

Tanu Health Care Limited

Report  Junction.com

14th ANNUAL REPORT 2003 - 2004

Regd. Office : 305, Krishna - A, Vishal Nagar, Marve Road,
Mith Chowkey, Malad (W), Mumbai - 400 004.

TANU HEALTH CARE LIMITED

BOARD OF DIRECTORS

SHRI GIRRAJ KISHOR AGRAWAL	-	CHAIRMAN
SMT. TANU G. AGRAWAL	-	DIRECTOR
SHRI BANKEJLAL AGRAWAL	-	DIRECTOR

AUDITORS

M/S. DURGESH KABRA & CO.
 CHARTERED ACCOUNTANT
 C-9, SANAY APARTMENT
 S. V. P. ROAD, NEAR GOKUL HOTEL,
 BORIVLI (W), MUMBAI - 400 092.

REGISTERED OFFICE

305, Krishna - A, Vishal Nagar,
 Marve Road, Malad (W),
 MUMBAI - 401 101

TRANSFER & REGISTRAR AGENT

M/S. BIGSHARE SERVICES PVT. LTD.
 E/2, ANSA INDUSTRIAL ESTATE
 SAKI VIHAR ROAD, SAKI NAKA
 ANDHERI (E), MUMBAI - 72

BANKERS

HDFC BANK LTD.

CONTENTS	
Particulars	Page No.
Notice.....	2
Directors' Report	4
Corporate Governanace... ..	7
Auditors' Report... ..	12
Balance Sheet.....	16
Profit and Loss Account... ..	17
Schedules Forming Part of the Balance Sheet... ..	18
Schedules Forming Part of the Profit & Loss Account	21
Notes to Account	22
Balance Sheet Abstract	26
Cash Flow Statement	28

14th ANNUAL REPORT 2003 - 2004**NOTICE**

Notice is hereby given that the 14th Annual General Meeting of the Shareholders of TANU HEALTH CARE LIMITED will be held on Wednesday 29th September 2004 at 2.00 P.M at Regd. Office of the Company at 305, A Wing, Krishna Apartments, Vishal Nagar, Malad (West), Mumbai - 400 064, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended on 31st, March 2004 and reports of Directors and Auditors thereon.
2. To appoint Shri.G.K.Agrawal as Director of the company, who retires by rotation and, being eligible, offers herself 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(s) the following resolution as an Ordinary Resolution:

" RESOLVED THAT Mr.Bankeylal Agrawal, who was appointed as Director of the Company by the Board of Directors, under Section 260 of the Companies Act,1956 , to hold office until the date of the Annual General Meeting and in respect of whom the company has received the notice in writing under section 257 of the Companies Act, 1956, proposing his candidature for the post of Director , be and is hereby appointed as Director of the company."

REGISTERED OFFICE

305, A Wing,
Krishna Apartments,
Malad (west), Mumbai - 400

DATED : 20.08.2004

BY ORDER OF THE BOARD

G. K. AGRAWAL
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) The Register of Members and the Transfer Book of the Company will remain closed from 28th of September 2004 to 29th of September 2004, both days inclusive.
- 3) Members are requested to notify immediately any change in their addresses details to the Company's Registrar and share transfer agents for shares held in demat / physical form at : BIGSHARE SERVICES PRIVATE LIMITED E/2 ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD SAKI NAKA ANDHERI (EAST) MUMBAI 400 072.
- 4) 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, 2004 are enclosed herewith.
- 5) 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.

EXPLANATORY STATEMENTS PURSUANT TO THE PROVISIONS OF THE SECTION 173 (2) OF THE COMPANIES ACT 1956.

TANU HEALTH CARE LIMITED

During the year, Mr. Bankeylal Agrawal, has joined your Company as an Additional Director of the Company on 20/11/2003, to hold the office till the next Annual General Meeting of the Company.

The Board recommends to appoint him as Director of the Company, subject to the member's approvals.

The Company has received notice under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Bankeylal Agrawal for his re-appointment and thus the resolution to that effect is placed before the members of the company.

REGISTERED OFFICE

BY ORDER OF THE BOARD

305, A Wing,
Krishna Apartments,
Malad (west), Mumbai - 400 064.
DATED : 20.08.2004

G. K. AGRAWAL
Director

Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting.

(In pursuance of Clause 49 (vi) (A) of the Listing agreement.)

Name of the Director	GIRIRAJ KISHOR AGRAWAL
Date of Birth	19/05/1964
Date of Appointment	Since Incorporation
Expertise in any specific functional Area	Finance & Marketing.
Qualification	B.Com, FCA.
Directorships held in other companies.(excluding foreign-companies.)	Gati.com Pvt. Ltd.
	Shreeji Herbal Ltd.
	Kushagra Software Ltd.
	Handful Investrade P Ltd.
Committee position held in other Companies	Audit Committee :Kushagra Software Ltd.

Name of the Director	BANKEYLAL AGRAWAL
Date of Birth	26/03/1939
Date of Appointment	20/11/2003
Expertise in any specific functional Area	Marketing.
Qualification	Under Graduate
Directorships held in other companies.(excluding foreign-companies.)	Nil
Committee position held in other Companies	Nil

14th ANNUAL REPORT 2003 - 2004**BOARD OF DIRECTORS REPORT**

To The Members.

The Directors are pleased to present their 14th Annual Report on the business and the operations of the Company and the statement of accounts for the year ended on March 31, 2004.

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	Year ended 31/03/2004	Year ended 31/03/2003
Income	1356.64	3949.40
Profit / (loss) before Dep. & Int.	4.51	20.22
Depreciation	8.00	9.26
Interest	1.31	0.00
Profit after Depreciation & Interest	(4.80)	10.96
Provision for Tax (deferred)	24.92	0.00
Prior period item & Extra ordinary item	1.11	2.06
Profit after Tax	(28.61)	8.90
Balance brought forward	(2.03)	(6.87)
Balance carried to Balance Sheet	(26.58)	(2.03)

FINANCIAL HIGHLIGHTS

During the year Company's income is Rs 1356.64 Lacs as compared to Rs 3949.40 lacs in the previous year.

And thereby registering an decrease of 65.65 % as compared to the previous year.

Out of the total income of Rs. 1356.64 , Rs. 894.87 is from the Pharma business.

During the year under consideration, company had plans of going ahead with the Channel business and the necessary approvals were obtained from the Governmental and statutory agencies.

However subsequent to certain unavoidable circumstances, it has been decided at present not to pursue anything in that connection. The Company is in the process of selling some of its permissions/ grants obtained while launching the channel to a suitable buyer.

However as of today, neither the suitable buyer has been found out and the existing buyer who has shown willingness has failed to pay the requisite amount to the company. Your company is taking necessary steps with the help of Experts in the field of Law to recover the necessary amount.

Shares are under compulsory demat form and the ISIN Number is INE 858A01039.

DIVIDEND

Your Directors are not declaring any dividend during the year under consideration.

TANU HEALTH CARE LIMITED

FOREIGN EXCHANGE EARNINGS / OUTGO

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

DEPOSITS

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

PARTICULARS OF EMPLOYEE

During the year under consideration, no employee of the Company was in receipt of remuneration exceeding the sum prescribed under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975. Thus furnishing of particulars under the Companies ((particulars of employees) Rules 1975 does not arise.

DIRECTORS

During the year under consideration, Mr.Ajit Gupta, Director has resigned from the Company with effect from 20/11/2003, and Mr.O.P.Agrawal, Director of the Company resigned from the company with effect from 20/11/2003.

The board while accepting their resignation,acknowledges their efforts for the benefit of the company.

During the year, Mr.Bankeylal Agrawal, has joined your Company as an Additional Director of the Company on 20/11/2003.He has joined the Company, pursuant to the provisions of Section 260 of the Companies Act,1956 and that of the provisions of the articles of association of the company.

The Company has received notice under Section 257 of the Companies Act, 1956 proposing the candidature of Mr.Bankeylal Agrawal for his re-appointment and thus the resolution to that effect is placed before the members of the company.

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, however 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:

- (i) That in the preparation of the accounts for the financial year ended 31st March 2004 the applicable accounting standards have been followed, along with proper explanation relating to al material departures;
- (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have 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 of the Company for that period.
- (iii) They have taken proper and sufficient care to the best of their knowledge and ability for the

14th ANNUAL REPORT 2003 - 2004

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) That the Directors have prepared the accounts for the financial year ended 31st March 2004 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, out of which two are Non- Executive Directors.

AUDITORS

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

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.

LISTING OF SHARES

In terms of the Special Resolution passed by the Members of the Company at the Annual General Meeting of the Company held on 02nd of September, 2003, the Company has applied to Ahmedabad Stock Exchange and Hyderabad Stock Exchange for De-listing of the shares from the Exchange, and the necessary De-Listing has taken place.

Equity shares of your Company are now listed on Mumbai Stock Exchange only and the Company has paid the necessary Listing fees for the year 2003 - 2004 in time.

Corporate Governance Compliance

A certificate from the auditors of the Company regarding compliance of conditions of corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

ACKNOWLEDGEMENT

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

FOR & ON BEHALF OF THE BOARD

PLACE: MUMBAI

G. K. AGRAWAL

DATE: 20.08.2004

Director

TANU HEALTH CARE LIMITED

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 HEALTH CARE LIMITED's (THCL) 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 HEALTH CARE LIMITED's (THCL) 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 3 Directors.

Composition and category of Directors is as follows:

Category	Name of the Directors
Promoter	G.K Agrawal
Promoter and Non - Executive Director	Tanu Agrawal
Non-Executive and Independent Directors	Bankeylal Agrawal

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 Director AGM	Committee Member ship	Committee Chairman ship
Ms. Tanu Agrawal	6	Yes	3	2	2
Mr G.K.Agrawal	7	Yes	4	3	1
Mr Bankeylal Agrawal	4	No	No	2	No.
Mr. Ajit Gupta*		Yes			
Mr. O. P. Agrawal*		Yes			

* Resigned on 20/11/2003

Number of Board Meetings held and the date on which held

Six 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 Four calendar months.

3. Audit Committee

The Board of the Company has constituted an audit Committee, comprising three Directors, including Non-Executive Directors Smt. Tanu Agrawal and Mr Bankeylal Agrawal.

14th ANNUAL REPORT 2003 - 2004

The constitution of 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:

- b) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- c) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- d) 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.
- e) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- f) Reviewing the adequacy internal audit functions.
- g) Discussion with internal auditors any significant findings and follow up thereon.
- h) 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.
- i) 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.
- j) Reviewing the Company's financial and risk management policies.
- k) 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. All the members were present for the Committee Meeting.

4. 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 Bankeylal Agrawal, Independent 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.