

# **AASDA LIFE CARE LIMITED**

**[Formerly Known as Finaventure Capital Limited]**

**25th Annual Report**

**2009-2010**

## CONTENTS

### **AASDA LIFECARE LIMITED**

Company Information .....	2
Notice .....	3
Directors' Report .....	8
Management Discussion & Analysis .....	11
Corporate Governance Report .....	12
Auditors' Report .....	19
Balance Sheet .....	22
Profit & Loss Account .....	23
Schedules .....	24
Notes forming part of the Accounts .....	27
Cash Flow Statement .....	31
Balance Sheet Abstract .....	32

### **AANJANEYA LIFECARE LIMITED**

Directors' Report .....	34
Auditors' Report .....	39
Balance Sheet .....	42
Profit & Loss Account .....	43
Schedules .....	44
Notes forming part of the Accounts .....	51
Balance Sheet Abstract .....	56
Cash Flow Statement .....	57

### **CONSOLIDATED FINANCIAL STATEMENTS**

Auditors' Report .....	58
Balance Sheet .....	59
Profit & Loss Account .....	60
Schedules .....	61
Notes forming part of the Accounts .....	68

## COMPANY INFORMATION

Kashi Vishwanathan	Chairman
Kannan Vishwanath	Managing Director
Dr. Ullooppee Badade	Additional Director
Dharmpal Badade	Additional Director

### Company Secretary

Smita Tambe

### Registered Office

Aanjaneya House, Plot No. 34, Postal Colony,  
Chembur, Mumbai: 400 071.

### Auditors

Sunil Mistry & Co.  
Chartered Accountants

### Bankers

HDFC BANK LIMITED

### Registrar & Share Transfer Agents

Link Intime India Private Limited

**25<sup>th</sup> Annual General Meeting at**  
Acres Club, 411 – B, Hemu Kalani  
Marg, Sindhi Society, Chember,  
Mumbai: 400071 on **Thursday, 30<sup>th</sup>**  
**September 2010 at 11.30 A.M.**

# AASDA LIFE CARE LIMITED

[Formerly Known as Finaventure Capital Limited]

## NOTICE

Notice is hereby given that the **Twenty Fifth** Annual General Meeting of the Members of **AASDA LIFE CARE LIMITED** [Formerly Known as *Finaventure Capital Limited*] having its Registered Office at Aanjaneya House, Plot No: 34, Postal Colony, Chembur, Mumbai: 400 071, will be held on **Thursday, 30<sup>th</sup> September 2010** at Acres Club 411 – B, Hemu Kalani Marg, Sindhi Society, Chember, Mumbai: 400071 at **11.30 A.M.** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, adopt and approve the Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended as on that date along with Reports of the Directors' and Auditor's thereon.
2. To consider declaration of dividend.
3. To appoint a Director in place of Mr. Kashi Vishwanathan, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s. Sunil Mistry & Co., Chartered Accountants as Auditors of the Company and to fix their remuneration.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and 311 of the Companies Act, 1956 and further subject to the provisions of Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof) and further subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Kannan Vishwanath as the Managing Director of the Company for the term of **Five years commencing from January 25, 2010 and ending on January 24, 2015** upon the terms and conditions including remuneration as set out in the draft agreement submitted to the meeting duly initialed, for the purpose of identification, which draft agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or the Agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between the Board of Directors and Mr. Kannan Vishwanath."  
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to obtain necessary approvals/to file with the Registrar of Companies, Mumbai, Maharashtra all the necessary Form/documents to carry out the effect of the above resolution and further to initiate and undertake all such steps as may be deemed expedient by him to give effect to this resolution for and on behalf of the Board of Directors of the Company."
6. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Dr. Ullooppee Badade who was appointed as an Additional Director by the Board under Section 260 of the Companies Act, 1956 and applicable Articles of the Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose her as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."
7. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mr. Dharmpal Badade who was appointed as an Additional Director by the Board under section 260 of the Companies Act, 1956 and applicable Articles of the Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."
8. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act 1956 the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association duly incorporating all provisions of Public Limited Company."

For and On behalf of the Board of Directors

Place: Mumbai  
Date : 25/08/2010

KANNAN VISHWANATH  
Managing Director

**NOTES:**

**(a) Proxy:**

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company.

Proxies in order to be effective must be received by the Company at its registered Office not less than 48 hours before the meeting

**(b) Book Closure:**

- I. The Register of Members & Share Transfer Books of the Company will remain closed from **Friday, 24<sup>th</sup> September 2010 to Thursday, 30<sup>th</sup> September 2010** (both days inclusive) for the purpose of 25<sup>th</sup> Annual General Meeting.
- II. Members of the Company holding more than one Share Certificate in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant Equity Share Certificates to the Company's Registrar & Share Transfer Agent.

**(c) Dividend Payment:**

- I. The dividend, as recommended by the Board, if declared at the Annual general meeting, will be paid within Thirty days of said meeting to those members whose names stand registered on the company's Register of Members:
  - i. As Beneficial Owners as at the end of business hours on 24<sup>th</sup> September 2010 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of shares held in Demat form.
  - ii. As Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the company, on or before 24<sup>th</sup> September 2010.
- II. The shareholders are requested to furnish their Bank Account number, the name of the Bank and the Branch where they would like to deposit the Dividend Warrants for encashment. These particulars will be printed on the cheque portion of Dividend Warrants besides the name of the shareholders so as to avoid fraudulent encashment of warrants. The above mentioned details should be furnished by the first/sole shareholder, directly to the Registrar & Transfer Agents, quoting the folio number.
- III. The Company is also offering the facility of Electronic Clearing Service (ECS) for shareholders residing in specified cities. This facility could be used by the shareholder instead of Bank Mandate system for receiving the credit of Dividend. To avail this facility, the shareholders are requested to fill in the enclosed option form and send the same to Registrar & Transfer Agents.

**(d) Nomination Facility:**

Pursuant to Section 109A of the Companies Act, 1956 individual Shareholders holding Shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares of the Company shall vest in the event of death of the sole/ all joint Shareholders. Members may kindly get in touch with the Secretarial Department at the Company at its registered Office, for inquiries in this regard.

**(e) Inspection:**

The Company has been maintaining inter alia, the following statutory registers at its registered office at Mumbai, which are open to inspection of members and others as prescribed in the respective sections of the Companies Act, 1956 as specified below:

- I. Register of contract with companies and firms in which Directors are interested under Section 301 of the Companies Act, 1956 on all working days during business hours.
- II. Register of Directors' shareholdings under Section 307 of the Companies Act, 1956 on all working days during business hours during the period beginning fourteen days before the date of Annual General Meeting and ending three days after the date of its conclusion.

**AASDA LIFE CARE LIMITED**  
[Formerly Known as Finaventure Capital Limited]

(f) **Shareholders' Information:**

- I. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- II. Shareholders desiring any information with regard to the Accounts are requested to write to the company at least 10 days in advance so as to enable the company to keep the information ready at the meeting.

(g) **Explanatory Statement:**

The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.

(h) **Change of Address:**

Members are also requested to notify **CHANGE OF ADDRESS** if any, immediately to the Company's Registrar of Share Transfer Agent by quoting their Registered Folio number(s):

**LINK INTIME INDIA PRIVATE LIMITED**

**Unit: AASDA LIFE CARE LIMITED [FORMERLY FINAVENTURE CAPITAL LIMITED]**

C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai: 400 078.  
Ph. 022 25963838 ; Fax: 022 25946969.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:**

**Item No.5:**

Mr. Kannan K. Vishwanath [hereinafter referred to as the said Director], aged 34 years, was proposed as the Managing Director of our Company by your Board at their meeting held on January 25, 2010. The said Managing Director is responsible for guiding the company's management and global operation to its next phase of growth. He holds a bachelor's degree in chemical engineering from University of Pune and Masters degree in Business Administration (MBA) from the Hamilton College USA. He has been conferred an Honorary Doctorate (Honoris Causa) from International University of Vienna, Austria. He is also a member of the Indo American Chamber of Commerce. The said Director has an experience of 10 years in the pharmaceutical industry. Presently, he is responsible for spearheading the management and operations of our Company.

In view of the above and taking into consideration the leadership qualities, your Board proposes to designate Mr. Kannan Vishwanath as the Managing Director of the Company on the remuneration package as detailed below and as approved by the Remuneration Committee.

**CATEGORY**

**PARTICULARS**

**Basic Salary**

Upto maximum Rs.50,000/- (Rupees Fifty Thousand Only) per month or Rs. 6,00,000/- (Rupees Six Lacs Only) per annum based on merit and taking into account the Company's Performance.

**Perquisites and Allowances**

**Category A**

**Medical Reimbursement:** Medical expenses actually incurred for self and family shall be reimbursed by the Company under the medi claim Policy.

**Leave Travel Concession:** Company shall provide leave travel fare for the Managing Director and his family once a year, anywhere in India as per the Rules applicable to the Company and per Income Tax Rules.

**Category B**

The Company shall contribute towards Provident Funds/ Superannuation Fund/Annuity Fund, as agreed upon, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the IT Act.

The Company shall pay Gratuity, as agreed upon, at the rate not exceeding half month's salary for each completed year of service.

**CATEGORY**

**PARTICULARS**

Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per Company rules.

The perquisites under this category shall not be included in the computation of ceiling on remuneration.

**Category C**

The Company shall provide a car with a driver at the cost of the Company for business use of the Company. The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be reimbursed. Any and all expenditure actually and properly incurred on Company's business shall be reimbursed to the Managing Director.

**Sitting Fees**

The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meeting of the Board of Directors and the Committees thereof.

**Minimum Remuneration**

The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Whole Time Directors of the Company taken together, if any. Provided however that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned under above and perquisites as above within the minimum remuneration specified in Schedule XIII of the Companies Act, 1956. However Managing Director shall not be paid any sitting fees for attending the Board or Committee meetings.

Except Mr. Kannan Vishwanath (being himself) and Mr. Kashi Vishwanathan (being father), no other Director of the Company may be deemed to be concerned or interested in passing of said resolution.

**Item No.6:**

Dr. Ullooppee Badade was appointed as an Additional Director of the Company on 5<sup>th</sup> March, 2010. As per the provisions of Section 260 of the Act, she holds office only up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice under Section 257 of the Act along with deposit of Rs.500/-, from a Member of the Company signifying his intention to propose Dr. Ullooppee Badade as a Director of the Company.

Dr. Ullooppee Badade, aged 40 years is an Independent Director of our Company. Ms. Badade holds a degree of MBBS and MBA in Hospital Administration and She has an experience in general administrative activities, personnel managements, inventory management and Gen Medicine, etc. She is presently working in Manipal Cure and Care Private Limited as Center Head (Operations & Admin) and In House Physician.

Except Mr. Dharmpal Badade (being relative of Dr. Ullooppee Badade) and Dr. Ullooppee Badade (being herself), no other Director of the Company may be deemed to be interested in passing of said resolution.

The Board of Directors of the Company accordingly recommends the resolution for approval of members.

**Item No.7:**

Mr. Dharmpal Badade was appointed as an Additional Director of the Company on 5<sup>th</sup> March, 2010. As per the provisions of Section 260 of the Act, he holds office only up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice under Section 257 of the Act along with deposit of Rs.500/-, from a Member of the Company signifying his intention to propose Mr. Dharmpal Badade as a Director of the Company.

Mr. Dharmpal Badade, aged 76 years is an Independent Director of our Company. Mr. Badade holds a degree of MBBS and also holds diploma in Public Health & Epidemiology. Mr. Badade has 35 years experience in the field of Public Health Management. Mr. Dharmpal Badade retired as Additional Medical Director to Govt. of Maharashtra.

# AASDA LIFE CARE LIMITED

[Formerly Known as Finaventure Capital Limited]

Except Dr. Ulloopee Badade (being relative of Mr. Dharmpal Badade) and Mr. Dharmpal Badade (being himself), no other Director of the Company may be deemed to be interested in passing of said resolution.

The Board of Directors of the Company accordingly recommends the resolution for approval of members.

## **Item No.8:**

The Chairman informed the Directors present that it is proposed to adopt new set of Articles of Association of the Company which shall include all provisions of the Companies Act 1956.

The Chairman further stated that the said adoption of new set of Articles of Association shall enable the company to carry out all its business operations within the purview of the Companies Act, 1956, duly amended.

Thus, your Board proposes the said Special Resolution.

The Board therefore placed before the meeting the proposed resolution for appointment of Director.

None of the Directors of the Company may be deemed to be concerned in or interested in passing of the said resolution.

**For and On behalf of the Board of Directors**

**Place: Mumbai**  
**Date : 25/08/2010**

**KANNAN VISHWANATH**  
**Managing Director**

## **Details of Directors seeking appointment / re-appointment at the Annual General Meeting (In pursuance of clause 49 of the Listing Agreement)**

<b>Name of Director</b>	<b>Age</b>	<b>Nature of expertise</b>	<b>Qualifications</b>	<b>Other Director -ship</b>	<b>Membership in the committees of other Public Companies</b>	<b>Share-holding</b>
Mr. Kashi Viswanathan	65 yrs.	Experience of 45 years in pharmaceutical industry and is a guiding force behind the strategic decisions taken at management levels. He was awarded Udyog Rattan Award by the Institute of Economic Studies for his contribution towards industrial development.	Bsc. From Mumbai University	1	NIL	NIL
Dr. Ulloopee Badade	40 yrs.	General administrative activities, personnel managements, inventory management and Gen Medicine.	M.B.B.S. and M.B.A. in Hospital Administration	1	3	NIL
Mr. Dharmpal Badade	76 yrs.	35 years experience in the field of Public Health Management.	M.B.B.S. and Diploma in Public Health & Epidemiology	NIL	NIL	NIL

## DIRECTORS' REPORT

To,  
The Members,  
**AASDA LIFE CARE LIMITED**  
(Formerly *FINAVENTURE CAPITAL LIMITED*)

Your Directors present their Twenty Fifth Annual Report of the company together with the Balance sheet and Profit and Loss account of the company for the financial year ended March 31, 2010.

### FINANCIAL RESULTS

The financial highlights for the year under review are presented below:

PARTICULARS	(Rs. in Lacs)	
	FY 2009-10	FY 2008-09
Total Income	75.00	06.34
Profit (Loss) before Tax and Depreciation	61.90	(22.93)
Less: Depreciation	-	-
Profit (Loss) before Taxation	61.90	(22.93)
Less: Pre operative & Prel. expnes. w/off	06.83	-
Less: Prior period expenses	00.60	-
Less: Provision for Taxation	07.94	-
Profit (Loss) after Taxation	46.53	(22.93)
Less : Provision for dividend.	10.57	-
Less: Dividend distribution tax	01.79	-
Balance Carried to Balance Sheet	37.17	(22.93)
Earning Per Share (Rs. per share)	00.44	(00.64)

### REVIEW OF OPERATIONS AND FUTURE OUTLOOK:

The Board of Directors is pleased to inform the Members that as per approval granted by the Members vide Postal Ballot conducted by the Company for its GDR issue; the Company has applied and successfully obtained in-principle approval from the Bombay Stock Exchange Limited.

As the members are aware, the Company changed its name from FINAVENTURE CAPITAL LIMITED to AASDA LIFE CARE LIMITED, the Certificate for such change of name was issued on March 31, 2010, by the Ministry of Corporate Affairs, through the Registrar of Companies, Maharashtra, Mumbai. The Board of Directors proposed such name and object change in order to diversify into pharmaceutical industry which is a growth oriented industry and further shall augment the financial position of the Company in a big way.

### DIVIDEND

The Directors are pleased to recommend a dividend @ 1% i.e. Re.0.10 per equity share of Rs.10/- each for the financial year 2009-2010.

### DIRECTORS

Pursuant to section 256 of the Companies Act, 1956, Mr. Kashi Vishwanathan is liable to retire by rotation and being eligible offers himself for reappointment, for the year under review.

Further, Dr. Ugoopar Badade and Mr. Dharmpal Badade were appointed as Additional Directors of the Company w.e.f. 05/03/2010.

# AASDA LIFE CARE LIMITED

[Formerly Known as Finaventure Capital Limited]

Further, Ms. Smita Tambe, is appointed as the Company Secretary in whole time in employment w.e.f. 01/08/2010.

Further, during the year under review, Mr. Vinayak Kudva, Mr. Santosh Kudva and Mr. Deepak Shenoy resigned as Directors of the Company w.e.f. 25/01/2010. Also Mr. Ali Hatim Husain and Mr. Zulfiquar Kamal resigned as Directors of the Company w.e.f. 05/03/2010.

## **DEPOSITORY SYSTEM**

As the members are aware, the Company's shares are tradable in electronic form. As on March 31, 2010, 30.16% of the Company's total paid-up Capital representing 3187390 shares are in dematerialized form. In view of the numerous advantages offered by the Depository system, members holding shares in physical mode are advised to avail of the facility of dematerialization on either of the Depositories.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- (i) In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanations relating to material departure;
- (ii) The Directors had 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 period;
- (iii) The Directors had 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;
- (iv) The Directors have prepared the Annual Accounts on a going concern basis.

## **CORPORATE GOVERNANCE**

The Company continues to remain committed for high standards of corporate governance. The report of corporate governance as per the requirement of the listing agreement with the stock exchanges form part of this report as Annexure. The company has complied with all the requirements of the corporate governance and the same is certified by the Statutory Auditors.

## **POSTAL BALLOT CONDUCTED DURING THE YEAR:**

Pursuant to the approval received from the members through Postal Ballot conducted by the Company, it has been decided to:

- 1 Change of name of Company from FINAVENTURE CAPITAL LIMITED to AASDA LIFE CARE LIMITED
- 2 Alter the object clause of the Company subsequent to change of name
- 3 Borrow in Excess of Paid-up Capital and free Reserves
- 4 Change the Statutory Auditors of the Company.
- 5 Issue ESOP to the employees and Directors of the Company
- 6 Issue ESOP to the employees and Directors of the subsidiary Company
- 7 Increase in the authorised share capital of the Company
- 8 Alter the Articles of Association subsequent to the increase in capital
- 9 Issue, offer and allot in international offerings any securities including GDRs/ADRs.

## **FIXED DEPOSITS**

The Company has not accepted any fixed deposits during the year ended March 31, 2010

## **PARTICULARS OF EMPLOYEES**

The information required under sub-section (2A) of Section 217 of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 duly amended by the Companies (Particulars of Employees) Rule, 1999 for the year ended 31st