



**TANU HEALTHCARE LTD.**

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**12TH ANNUAL REPORT**  
**2001 - 2002**

**TANU HEALTHCARE LTD.****BOARD OF DIRECTORS**

<b>SHRI GIRRAJ KISHOR AGARWAL</b>	(Managing Director)
<b>SMT. TANU G. AGARWAL</b>	Director
<b>SHRI BANKEYAL AGARWAL</b>	Director
<b>SHRI SHAILESH DIXIT</b>	Director

**AUDITORS**

**M/S. DUGRESH KABRA & CO.,**  
Chartered Accountants  
3/301, Yashwant Shopping Centre,  
Carter Road No. 7,  
Borivali (E),  
Mumbai - 400 066.

**REGISTERED OFFICE :**

Shree Sai Mahal, Opp. Post Office,  
Phatak Road, Bhayander (W),  
Mumbai - 400 101. India.

**REGISTRAR & TRANSFER AGENT**

**M/s. Bigshare Services Pvt. Ltd.**  
E/2, Ansa Industrial Estate,  
Saki-Vihar Road, Saki Naka,  
Andheri (E), Mumbai - 400 072.

**BANKERS**

HDFC Bank Ltd.

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**NOTICE**

Notice is hereby given that the 12th Annual General Meeting of the Shareholders of **TANU HEALTHCARE LIMITED** the company will be held on Monday 30th September 2002 at 11.00 A.M at **Regd. Office** of the Company at Shree Sai Mahal, Phatak Road, Bhayander (W) Mumbai - 401 101 to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts for the year ended on 31st, March 2002 and reports of Directors and Auditors thereon.
2. To appoint G. K. Agrawal as Director of the company, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

**SPECIAL BUSINESS**

4. To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution ;  
**RESOLVED THAT** Shri Shailesh Dixit who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> May 2002 pursuant to Articles of Association of the Company and section 257 and 260 of the Companies Act, 1956 and who holds office upto this Annual General Meeting and being eligible offers himself for reappointment, be and is hereby appointed as Director of the Company".

**REGISTERED OFFICE**

Shree Sai Mahal,  
Phatak Road,  
Bhayander (W),  
Mumbai - 401 101.

DATED : 2<sup>nd</sup> September, 2002

**BY ORDER OF THE BOARD**

**G. K. Agrawal**  
Managing Director

**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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Printed copies of the Balance Sheet, Profit and Loss Account, Director's Report, the Auditor's Report and every other documents required by the law to be annexed or attached to the Balance Sheet for the period ended 31st March, 2002 are enclosed herewith.
- 3) Proxies in order to be effective, must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.
- 4) All documents, referred to in the Notice and accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during Company's Business hours on any working day from Monday to Friday from the date of Annual General Meeting
- 5) Members desirous of obtaining any information in respect of to the accounts of the Company are requested to send their queries in writing to the Company at the Registered Office, so as to reach at least seven days before the date of the meeting
- 6) Members are requested to intimate about the change of address and shares for transfer to our Share transfer Agent **BIGSHARE SERVICES PRIVATE LIMITED E/2, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKI NAKA, ANDHERI (EAST), MUMBAI - 400 072.**
7. Share transfers Book will be remained closed from 23<sup>rd</sup> September 2002 to 30<sup>th</sup> September 2002( Both days inclusive)

**EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956 FOR ITEMS NO 4 OF THE ACCOMPANYING NOTICE IS AS UNDER:**

**ITEM No. : 4**

Shri Shailesh Dixit has been appointed as Additional Director on 29<sup>th</sup> May 2002. Corporate Governance is applicable to your Company from the 31<sup>st</sup> March 2002 and under this various Committee are required to set up and there is need for Independent Director also. Shri Dixit holds office upto the date of the forthcoming Annual General Meeting of the Company. A notice has been received from a member as required under by Section 257 of the Act, proposing Shri Shailesh Dixit as a candidate for the office of the Director.

None of the Directors other than Shri Shailesh Dixit may be deemed to be concerned or interested in the Resolution

**REGISTERED OFFICE**

Shree Sai Mahal,  
Phatak Road,  
Bhayander (W),  
Mumbai - 401 101.

DATED 2<sup>nd</sup> September, 2002

**BY ORDER OF THE BOARD**

**G. K. Agrawal**  
Managing Director

## BOARD OF DIRECTORS REPORT

To The Members.

Your Directors present their **12th Annual Report** with Audited Statement of Accounts for the year ended on March 31, 2002.

Financial Results of the Company for the year ended 31st March ,2002 are summarised below.

	<b>Year Ended 31.03.2002</b>	<b>Year Ended 31.03.2001</b>
Income	<b>960.41</b>	1618.39
Profit before dep.& Int	<b>13.69</b>	(28.77)
Depreciation	<b>9.91</b>	10.78
Interest	—	0.00
Profit after depreciation	<b>3.58</b>	(37.55)
Provision for tax	<b>0.29</b>	—
Profit after tax	<b>3.29</b>	(37.55)
Balance brought forward	<b>(46.19)</b>	(8.64)
Profit available for appropriation	<b>(42.90)</b>	(46.19)
Transferred to general reserve	—	—
Balance carried to Balance sheet	<b>(42.90)</b>	(46.19)

### OPERATIONS

During the year Company's total income is Rs. 960.41 lacs and Profit is Rs. 3.29 lacs.

Shareholders are requested to approach their Depository for demat of their securities. ISIN no is INE858A01039.

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr G.K.Agrawal retire by rotation at the ensuing Annual General Meeting. He is eligible for re-appointment. Shri Shailesh Dixit is appointed Additional Director on 29<sup>th</sup> May 2002. He is eligible for Re-appointment

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, It is hereby confirmed :

- (1) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March 2002 the applicable accounting standards have been followed along with proper explanation relating to material departures:
- (2) That the Directors have been 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 financial year and of the profit or loss of the Company for the year under review:
- (3) That the Directors have taken proper and sufficient care for the maintenance of proper 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;
- (4) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2002 on a going concern.

### CONSTITUTION OF AUDIT COMMITTEE

As required by the provisions of Section 292 A of the Companies Act, 1956 the Board of Directors has constituted Audit Committee comprising of three Directors

### CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement with the Stock Exchange, it is applicable to our Company from the Financial Year 2001-2002. Accordingly Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.

**AUDITORS**

M/s. Durgesh Kabra & COMPANY Chartered Accountants and Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting, are eligible for reappointment

Board recommended for his re-appointment.

**DEPOSITS**

The Company does not have any overdue and /or unclaimed Deposits.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The particulars under the companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, on conservation of energy and technology absorption are not applicable.

**FOREIGN EXCHANGE**

During the year, under the review there is no out flow of foreign Exchange.

**PARTICULARS OF EMPLOYEE**

The information required under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975, forms part of this report - Not applicable.

**LISTING OF SHARES**

Equity shares of your Company are listed on Bombay Stock Exchange, Ahmedabad and Hyderabad Stock Exchange. Listing fees of BSE is paid regularly.

**ACKNOWLEDGEMENT**

The Board Of Directors wishes to express sincere thanks to Bankers, shareholders, clients, customers , suppliers and employees of Companies for extending support during the year.

**FOR & ON BEHALF OF THE BOARD**

Place : Mumbai  
Date : 2nd September, 2002

G. K. Agrawal      Tanu Agrawal  
Director              Director

## CORPORATE GOVERNANCE DISCLOSURE

In compliance with Clause 49 for the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said Clause and practice followed by the Company:

### 1. Company's Philosophy on Code of Governance

**TANU HEALTHCARE LIMITED's** philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its shareholders, employees, and the government.

**TANU HEALTHCARE LIMITED** believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time

### 2. Board of Directors

The Board of Directors consists of 4 Directors.

Composition and category of Directors is as follows:

Category	Name of the Directors	
Promoter/Executive Directors	G. K. Agrawal	
Promoter Non-Executive Director	Tanu Agrawal	Bankelal Agrawal
Non - Promoter Executive Director	NIL	
Non - Executive and Independent Directors	Shailesh Dixit	

Attendance of each Director at the Board meeting, last Annual General Meeting and Number of other Directorship and Chairmanship/membership of Committee of each Director in various companies:

Name of the Director	Attendance Particulars		No. of other directorships and committee member/chairmanship			
	Board meetings	Last AGM	Other Directorship	Committee Membership	Committee ship	Chairman
Ms Tanu Agrawal	6	Yes	1	2	2	
Mr G.K.Agrawal	7	Yes	1	2	No	
Bankelal Agrawal	4	No	No	2	No	
Mr Shailesh Dixit *	N. A.	N. A.	No.	No.	No.	

\* Appointed as Additional Director as non executive independent Director on 29<sup>th</sup> May 2002

#### Number of Board Meetings held and the date on which held

Eight Board Meetings were held during the year, as against the minimum requirement of 4 meetings. The maximum time gap between any two meetings was not more than 88 days ca.

### 3. Audit Committee

The Board of the Company has constituted an audit Committee, comprising three Directors, including Non-Executive directors Shri Bankelal Agrawal and Shri Shailesh Dixit The constitution of Audit Committee also meets with the requirements under Section 292A of the Companies Act, 1956.

The terms of reference stipulated by the Board to the Audit Committee are, as contained under Clause 49 of the Listing Agreement, as follows :

- Oversight of the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on (i) any changes in accounting policies and practices, (ii) major accounting entries based on exercise of judgement by management, (iii) qualifications in draft audit report, (iv) significant adjustments arising out of audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) any related party transaction i.e. transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives of Company at large.

- d) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- e) Reviewing the adequacy internal audit functions.
- f) Discussion with internal auditors any significant findings and follow up thereon.
- g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- h) Discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- i) Reviewing the Company's financial and risk management policies.
- j) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

During the year, the Committee has met one time for Limited Review of the Unaudited results for the half year ended 30<sup>th</sup> September 2001, as against the minimum requirements of two meetings.

#### **Remuneration Committee**

The Board of the Company has constituted a Remuneration Committee, comprising of 3 Directors 1. Smt Tanu Agrawal 2 Shri G.K. Agrawal 3 Shri Shailesh Dixit Independent Director and Non-Executive Director.

The Remuneration Committee has been constituted to recommend/ review the remuneration package of the managing/ Whole time Directors, based on performance and defined criteria.

During the year, the Committee has not met .

The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing Industry practice.

#### **Details of remuneration paid to all the Directors for the year.**

The aggregate value of salary, perquisites and commission paid for the year ended 31<sup>st</sup> March, 2002, to Whole time Directors is as follows :

Shri G.K.Agrawal Managing Director Rs. 1,01,200/-.

Smt. Tanu Agarwal Executive Director Rs. 1,01,200/-.

The Company pays no sitting fees to any Director

#### **4. Shareholders' / Investors' Grievance Committee**

Committee is constituted of three Directors namely Shri Shailesh Dixit Chairman Independent Director, Smt Tanu Agrawal and Shri Bankeylal Agrawal Shri G. K. Agrawal is designated as Compliance Officer

#### **5. General Body Meetings**

Location and place of last three Annual General Meeting

1997-1998 at Regd. Office 30-9-1998 3.00 p.m.

1998- 1999 at Regd. Office 21-7-1999 11.00 a.m.

1999- 2000 at Regd. Office 30-9-2000 11.00 a.m.

2000- 2001 at Regd. Office 25-9-2001 11.00 a.m

#### **6.**

- a) Disclosures on materially significant related party transactions i.e transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company.

- b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.

None



**7. Means of communication**

Quarterly results are published in one English and one in regional language

**8. General Shareholder Information**

8.1. Annual General Meeting	: 30 <sup>th</sup> September 2002 at 11.00 a.m. At Regd Office Mumbai Shree Sai Mahal, Pathak Road, Opp Post Office BHAYANDAR (W) Mumbai 401 101		
8.2 Financial Calendar	Annual General Meeting	30-09-2002	
	Result of First Quarter June 2001	Last week of July 2002	
	Second Quarter	Last week of Oct 2002	
	Third Quarter	last Week of Jan 2003	
	Result of fourth quarter	last week of April 2003	
8.3 Book Closure date	23 <sup>rd</sup> September 2002 to	30 <sup>th</sup> Septembner 2002	
8.4 Dividend payment date	Not applicable		
8.5 (a) Listing of Equity Shares on Stock on Bombay Stock Exchange,	Ahmedabad Stock Exchange and Hyderabad Stock Exchange		
8.6 (a) Stock Code	BSE CODE	524719	
(b) Demat ISIN Numbers	in NSDL & CDSL	INE 858A01039	
for Equity Shares.			
8.7 Stock Market Data at BSE			
	High	Low	Volume
April 2001	0.20	0.20	67,167
May	0.20	0.20	270,900
June	0.55	0.25	48,920
July	0.55	0.35	104,465
August	0.50	0.30	11,765
September	0.65	0.40	3,813
October	0.45	0.25	8,514
November	0.75	0.35	9,405
December	0.50	0.35	10,100
Jan 2002	5.00	1.90	1,728,784
Feb	2.55	1.90	200,315
March	2.50	1.80	59,568