Gupta, Company Secretary in practice, 164, Civil lines, Behind Baijal Bhavan, Meerut, U.P. 250001 (Membership No: F5226) (C.P. No: 3599) as a scrutinizer to process the e-voting and submit a report to the chairman.
- (B) Mr. Pankaj Gupta, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this 24<sup>th</sup> Annual General Meeting including e-voting, his mail ID is [ghanvantrihospital@gmail.com](mailto:ghanvantrihospital@gmail.com) and may be contacted on phone no. 0121-2648151, 52, 2651801.
- (C) The Notice of the 24<sup>th</sup> Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i.e. 18th August, 2017 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company ([www.djrl.org.in](http://www.djrl.org.in)).
- (D) The voting rights of shareholders shall be in proportion to their shareholding of paid-up share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. 18th September, 2017) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot.
- (E) Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically. However, in case shareholder cast their vote through e-voting as well as physically, then voting done through e-voting will prevail.
- (F) The results of voting shall be declared within two (2) days of the 24<sup>th</sup> Annual General Meeting convened for the purpose. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website ([www.djrl.org.in](http://www.djrl.org.in)), CDSL Website and shall also be communicated to the Stock Exchanges (BSE).

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO. 2

Details of director's seeking appointment/re-appointment as required under the provisions of SEBI (listing obligation and disclosure requirements) regulations, 2015. The details are provided in the corporate governance section of the Annual Report (Annexure 'C').

##### ITEM NO. 4

The shareholders of the company at the 22nd AGM held on 29th September 2015 approved re-appointment of Dr. V.S. Phull as an Managing Director of the company for a period of five years through an ordinary resolution.

Dr. V. S. Phull attained the age of 70 years on 24/04/2016.

In view of introduction of Companies Act, 2013, the company seeks consent of members by way of special resolution for continuation of their existing office after the age of 70 years during the currency of their term of appointment under the provisions of section 196(3)(a) of Companies Act 2013.

The Board therefore recommends the special resolution for your approval.

##### ITEM NO.5

The existing Memorandum of Association are in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 ("New Act"). It is proposed to recast it with some alterations and additions to confirm to the provisions of new Companies Act, 2013.

None of the Directors and their relatives is concerned or interested in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

A copy of the proposed amended Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

##### ITEM NO. 6

The old Articles of Association was drafted under the provisions of the Companies Act, 1956. It is proposed to recast it with some alterations and additions to confirm to the provisions of new Companies Act, 2013.

None of the Directors and their relatives is concerned or interested in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

A copy of the proposed amended Article of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

Place: Meerut  
Date: 11.08.2017

For & on Behalf of the Board of Directors  
Sd/-  
(Premjit S. Kashyap)  
CHAIRMAN