

Eleventh Annual Report

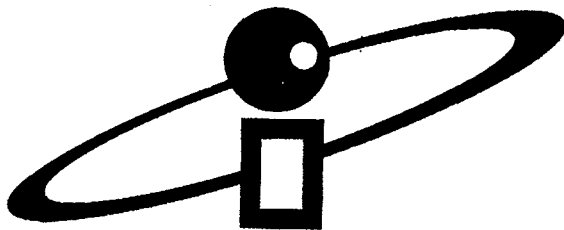
2002 - 2003

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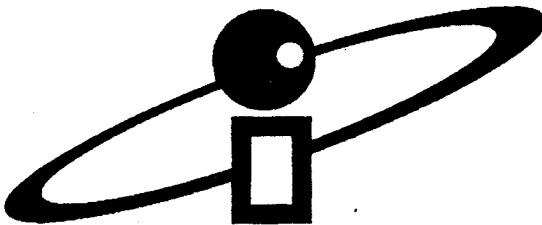
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For INNOVATION MEDICAL EQUIPMENT LIMITED


Managing Director



INNOVATION MEDICAL EQUIPMENT LIMITED



Innovation Medi Equip Limited

Board of Directors

Mr. C K Kothari
Managing Director

Mr. Hitesh C Kothari
Director

Mr. Hasmukh M Thakkar
Director

Mr. Mahendra D Ganatra
Director

Registered Office

290, SIDCO Industrial Estate
Ambatture, Chennai 600 098

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Auditors

Venkatesh & Co.,
Chartered Accountants
Chennai 600 014

Bankers

ABN AMRO Bank
Union Bank of India

Notice

Notice is hereby given that the 11th Annual General Meeting of the members of **INNOVATION MEDI EQUIP LIMITED**, will be held on 30th September, 2003 at 9.30 A.M. at the Registered office at 290, SIDCO Industrial Estate, Ambattur, Chennai – 600 098, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance Sheet of the Company as at 31st March 2003, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of HITESH C KOTHARI, who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

M/s.VENKATESH & Co, Chartered Accountants, Chennai, the retiring Auditors are eligible for reappointment.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. MAHENDRA DOLATARAY GANATRA, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. Voluntary delisting of Company's Equity Shares from Madras and Ahmedabad Stock Exchange.

Innovation Medi Equip Limited

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

"RESOLVED THAT In terms of the Guidelines issued by Securities and Exchange Board of India (SEBI) and subject to the all provisions of the Companies Act, 1956 (including any statutory modifications or re enactment thereof for the time being in force and as may be enacted hereinafter) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution), the unanimous consent of the members of the company be and is hereby accorded to the Board to make application to the Madras Stock Exchange and Ahmedabad Stock Exchange Limited for the purpose of delisting from the said exchanges, the equity shares of the company with immediate effect.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps expedient or desirable to give effect to this resolution."

By Order of the Board
For Innovation Medi Equip Limited

Place: Chennai
Date : 03.09.2003

C K Kothari
Managing Director

Notes:

1. 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 a proxy need not be a member of the Company. Instrument of Proxies, in order to be effective, must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
2. A bio-data of the Directors proposed to be re-appointed at Serial No. 2 of the Ordinary Business and Serial No. 4 of the Special Business are given below

Mr. Hitesh C Kothari Aged 26 years, a young and dynamic businessman having experience in administration, marketing and export and having wide contact in business circles. He is holding the office of Directors in INNOVATION SOFTWARE EXPORTS LIMITED and ISL CONSULTING LIMITED. Further he is also the member of the Committees (Audit, Remuneration and Share holders/ Investors Grievance) of Directors in the aforesaid Companies.

Mr. Mahendra Dolataray Ganatra Aged 56 years, an experience dynamic businessman having experience in finance and administration. He is not holding office of Directors in any Company. Notice received by the Company under section 257 of the Act is available for inspection at the Registered Office of the Company. He is a retired SBI officer and presently a financial consultant.

3. The Explanatory Statement pursuant to section 173 of the Companies Act, 1956, in respect of the business under Item 4 and 5 are annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th September, 2003 to 30th September, 2003 (Both days inclusive).

Innovation Medi Equip Limited

5. Members/Proxy holders are requested to bring with them the following to the meeting:
 - (i) The attendances slip and hand it over at the entrance duly signed.
 - (ii) Their copies of the annual report.
6. Members desiring any information regarding accounts are requested to write to the Registered Office of the Company at an early date to enable the management to keep the information ready at the meeting.
7. As per provisions of Section 109A of the Companies Act, 1956 Member(s) who are holding Equity shares in the company may nominate a person on whom the Shares will vest in the event of death of the holder(s) in the prescribed manner. Member(s) desiring to make such a nomination are requested to send the prescribed Form-2B to the Registered Office of the Company.
8. Equity shares of the company are in the Depository, set up by National Securities Depository Limited and Central Depositories Services (India) Limited. The shares of the Company are in the compulsory dematerialisation list specified by SEBI and are traded in the demat mode and the shareholders are requested to get their holding dematerialized as early possible, in their own interest.
9. as a result of the amendments introduced through Section 205A to 205C of the Companies Act, 1956, any money transferred to the unpaid dividend account which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to a fund called "Investor Education and Protection Fund" set up by the Central Government under Section 205C (1) of the Companies Act, 1956. accordingly, the unpaid / unclaimed dividends for the years 1995 – 96 onwards will become transferable at the end of seven years respectively, to the said Investor Education and Protection Fund and no claims shall lie against the fund or the Company in respect of individual amounts thereafter. Shareholders are therefore, requested to send their claims, if any, for the relevant years from year ending 31st March,

1996 onwards before the respective amounts become due for transfer to the fund.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Act, 1956)

As required under section 173(2) of the Companies Act, 1956, the following explanatory statements set out all material facts relating to the business mentioned under item no.4 and 5

Item No. 4

To strengthen the Board, Mr. Mahendra Dolataray Ganatra was appointed by the Board of Directors on 31.03.2003. A notice under section 257 of the Act has been received from a member proposing the candidature of Mr. Mahendra Dolataray Ganatra as a Director. Ages 56 years, an experience dynamic businessman having experience in finance and administration. He is not holding office of Directors in any Company. Notice received by the Company under section 257 of the Act is available for inspection at the Registered Office of the Company.

None of the Directors of the Company except Mr. Mahendra Dolataray Ganatra are interested or concerned in the aforesaid resolution.

Item No. 5

As the members are aware, the equity shares of the Company are presently listed with Mumbai Stock Exchange, Madras Stock Exchange and Ahmedabad Stock Exchange. In view of the slow down in the Industry, there has not been much of trading activity in respect of medium size companies like ours. There has not been any sizable volume also.

SEBI has recently formulated guidelines, by which the companies are allowed to get their shares delisted from certain Stock Exchange, provided that the company continues the listing with BSE or NSE. Considering the volume of trading and the number of shareholders of the company, continuance of the listing with more Stock Exchange than what is required poses financial burden on the company. In order to save cost and at the same time to provide sufficient liquidity to the investors, the Board of

Innovation Medi Equip Limited

Directors have decided to continue the listing with BSE, but to get the shares delisted from Madras and Ahmedabad Stock Exchanges.

For this purpose, the company is required to obtain the consent of the shareholders by means of Special Resolution. Hence an item is included in the notice for the AGM, requesting your consent for the above proposal. None of the Directors are interested or concerned in the resolution.

By Order of the Board
For Innovation Medi Equip Limited

Place: Chennai
Date : 03.09.2003

C K Kothari
Managing Director

Directors' Report

Your Directors have great pleasure in presenting their Eleventh Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2003.

Financial Results

(Rupees in Lakhs)

Year ended	Year ended
31-03-2003	31-03-2002

Gross Profit/ (Loss) before Depreciation	11.11	7.06
Less : Depreciation	5.92	(5.91)
Profit / (Loss) for the year	5.19	1.15
Balance Brought forward	(255.50)	(256.66)
Balance Carried forward to Balance Sheet	(252.18)	(255.50)

Business Outlook

Your Company could achieve an export sale of Rs.30.44 Lacs when compared with Rs.39.50 Lacs, in the last year, ending with a profit after tax of Rs.3.33 lacs. Your Company in order to increase the sales and performance of the company is in the process of appointing local market dealers and better

business network. Export though reduced, further picked up after the Balance Sheet date. Your Directors hope to post better results in the forthcoming financial year and to add value to the shareholders.

Dividend

To conserve the liquid resources and plough back the profits for expansion activities of the Company, your Directors do not recommend any dividend for the financial year 2002-2003

Directors

Mr. Hitesh C Kothari, retires by rotation, at the ensuing Annual General Meeting and being eligible, offers himself for reappointment as Director.

The Board recommends the appointment of Mr. Mahendra Dolataray Ganatra as Director to be appointed at the ensuing Annual General Meeting, who was appointed by the Board of Directors on 31.03.2003.

Notice under section 257 of the Companies Act, 1956 has been received for his appointment at this Annual General Meeting.

A bio-data of the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting is attached in the notice calling the meeting.

Deposits

The Company has not accepted any deposits from the public

Directors Responsibility Statement

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- a) In the preparation of the annual accounts, the applicable Accounting standards have been followed:
- b) Appropriate accounting policies have been selected and applied consistently and have made judgements and estimates that are