

# **SECUNDERABAD HEALTHCARE LIMITED**

## **22<sup>ND</sup> ANNUAL REPORT 2012-2013**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Daniel Solomon Bondugula	: Managing Director
Mr. Vinay Madhukar Ganu	: Executive Director
Mr. Rajaram Arjun Rambade	: Executive Director
Mr. Surendra Naidu Rayapati	: Non Executive - Independent Director
Dr. Thakur Ramesh Singh Chouhan	: Non Executive - Independent Director
Mr. Amit Tarachand Shah	: Non Executive - Independent Director
Mr. S L M Chowdary Palempati	: Non Executive
	– Non-Independent Director

### **BANKERS**

YES Bank Ltd  
ING Vysya Bank  
IndusInd Bank  
State Bank of India

### **STATUTORY AUDITORS**

D P Agarwal & Co.,  
Chartered Accountants,  
261/263, 4th Floor, Bilquees Mantion,  
D N Road, Fort,  
Mumbai – 400 001

### **REGISTERED & CORPORATE OFFICE**

Flat No:16, (part), Block B, Maheswari Towers,  
Road No. 1, Banjara Hills, Hyderabad - 500034

### **SHARE TRANSFER AGENTS**

M/s. Aarthi Consultants Private Limited  
1-2-285, Domalguda,  
Hyderabad – 500 029.

### **LISTING AT:**

Bombay Stock Exchange Limited

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## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Secunderabad Healthcare Limited will be held on Monday, the 30th Day of September, 2013 at 2.00 P.M at Siddhartha Nagar Welfare Association, 8-3-169/163, Siddhartha Nagar, Hyderabad-500 038, to transact the following items of Business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Statement of Profit & Loss Account for the year ended 31st March, 2013 and the Audited Balance Sheet as on 31st March, 2013 together with the Reports of the Board of Directors and the Auditors Report and notes thereon.
2. To appoint a Director in place of Mr. Vinay Madhukar Ganu, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Amit Tarachand Shah, who retires by rotation and being eligible, offers himself for reappointment.
4. **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 224(1B) and other applicable provisions, if any of the Companies Act, 1956, D P Agarwal & Co., Chartered Accountants, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the Auditor.”

**SPECIAL BUSINESS:**

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

**Approval for the proposal for strategic Associations / Acquisition / Investments.**

“RESOLVED THAT pursuant to the provisions of the Memorandum and Articles of Association of the company and as per the provisions of Companies Act, 1956, approval of the members be and is hereby accorded to the Board for the proposal for strategic Associations or Investments or Acquisition of Marketing rights of the product or majority stake in M/s. Astrel Genome Limited.

RESOLVED FURTHER THAT Shri. Vinay Madhukar Ganu, Executive Director of the company be and is hereby authorized to negotiate to acquire Marketing Rights of the Product or majority stake in the M/s. Astrel Genome Limited, and to do all such acts and deeds necessary for the acquisition aforementioned”.

By order of the Board  
For Secunderabad Healthcare Limited

Mr. Daniel Solomon Bondugula  
Managing Director

Place: Hyderabad.

Date: 2<sup>nd</sup> September 2013

**NOTES:**

**1. 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.**

2. Proxies in order to be effective must be filed with the Company not later than 48 hours before commencement of the meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 27th day of September 2013 to 30th day of September, 2013 (Both Days inclusive) in connection with the Annual General Meeting of the Company.

4. Members are requested to:

- Quote folio no./ DP ID & CL. ID for any communication for their Shareholding.
- Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
- Intimate to the Company's Registrars and Share Transfer Agents, M/s. Aarthi Consultants Private Limited (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their Registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;

5. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting of the Company.

6. Members/Beneficial Owners are requested to quote their full name as per Company's record, Folio No. /DP and Client ID Nos. as the case may be, in all correspondence with the Company.

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. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the extent possible.

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

1.	Name	:	Mr. Vinay Madhukar Ganu
	Age	:	50 Yrs
	Qualifications	:	MBA (MIS & Finance) degree holder from university of California
	Experience	:	Having vast experience in finance, technical, marketing and Human resource Management, Also undertaken variety of consulting assignments in the field of Investment Banking, Corporate Finance, database, user interface design and system integration. Also, handled large teams of programmers and project leaders both in US and India.
	Other Directorships (in Public Companies)	:	eMedi G Report.com Private Limited Solrea Technologies Private Limited Chreestukrupa Estates Private Limited
		:	
2.	Name	:	Mr. Amit Tarachand Shah
	Age	:	36 Years
	Qualifications	:	Holds Bachelor Degree in Commerce
	Experience	:	Having vast knowledge in the field of Hyman Resources. He has a knack in Recruitment related activities. Further, as an individual he also has experience in Capital Market sector.
	Other Directorships	:	Tanika mercantile private limited Atreya petrochem limited Harrods trading private limited Tenor mercantile private limited Preface mercantile private limited Pier mercantile private limited Prasanna mercantile private limited Marisha real estate private limited Walton constructions private limited

## Explanatory Statement

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

Item No. 5:

### Approval for the proposal for strategic Associations / Acquisition / Investments

Special Resolution mentioned at item: 5 is for the Approval for the proposal for strategic Associations / Acquisition / Investments, and it is proposed to Acquisition of Marketing rights of the product or majority stake in M/s. Astrel Genome Limited and the same is considered as the beneficial for the company. It is also proposed to authorize Mr. Vinay Madhukar Ganu, Executive Director of the company to authorise to negotiate to do the needful activities for the proposed acquisition or majority stake in the M/s. Astrel Genome Limited, and to do all such acts and deeds necessary for the acquisition aforementioned.

Board of Directors recommend this resolution for the approval of the members. None of the Directors of the Company, is concerned or interested in this resolution.

### DIRECTORS' REPORT

To  
The Members of  
**M/s. SECUNDERABAD HEALTHCARE LIMITED**  
Your Directors have a pleasure in presenting the 22nd Annual Report together with the Audited Statement of Accounts for the Financial year ended 31st March, 2013.

### FINANCIAL RESULTS:

Particulars	Year ended 31.03.2013 (Rs.)	Year ended 31.03.2012 (Rs.)
Turnover	144,569,767	226,410,893
Profit before Tax (+) / Loss (-)	410,017	3,694,038
Current Tax	376,481	553,190
Deferred Tax	(235,487)	(1,800,478)
Profit After Tax (+) / Loss (-)	269,023	4,941,327



## **OPERATIONS:**

Your Company achieved a turnover of Rs. 144,569,767/- in 2012-13 as compared to Rs. 226,410,893/- in 2011-12 and the net profit after tax stood at Rs. 269,023/- for the current year as compared to Rs 4,941,327/- in the previous year.

The Company is committed to continue its efforts for the developmental activities and has several plans to sustain and improve the turnover and profitability in the future.

## **OUTLOOK:**

Your company has completed the issue and allotment of equity shares on preferential basis and the same has been reinvested into business which will give business advantage and financial benefit in the long term. The company is empowered to do the same as per the existing clauses in the Memorandum of Association of the Company. Your company has earned a considerable investment income in the financial year 2012-13 which we are expecting to increase in the coming years once there is economic recovery.

Your company has restricted its trade in the whole sale chemicals and intermediates to avoid heavy price fluctuation due to economic and industrial production swings in India as well as in the world. Your company has achieved turnover of Rs. 144,569,767/- and able to maintain good relations with the industry which will help the company once there is a recovery in the economy.

Your Board of Directors proposes to not to go aggressive on the trading due to uncertain economic condition and would like to strengthen the company with wiser investment plans

## **DIVIDEND**

Keeping in view the Company's need for Capital for its various growth plans and the with the intent to finance such plans through internal accruals to the maximum your Directors are of the opinion that it is prudent that no dividend be declared for the year under review

## **ADDITIONAL INFORMATION AS REQUIRED U/S 217(1)(e) OF THE COMPANIES ACT, 1956:**

- **Conservation of Energy:** The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.
- **Technology Absorption, adaptation and innovation:** No technology either indigenous or Foreign is involved.
- **Research and Development (R & D):** The Company is taking steps to get Research and Development work carried out.
- **Foreign exchange earnings:** NIL
- **Foreign exchange out go :** NIL

## **PARTICULARS OF EMPLOYEES:**

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 2011.

## **DIRECTORS:**

Mr. Vinay Madhukar Ganu and Mr. Amit Tarachand Shah, Directors, retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers themselves for re-appointment.

## **AUDIT COMMITTEE**

The Company has an Audit Committee duly constituted as per the provisions of Sec 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement and the said Committee has also complied with all the Legal and Statutory requirements.

## **AUDITORS AND AUDITORS REPORT:**

D P Agarwal & Co., Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The notes on accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

## **Change of Registered Office of the Company:**

During the period under review, the company has shifted its registered office from S 1 - Vimal, Road No. 5, 8-2-293/82/A, Plot no. 31-B Jubilee Hills, Hyderabad 500033 To Flat No:16, (part), Block B, Maheswari Towers, Road No. 1, Banjara Hills, Hyderabad - 500034 and the same was approved in the Board Meeting held on 1st November 2012.