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**17<sup>th</sup> ANNUAL REPORT**  
**2006 -2007**

**REGD. OFFICE :** 305, KRISHNA - A, VISHAL NAGAR, MITH CHOWKY,  
MARVE ROAD, MALAD (W), MUMBAI - 400 064.

**BOARD OF DIRECTORS**

SHRI GIRRAJ KISHOR AGRAWAL	:	MANAGING DIRECTOR
SMT. TANU G. AGRAWAL	:	DIRECTOR
SHRI BANKEYLAL AGRAWAL	:	DIRECTOR
SHRI SUSHIL TIWARI	:	DIRECTOR
SHRI SANDESH GAWDE	:	DIRECTOR
MS. SHEETAL KADAM	:	DIRECTOR

**AUDITORS**

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

**REGISTERED OFFICE**

305, KRISHNA - A, VISHAL NAGAR,  
 MITH CHOWKY, MARVE ROAD,  
 MALAD (W), MUMBAI - 400 064.

**REGISTRAR & TRANSFER AGENT**

M/S. BIGSHARE SERVICES PVT. LTD.  
 E/2, ANSA INDUSTRIAL ESTATE  
 SAKI VIHAR ROAD, SAKI NAKA  
 ANDHERI (E), MUMBAI - 72  
 TEL. NO.: 2852 3474 / 2856 0652

**BANKERS**

HDFC BANK LTD.  
 ICICI BANK LTD.

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**TANU HEALTH CARE LIMITED**

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**NOTICE**

Notice is hereby given that the 17th Annual General Meeting of the Shareholders of M/S. TANU HEALTHCARE LIMITED will be held on 27th day the September, 2007 at 11:00 A.M at the registered office of the company at 305, Krishna "A", Vishal Nagar, Mith Chowky, Marve Road, Malad (W), Mumbai - 64, to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2007 and reports of Directors and Auditors thereon.
2. To appoint Shri Sushil Tiwari as Director of the company, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Shri Sandesh Gawde as Director of the company, who retires by rotation and, being eligible, offers himself for reappointment.
4. 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.

**BY ORDER OF THE BOARD**

**G. K. AGRAWAL**

**Managing Director**

**REGISTERED OFFICE**

305, Krishna "A",  
Vishal Nagar,  
Mith Chowky, Marve Road,  
Malad (West), Mumbai 400 064.

**DATED : 31/08/2007**

**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/HERSELF 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 24/09/2007 to 27/09/2007 (both days inclusive.)
- 3) Members / Proxies should bring attendance slip duly filled in for attending the meeting. Members are also requested to bring their copies of Annual Report.
- 4) Members are requested to notify immediately any change in their address 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.
- 5) 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, 2007 are enclosed herewith.
- 6) Members seeking any information with regard to accounts are requested to write to the company at least one week in advance so as to enable the management to keep the information ready.
- 7) 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.
- 8) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is attached hereto.

**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.)**

**DIRECTOR SEEKING RE-APPOINTMENT****1. Director seeking appointment**

Name of the Director	Mr. Sushil P. Tiwari
Date of Birth	25/06/1978
Date of Appointment	24/02/2005
Expertise in any specific functional Area	Accounting & Finance
Qualification	B.com
Directorships held in other companies (excluding foreign- companies.)	Kushagra Software Ltd.
Committee position held in other Companies	Kushagra Software Ltd. Audit Committee, Remuneration Committee & Shareholders

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**TANU HEALTH CARE LIMITED**


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**2. Director seeking appointment**

Name of the Director	Mr. Sandesh Gawde
Date of Birth	11/11/1975
Date of Appointment	24/02/2005
Expertise in any specific functional Area	Software Development
Qualification	B.Sc.
Directorships held in other companies (excluding foreign- Companies.)	Kushagra Software Ltd.
Committee position held in other Companies	Kushagra Software Ltd Audit Committee, Remuneration Committee & Shareholders



**17TH ANNUAL REPORT 2006-2007****DIRECTORS REPORT****To The Members of Tanu Healthcare Ltd.**

The Directors are pleased to present the 17th Annual Report together with the Audited Accounts for the financial year ended 31st March, 2007.

**Financial Results****(Rs. In Lacs)**

Particulars	Year ended 31/03/2007	Year ended 31/03/2006
Income	<b>1020.07</b>	1155.55
Profit before Dep. & Int.	<b>54.14</b>	(207.39)
Depreciation	<b>6.48</b>	6.48
Interest	<b>53.28</b>	17.26
Profit after Depreciation & interest	<b>(5.67)</b>	(231.13)
Less: prior Period item & loss on sale of Investment	<b>132.25</b>	0.31
Provision for Tax including(deferred).	<b>(31.63)</b>	(58.44)
Profit after Tax	<b>(106.24)</b>	(173.00)
Balance brought forward	<b>(197.00)</b>	(24.00)
Balance carried to Balance Sheet	<b>(303.24)</b>	(197.00)

**FINANCIAL HIGHLIGHTS**

During the year Company's income is Rs 1020.07 Lacs as compared to Rs 1155.55 lacs in the previous year and thereby registering an decrease of 11.72 % as compared to the previous year.

**DIVIDEND**

Your Directors are not declaring any dividend for the year under review.

**FOREIGN EXCHANGE EARNINGS / OUTGO**

During the year, under review there has been no foreign exchange outflow.

**DEPOSITS**

Your company has not accepted any deposits within the meaning of Section 58' A of The Companies Act, 1956.

**PARTICULARS OF EMPLOYEE**

During the year under review, 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 are not applicable.

## TANU HEALTH CARE LIMITED

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. Sushil Tiwari and Mr. Sandesh Gawde retire by rotation at the ensuing Annual General Meeting, and being eligible offers themselves for reappointment.

#### **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 2007 the applicable accounting standards have been followed, along with proper explanation relating to all material departures.  
Expect AS 15 due to Frequent Staff Turnover, Gratuity and Leave encashment is not estimated, hence the same is not provided in the books of accounts of the company because the amount involved is negligible.
- (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 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, 2007 on a going concern basis.

#### **AUDITORS**

M/s Durgesh Kabra & Co., Chartered Accountants, Mumbai, Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting.

#### **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**

Equity shares of your Company are listed on Mumbai Stock Exchange only and the Company has paid the necessary Listing fees for the year 2007 - 2008 in time.

#### **Corporate Governance Compliance**

As required under the listing agreement with the stock exchange, corporate governance and management discussion and analysis report form part of this Annual Report.

#### **ACKNOWLEDGEMENTS**

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 OF DIRECTORS**

**PLACE: MUMBAI**

**DATE: 31/08/2007**

**G. K. Agrawal  
CHAIRMAN**

**CORPORATE GOVERNANCE****1. Company's Philosophy on Code of Governance**

TANU HEALTHCARE LIMITED (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. ( 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 6 Directors.

**Composition and category of Directors is as follows:**

Name of the Director	Category
G.K Agrawal	Promoter / Executive
Tanu Agrawal	Promoter / Non - Executive
Bankeylal Agrawal	Non-Executive Director
Sushil P. Tiwari	Non-Executive / Independent Director
Sandesh A. Gawde	Non-Executive / Independent Director
Sheetal Kadam	Non-Executive / Independent Director

Brief Profile of the Directors to be appointed or re-appointed at the AGM is given in the explanatory statement attached to the notice convening the meeting.

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 ship	Committee Member ship	Committee Chairman ship
Mrs. Tanu Agrawal	7	Yes	2	3	No
Mr. G.K.Agrawal	7	Yes	3	3	1
Mr. Bankeylal Agawam	0	No	1	3	No
Sushil P. Tiwari	7	Yes	1	3	2
Sandesh A. Gawde	7	Yes	1	3	No
Sheetal Kadam	7	Yes	1	-	No

During the year under review, Seven meetings of the Board were held on 25/04/2006, 29/7/2006, 29/08/2006, 05/10/2006, 13/10/2006, 30/10/2006 & 24/01/2007.

The maximum time gap between any two meetings was not more than Four calendar months.



## TANU HEALTH CARE LIMITED

### 3. Audit Committee

The Audit Committee of the company has been reconstituted with Mr. Sushil P. Tiwari - Director, Mr. Sandesh A. Gawde - Director, Ms. Sheetal Kadam as members of the committee, all the members of the committee are Independent Directors. The constitution of Committee also meets with the requirements under Section 292A of the Companies Act, 1956. During the year, the Committee has met 4 times. The terms of reference of the Audit Committee are as contained in the clause 49 of the Listing Agreement. Sushil P. Tiwari Independent Director is the Chairman of this committee.

### 3. Remuneration Committee

The remuneration of Executive Directors is decided by the Board of Directors on the recommendation of the Remuneration Committee as per remuneration policy of the company within the overall ceiling approved by the shareholders of the company.

The committee comprises of Mr. G. K. Agrawal , Mrs. Tanu Agrawal, Mr. Bankeylal Agrawal , Mr. Sushil P. Tiwari & Mr. Sandesh A. Gawde.

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

The aggregate value of salary, perquisites and commission paid for the year ended 31st March, 2007, to Whole time Directors is as follows:

Mr. G.K. Agrawal, Director Rs. 1,50,000/-

The Company pays no sitting fees to any Director for attending Board / Committee Meetings.

### 5. Shareholders' / Investors' Grievance Committee

The main function of shareholders / investor's Grievance committee is to supervise and to see that the transfer of shares is effected efficiently and properly in time. This committee also looks into the timely attendance of investor's complaints.

The committee consists of Shri G.K.Agrawal Managing Director, Mrs. Tanu Agrawal Director, Mr. Bankeylal Agrawal , Mr. Sushil P. Tiwari & Mr. Sandesh A. Gawde.

During the year under review the complaints received from the shareholders were replied / resolved satisfactorily. Company Secretary is the Secretary of the Committee.

### 6. General Body Meetings

- a) Details of last three annual general meetings and other general meetings held during last two years are as follows:

2003 - 04	at Regd office	29-09-04	02.00 P.M	14TH AGM
	at Regd office	19-11-04	10:30 A.M	EGM
	at Sheetal Hall No.2,	23-02-05	03:30 P.M	EGM
2004 - 05	at Regd. Office	20-07-05	03:00 P.M.	15TH AGM
2005 - 06	at Regd office	26-09-06	05.00 P.M	16TH AGM

- b) Postal Ballot: Postal Ballot was not conducted in any of the general body meetings held so far by the Company. Presently, the Company does not have any proposal for Postal Ballot

### 7. Disclosures:

- a) There were no material transactions between the company and its Directors or management or their relatives that have any potential conflict with interests of the company at large. Transactions with related party are disclosed else where in the Annual Report. None of the transactions have potential conflict with interest of the company at large.

## 17TH ANNUAL REPORT 2006-2007

- b). Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years. - None

However, Company received a letter from SEBI regarding Non-Compliance of Disclosures regarding SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 1997, which was replied satisfactorily by the company since as per company records, such regulations were complied and there was no Non-Compliance by the company.

## 8. Means of communication

The company has promptly reported all information including declaration of Quarterly Unaudited Financial results & Audited results to the stock exchange where the stocks of the company is listed and also the company has published the unaudited financial results in the English Newspaper Free Press Journal and Marathi News Paper, Navshakti.

## 9. General Shareholder Information

- a. Annual General Meeting - 27/09/2007 at 11:00 A.M. at the Registered of the company at 305, Krishna "A", Vishal Nagar, Mith Chowky, Marve Road, Malad (W), Mumbai - 64.
- b. **Financial Calendar 17th Annual General Meeting** **27/09/2007**
- |                                   |                         |
|-----------------------------------|-------------------------|
| Result of First Quarter June 2007 | Last week of July 2007  |
| Second Quarter                    | Last week of Oct 2007   |
| Third Quarter                     | last Week of Jan 2008   |
| Result of fourth quarter          | last week of April 2008 |
- c. Book Closure date 24/09/2007 to 27/09/2007 (Both Days Inclusive)
- d. Dividend payment date Not applicable
- e. (i) Listing of Equity Shares - The Stock Exchange, Mumbai. (BSE)
- (ii) Listing Fees for the year 2007-08 is duly paid to the stock exchange as per listing agreement.
- f. (i) Stock Code BSE CODE 524719
- (ii) Demat ISIN Numbers in NSDL & CDSL INE 858A01039 for Equity Shares.

## g. Stock Market Data at BSE

Month	High	Low	Close	Volume in No. of Shares
April 2006	2.68	1.41	2.47	312912
May 2006	3.03	1.81	1.99	259792
June 2006	2.14	1.35	1.60	173982
July 2006	1.74	1.15	1.22	209398
August 2006	2.13	1.20	1.79	256792
September 2006	1.92	1.28	1.39	223261
October 2006	1.74	1.38	1.59	125644
November 2006	1.76	1.51	1.59	197883
December 2006	2.01	1.54	1.74	226429
January 2007	3.12	1.71	2.74	551050
February 2007	2.79	2.05	2.10	236754
March 2007	2.00	1.57	1.62	131839

- h. Regd. Office: 305, Krishna "A", Vishal Nagar, Mith Chowky, Marve Road, Malad (W), Mumbai - 64. Tel./ Fax No. 28898610.

Corporate office : Shree Sai Mahal, Opp. Post Office, Phatak Road, Bhayandar (W), Mumbai 401 101. Tel. / Fax No. 28181059.