

THYROCare

LABORATORIES LIMITED
Twenty-Second Annual Report
2004-2005

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Thyrocare Laboratories Limited

Chairman & Non-Executive Director

Mr. A. Sundararaju

Non-Executive Directors

Mr. G. S. Hegde

Mrs. V. Sumathi

Mr. Rao Rajgopal J. K.

Bankers

UTI Bank Limited

Auditors

Messers S. D. Khanolkar & Co,
Chartered Accountants, Mumbai.

Registered Office

Thyrocare House,
Opp. Tikjiniwadi,
Manpada,
Thane – 400610.

Thyrocare Laboratories Limited

Corp. Off.: Corporate Centre-B, Opp. Hotel Lotus Suite, Andheri-Kurla Rd., Andheri (E), Mumbai-400 059.

Ph.: 022-55025566, 55021861 / 62

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will be held on Thursday, the 29th day of September, 2005 at 11.00 a.m., at the Registered Office of the Company at Thyrocare House, Opp. Tikujiwadi, Manpada, Thane - 400610 to transact the following business:

Ordinary Business

1. To consider and adopt the audited Profit & Loss Account for the period ended 31st March, 2005, the Balance Sheet as at that date and the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. A. Sundararaju who retires by rotation but being eligible offer himself for reappointment.
3. To appoint a director in place of Mr. GopalKrishna S. Hegde who retires by rotation but being eligible offer himself for reappointment.
4. To reappoint M/s S. D. Khanolkar & Co., Chartered Accountants as the auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company.

By Order of the Board



Chairman

Dated : 31st August, 2005.
 Registered Office : Thyrocare House,
 Opp. Tikujiwadi,
 Manpada, Thane - 400610.

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint proxy on his behalf to attend and vote at the meeting and such proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. The Register of Members and Share transfer books of the Company will remain closed from 20th September, 2005 to 29th September, 2005.

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DIRECTORS' REPORT

Your directors have pleasure in presenting the Twenty Second Annual Report together with the audited statement of accounts of the Company for the year ended March 31, 2005.

Financial Results

The Company did not have any realisations towards sales during the year under review. The Company has during the year suffered losses of Rs. 65,985/- (Previous year Loss of Rs. 1,16,453/-) on account of the recurring expenses.

Dividend

The Board of Directors has not recommended dividend in order to conserve the resources of the Company.

Fixed Deposits

The Company has not accepted any fixed deposits from the public during the year under review.

Energy, Technology and Foreign Exchange

As the Company does not carry any manufacturing activities the information on conservation of energy, technology absorption required to be given pursuant to Section 217(1)(e) of the Companies Act, 1956 read together with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 alongwith the relevant Annexure A & B is not applicable to the Company.

	2004-2005	2003-2004
Foreign Exchange Earning (Export)	Nil	Nil
Foreign Exchange outgo	Nil	Nil

Directors

Mr. A. Sundararaju and Mr. G. S. Hegde, directors of the Company retire by rotation at the Twenty Second Annual General Meeting of the Company and being eligible offer themselves for re-appointment.

Particulars of Employees

During the year there were no employees drawing remuneration in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

Corporate Governance

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's Auditors confirming the compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges is annexed thereto.

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Directors Responsibility Statement

As required under Section 217 (2AA) of the Companies Act 1956, your Directors confirm that :

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- b) the directors 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 period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the acts for safeguarding the assets of the company and for preventing and detecting the fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis.

Compliance Certificate

A Compliance Certificate as required under the provisions of Sections 383A(1) of the Companies Act, 1956 from a secretary in whole time practice is attached to this reports. There are no reservations, qualifications or adverse remarks in the Compliance Certificate

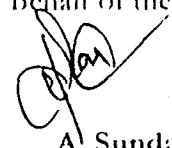
Auditors

The Auditors of the Company Messers S. D. Khanolkar & Company, Chartered Accountants, Mumbai retire at the conclusion of the ensuing Annual General Meeting and being eligible offer them self for appointment under Section 224 (1B) of the Companies Act, 1956.

Acknowledgment

Your directors take this opportunity to place on record their deep sense of gratitude to the bank and business associates of the Company for their continued co-operation and support. Your directors express their deep sense of appreciation for the total commitment, dedication and hard work put in by the employees of the Company.

For & on Behalf of the Board


A. Sundararaju
Chairman

Place : Mumbai

Date : 31st August, 2005.