

SOCRUS BIO SCIENCES LIMITED

(Formerly known as TANU HEALTH CARE LTD.)

19th ANNUAL REPORT 2008-09

Report  junction.com

**REGD. OFF: 305, Krishana -A , Vishal Nagar
MARVE ROAD, MALAD (W), MUMBAI - 400 064.**



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Marve Road,Malad (W),MUMBAI-400064

SOCRUS BIO SCIENCES LIMITED.**BOARD OF DIRECTORS**

MR. PREMRAJ ALVA	:	DIRECTOR
MS. MADHVI AGNIHOTRI	:	DIRECTOR
MR. RAJEEV AGNIHOTRI	:	DIRECTOR
MR. ASHWANI KUMAR TRIVEDI	:	DIRECTOR

AUDITORS

M/S.SHYAM NAGORI & COMPANY.
 CHARTERED ACCOUNTANT
 109, KAILASH PARK COLONY
 GEETA BHAWAN
 INDORE – 425001

REGISTERED OFFICE

REGD. OFF: 305, KRISHNA – A, VISHAL NAGAR,
 MARVE ROAD, MALAD (W), MUMBAI – 400 064.
 TEL. / TELE FAX NO. : 28898610

...

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.

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Socrus Bio Sciences Limited

Registered Office: 305, Krishana -A, Vishal Nagar, Marve Road,
Malad (w), Mumbai - 400 064.

ATTENDANCE SLIP

Members or their proxies are requested to present this for admission, duly signed in accordance with their specimen signatures registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary.

NAME & ADDRESS OF THE SHAREHOLDER	DP ID/CLIENT ID LEDGER FOLIO	NO. OF SHARES HELD

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company held on Wednesday, 30th September, 2009 at 1.00 p.m.

SIGNATURE OF THE SHAREHOLDER OR PROXY

Socrus Bio Sciences Limited

Registered Office: 305, Krishana -A, Vishal Nagar, Marve Road, Malad (w),
Mumbai - 400 064.

DP ID/ CLIENT ID L.F. No.

I, We _____ of
_____ being a member / members of Socrus Bio Sciences Limited
hereby appoint _____ of _____ as
my/our proxy to vote for me /us and on my/our behalf at the Annual General Meeting of the
Company to be held at 1.00 p.m on Wednesday, 30th September, 2009

As witness my/our hand(s) this _____ day of _____ 2009.

Affix a Rs.1
Revenue
Stamp

Signature of the Shareholder(s)

NOTE : The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the aforesaid Meeting.

SOCRUS BIO SCIENCES LIMITED.

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Shareholders of M/S. SOCRUS BIO SCIENCES LIMITED (formerly Tanu Healthcare Limited) will be held on 30th day the September, 2009 at 1:00 P.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, 2009 and reports of Directors and Auditors thereon.
2. 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

3. To consider and thought fit to pass with or without modifications, the following resolution as a Special resolution :

"RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any of the Companies Act, 1956 [including any statutory modification(s) or re-enactment thereof for the time being in force] and relevant provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 and the Issue of Foreign Currency Convertible Bonds, Global Depository Receipts and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, Guidelines prescribed by the Securities and Exchange Board of India (SEBI) and subject to such approval(s), consent(s), permission(s) and/or sanction of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such terms, conditions, modifications and alterations as may be prescribed and specified by any of them in granting such approval, consent, permission or sanction, the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to offer, issue and allot, in the course of offerings, in domestic and/or one or more foreign markets, any Securities including Equity Shares, Global Depository Receipts and/or American Depository Receipts, Foreign Currency Convertible Bonds, Convertible Bonds, Euro-convertible Bonds/Shares/Debentures, Preference Shares whether Cumulative/ Redeemable/ Partly convertible/ convertible at the option of the company and / or at the option of the holders of the Security(s), Securities partly or fully convertible into Equity shares and/or securities linked to Equity Shares and/or any instruments or securities with or without detachable warrants, secured or unsecured or such other types of securities representing either Equity Shares or Convertible Securities (hereinafter referred to as "Securities") to Companies in the process of acquiring companies, either by way of swap of equity shares or by way of cash payments, or a mix of both swap and cash, to Foreign/Domestic Investors, Non-residents, Foreign Institutional Investors/ Foreign Companies/ NRI(s) / Foreign National(s)/Banks/Mutual Funds/Financial Institutions or such other entities or persons as may be decided by the Board, whether or not such persons/entities/investors are Members of the Company, through Prospectus, Offering Letter, Circular to the general public and/or through any other mode or on private placement basis as the case may be from time to time in one or more tranches as may be deemed appropriate by the Board on such terms and conditions as the Board may in its absolute discretion deem fit for an amount not exceeding US\$ 15 Million (US Dollar Fifteen Million only) or equivalent thereof, including green shoe option on such terms and conditions, as the Board may in its sole discretion

decide including pricing, the form and the persons to whom such securities may be issued and all other terms and conditions and matters connected therewith.

RESOLVED FURTHER THAT without prejudice to the generality of the above the aforesaid issue of the Securities may have all or any term or combination of terms in accordance with normal practice including but not limited to conditions in relation to payment of interest, dividend, premium or redemption or early redemption at the option of the company and/or of the holder(s) of the securities and other debt service payment whatsoever and all such terms as are provided in offerings of this nature including terms for Issue of additional Equity Shares, Variation of interest payment, Variation of the price or the period of conversion of securities into Equity Shares, Issue of Equity Shares on swap basis for the acquisition of company / companies whether wholly or partly in whatever manner what so ever equation the said acquisition may be worked out whether partly / fully transacted by way of swap of shares and / or cash payable or , Issue of Equity Shares during the duration of the securities or terms pertaining to voting rights or option for early redemption of securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of underlying Equity Shares as may be required to be issued and allotted upon conversion of any such securities referred to above or as may be in accordance with the terms of the offering(s) and that the said Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT such of these securities to be issued as are not subscribed may be disposed of by the Board to such person(s)/entity(ies) in such manner and on such terms as the Board in its absolute discretion thinks fit, in the best interest of the Company and as is permissible in law.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for issue of Depository Receipts representing underlying equity Shares/ Preference Shares/ GDR's and other securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent.

RESOLVED FURTHER THAT the securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, the Board be and is hereby authorised to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in such tranche, issue price, face value, premium amount on issue/conversion of Securities, Exercise of Warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges as the Board in its absolute discretion deems fit and to make and accept any modification in the proposal as may be required by the authorities involved in such issues and on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, the Appointment of Registrar, Book-Runner, Lead-Managers, Trustees/Agents, Bankers, Global co-ordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any offer document(s) and sign all deeds, documents and to pay and remunerate all agencies/intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of securities, and also to seek listing of the securities or securities representing the same in any Indian and/or in one or more international stock exchanges with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of securities



and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors or Company Secretary/Compliance Officer or any other Officer or Officers of the Company to give effect to the aforesaid resolution."

REGISTERED OFFICE

305, A Wing,
Krishna Apartments,
Mith Chowky, Marve Road,
Malad (West), Mumbai 400 064

BY ORDER OF THE BOARD

DATED : 09/09/2009

Sd/-
MR. Rajiv Agnihotri
CHAIRMAN



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 29th September, 2009 to 30th September, 2009 (both days inclusive.)
- 3) Members are requested to notify immediately of 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.
- 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, 2009 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.
- 6) 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.
- 7) Members are requested to :

- Contact for any query related to shares, dividend and other inquiry at the following address.

**Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka
Mumbai - 400 072**

**Contact Person : Mr. Mohan
Phone no : 022- 403 0200**

Quote Folio No. for any communication for their shareholding.

- 8) The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to the date of A.G.M. (i.e. upto September 30, 2009).
- 9) The Company's shares are presently listed at Bombay Stock Exchange Ltd.

REGISTERED OFFICE

305, A Wing,
Krishna Apartments,
Mith Chowky, Marve Road,
Malad (West), Mumbai 400 064

DATED : 09/09/2009

BY ORDER OF THE BOARD

**Sd/-
MR. Rajiv Agnihotri
CHAIRMAN**

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15**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES, 1956.****Item No. 3**

To implement the growth plan of the Company, a rational fund raising program is being designed along with the augmenting the present and future working capital facilities of the company, future acquisition that the company has and is envisaging in the near future which might be by way of swap of shares or by way of cash payment or a mix of both the swap and / or cash payment. The fund raising would be through a mix of debt / equity related instruments, as may be appropriate, which would be worked out in consultation with Advisors, Lead Managers and other intermediate agencies. The fund raising program is subject to approval of Government of India, Reserve Bank of India, Securities and Exchange Board of India and other authorities wherever applicable. It is proposed to issue appropriate securities for an amount not exceeding the equivalent of US\$ 15 million in one or more tranches in such form and on such terms and conditions and in such manner, at such price or prices and at such time as may be considered appropriate by the Board of Directors to the various categories of investors in the domestic/ international markets as set out in the Resolution.

Section 81(1A) requires that approval of members of the Company by way of a special resolution is required for further issue of equity shares or any instrument being a potential equity share. Accordingly, item no. 3 deals with the requisite approval under Section 81(1A) of the Companies Act, 1956.

Your Directors recommend the proposed resolution in item no.3 as Special Resolutions. None of the directors is interested or concerned in the said resolution.

REGISTERED OFFICE

305, A Wing,
Krishna Apartments,
Mith Chowky, Marve Road,
Malad (West), Mumbai 400 064

DATED : 09/09/2009**BY ORDER OF THE BOARD**

Sd/-

MR. Rajiv Agnihotri
CHAIRMAN