

**15th
Annual Report
2001-2002**



**NEOCURE
THERAPEUTICS LIMITED**



BOARD OF DIRECTORS

Sri.D.Krishna Kumar Raju	Chairman & Managing Director
Sri. D.Sreerama Raju	Director
Sri.P.V.V.Prasad	Director
Sri.Ch.Srinivas	Director
Sri.P.Krupavaram	Director

BANKERS

The Karnataka Bank Limited
Manasa bank Ltd.
Bank of India

AUDITORS

M/s. MOGILI SRIDHAR & CO.,
Chartered Accountants,
6-3-655/2/3, 1st Floor,
Somajiguda,
Hyderabad - 500 082.

REGISTERED OFFICE

G-4/B, SEIE,
Kattedan,
Hyderabad - 500 077.

SHARE TRANSFER AGENTS

M/s. AARTHI CONSULTANTS PRIVATE LIMITED
1-2-285, DOMALGUDA,
HYDERABAD - 500 029.

**NOTICE**

NOTICE is hereby given that the 15TH Annual General Meeting of M/s NEOCURE THERAPEUTICS LIMITED will be held on Monday, the 30th day of September, 2002, at 12 Noon at the Registered Office of the Company at G-4/3, SEIE, Kattedan, Hyderabad - 500 077, to consider the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2002 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr.P.V.V.Prasad who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr.D.Sreeram Raju who retires by rotation and being eligible offers himself for reappointment.

4. To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution :

"WHEREAS a Special Notice has been received pursuant to Section 225(1) of the Companies Act, 1956 from Shareholder for the appointment of M/s P.Murali & Co., Chartered Accountants, in place of the retiring Auditors, namely M/s Mogili Sridhar & Co., Chartered Accountants."

"NOW THEREFORE IT IS RESOLVED that M/s P.Murali & Co., Chartered Accountants, Hyderabad be and are hereby appointed as the Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Mr.P.Krupavaram who was appointed as an Additional Director of the company by the Board, who ceases to hold office under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company".

6. To consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Mr.Ch. Srinivas who was appointed as an Additional Director of the company by the Board, who ceases to hold office under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company".

BY ORDER OF THE BOARD OF DIRECTORS
for NEOCURE THERAPEUTICS LIMITED

PLACE : HYDERABAD

DATE : 31-8-2002

(D.KRISHNA KUMAR RAJU)
CHAIRMAN & MANAGING DIRECTOR

NOTES

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- b) PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
- c) THE RELATIVE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS SET OUT ABOVE, AS REQUIRED BY SEC.173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED HERETO.
- d) THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 26.9.2002 to 30.9.2002 (BOTH DAYS INCLUSIVE).

**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT**

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

ITEM NO. 4

The retiring auditors, namely, M/s Mogili Sridhar & Co., have given notice in writing of their unwillingness to be re-appointed and that a Special Notice in terms of Section 190 of the Companies Act, 1956 read with Section 225 of the Act has also been received from Shareholders of the Company for the appointment of new Auditors in place of the retiring auditors M/s Mogili Sridhar & Co., Chartered Accountants. The Company has forthwith communicated to the retiring auditors of the Special Notice and that the retiring auditors have made no representation against the said special notice. A written certificate has been obtained from M/s P.Murali & Co., Chartered Accountants to the effect that in case of their appointment as Auditors of the Company, the appointment will be in accordance with the limits prescribed under Section 224 (1B) of the Act.

Your Directors recommend the Resolution for your approval.

None of the Directors is concerned or interested in this resolution.

ITEM NOS. 5 & 6

Mr.P.Krupavaram and Mr.Ch.Srinivas were co-opted as Additional Directors. As per the provisions of Section 260 of the Companies Act, 1956, they cease to be Directors at the ensuing Annual General Meeting. As required by Section 257 of the said Act, Notice along with a Deposit of Rs.500/- each has been received from Members signifying their intention proposing the appointment of Mr.P.Krupavaram and Mr.Ch.Srinivas as Directors of the company.

The Board consider it desirable that the company should continue to avail itself of their services.

No other Directors except Mr.P.Krupavaram and Mr.Ch.Srinivas is interested in the Resolution.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required under the Listing Agreement, the particulars of Directors who proposed to be appointed/ re-appointed are given below:

1. **Name** : Sri P.KRUPAVARAM
Age : 40 Years
Qualifications : Graduate
Expertise : 10 years Experience in Sales & Business Administration
Other Directorships : Nil
2. **Name** : Sri Ch.Srinivas
Age : 40 years
Qualifications : Graduate
Expertise : 10 years experience in Sales of Pharma Products
Other Directorships : 1 (Inland Stock Trading Pvt. Ltd.)
3. **Name** : Sri P.V.V.Prasad
Age : 36 years
Qualifications : Graduate
Expertise : Vast experience in business of Administration and Trading activities.
Other Directorships : a) M/s Sunshine Factors & Exports Limited
b) M/s Inland Stock Trading Pvt.Ltd.
4. **Name** : Sri D.Sreerama Raju
Age : 66 years
Qualifications : Graduate
Expertise : Vast experience in Constructions and Real Estate Business
Other Directorships : Nil

**DIRECTORS' REPORT**

To
The Members of
M/s.NEOCURE THERAPEUTICS LIMITED

The Directors have pleasure in presenting the 15th Annual Report of the company together with the Audited Accounts for the year ended 31st March 2002.

OPERATIONS

Your Company has made a detailed research during this year as part of its diversification to Bio-Technology, Herbal Medicine and Herbal Plantation and has identified different Pharmaceutical Products useful for the humankind in the day to day, and is now all set to launch in to the market to have an affective marketing and technical assistance. The company is planing to join hands with some other companiès, which are having strong technical and marketing network. The Company has reduced its interest burdens in this current year. Efforts are being made to get good results and recover losses and become a profitable unit in the coming years.

FINANCIAL RESULTS

	Year Ended 31.03.2002 (Rs.in Lakhs)	Year Ended 31.03.2001 (Rs.in Lakhs)
Turnover	13.14	41.02
Profit (+) / Loss (-)	(50.80)	(103.61)
Balance Brought Forward	(711.07)	(607.46)
Balance Carried Forward	(925.27)	(711.07)

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

Pursuant to Clause 49 of the Listing Agreement, a Management Analysis Report is given below :

A. INDUSTRY BACKGROUND

The demand senario for the pharmaceutical industry, in general, is good and ever increasing. Nevertheless, the industry is overall obsessed with stiff competitions. In spite of the market competition, there is always a growing demand for this industry. Proper efforts are required to be made to fall in line with the changing trends and to achieve the targets and a better bottom line in the operations. Accordingly, plans are set to capture its shares in the market and to involve into the latest technologies including bio-technology.

B. INDUSTRY OUTLOOK

The need of the hour in the industry is to fall in line with the changing trends and to meet the lofty objectives. In general, the outlook for the industry can be categorized as excellent. The industry has to face the competitions and adopt itself to the use of latest technologies. There is also emergent need for helping the society by the use of latest bio technologies.

C. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has adequate internal control systems commensurate with the size of its operations and for the purpose of exercising adequate controls on the day-to-day operations. Systems are regularly reviewed to ensure effectiveness.

D. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS:

During the year, there are no material developments in Human Resources as well as Industrial Relations.



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

- (a) Conservation of Energy : The company is monitoring the consumption of energy and is identifying measures for conservation of energy.
- (b) (i) Technology Absorption, adaptation and innovation:- No technology either indigenous or Foreign is involved.
- (ii) Research and Development (R & D): No research and Development has been carried out.
- (b) Foreign exchange earnings : NIL
Foreign exchange out go: -NIL-

PARTICULARS OF EMPLOYEES

In pursuance of the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, the Directors are to report that no employee was in receipt of remuneration of Rs.24,00,000/- or more per annum or Rs.2,00, 000/- or more per month where employed for a part of the year.

DIRECTORS

Mr.P.Krupavaram and Mr.Ch.Srinivas were co-opted as Additional Directors during the year to hold the office at the ensuing Annual General Meeting. Notices pursuant to Section 260 of the Companies Act, 1956, has been received from the members signifying their intention propose the appointment of Mr.P.Krupavaram and Mr.Ch.Srinivas as Directors of the company.

Mr.P.V.V.Prasad and D.Sreerama Raju retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

During the year Sri. U.L. Ramanaiah resigned as Director. The Board takes this opportunity to thank for his valuable contribution.

DIRECTORS RESPONSIBILITY STATEMENT

- i) that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had 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 the financial year and/ of the Profit or Loss of the company for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis.

STATEMENT PURSUANT TO LISTING AGREEMENT

Presently the company's Equity shares are listed at Hyderabad Stock Exchange (HSE), Mumbai Stock Exchange (BSE) and National Stock Exchange (NSE). The Company has paid Annual Listing Fee upto the year 2002-2003 for National Stock Exchange. And the Company has not paid Listing Fees for the year 2002-2003 for Hyderabad and Mumbai Stock Exchanges.

CORPORATE GOVERNANCE

In order to bring more transparency in the conduct of business, the Stock Exchanges have amended the listing agreement incorporating the code of corporate governance to listed companies. Your Company has always been committed to the best practices in the governance of its affairs. Your company had taken steps and complied with most of the recommendations during the year. For the year under review, the Compliance Report is provided in the Corporate Governance section in this Report. The Auditors' Certificate on compliance with the mandatory requirements of Corporate Governance is given in "Annexure "A" to this Report."

NEOCURE THERAPEUTICS LIMITED



AUDITORS

M/s. P. Murali & Co., Chartered Accountants, are appointed as Auditors of the company in place of M/s. Mogli Sridhar & Co., Chartered Accountants the retiring Auditors, who expressed their inability to continue as Auditors of the Company.

PERSONNEL

The relations between the management and the staff were very cordial throughout this year. Your Directors take this opportunity to record their appreciation for the Co-Operation and loyal services rendered by the employees.

DEPOSITS

The company has not accepted any deposits during the year.

ACKNOWLEDGEMENTS

Your Directors gratefully acknowledge with thanks the constructive guidance and support extended by Banks and Government Agencies.

for and on behalf of the Board
for NEOCURE THERAPEUTICS LIMITED

PLACE : HYDERABAD.

(D. KRISHNA KUMAR RAJU)

(D. SREERAMA RAJU)

DATE : 31-8-2002

CHAIRMAN & MANAGING DIRECTOR

DIRECTOR

TREASURER



**ANNEXURE – “A” TO DIRECTORS REPORT- CORPORATE GOVERNANCE
(Pursuant to Clause 49 of the Listing Agreement)**

1. Company's Philosophy on code of governance :

The Basic philosophy of corporate governance of the company is to achieve business excellence and enhance shareholder value keeping in view the interests of all share-holders. The company stands by transparency in all its dealings and strict regulatory compliance. The company believes that strong corporate governance is indispensable for healthy business growth and to be resilient in a vibrant capital market and is an important instrument of investor protection.

2. Board of Directors
a) Composition

The composition of Board of Directors of the company meets the stipulated requirements. The Board of Directors comprises of One Chairman & Managing Director, and 4 Independent Non Executive Directors. To be in line with the company's philosophy on Corporate Governance, all statutory subjects are placed before the Board to discharge its responsibilities as trustees of the Share Holders.

b) Attendance of each Director at the Board Meetings and the last AGM

5 Board Meetings were held during the year from April 01, 2001 to March 31, 2002. The dates on which the meetings were held i.e. 30.04.2001, 11-06-2001, 28-07-2001, 20.10.2001 and 30.01.2002. The Last Annual General Meeting was held on 30th July, 2001. The attendance of each Director is as under :

Name of the Director	Category	No. of Other Directorships	No. of Committees in which	No. of Board Meetings attended	Whether attended last AGM
Sri D. Krishna Kumar Raju	Chairman & Managing Director	1	NIL	5	Yes
Sri.D.Sreerama Raju	Independent Non-Executive	NIL	NIL	5	Yes
Sri.P.V.V.Prasad	Independent Non-Executive	2	2	5	Yes
Sri.U.L.Ramanaiah*	Independent Non-Executive	1	NIL	4	Yes
Sri.P.Krupavaram **	Independent Non-Executive	NIL	2	1	No
Ch.Srinivas**	Independent Non-Executive	1	2	1	No

* Sri U.L.Ramanaiah resigned as Director w.e.f. 20.10.2001. ** Sri.Ch.Srinivas and Sri.P.Krupavaram joined as Directors w.e.f. 20.10.2001.

3. AUDIT COMMITTEE:

The Audit committee was set up by the Board of Directors on 28.07.2001. During the year under review Three (3) meetings were held for approval of Un-audited Financial Results for the quarter ended June, 2001, September, 2001 and December, 2001.

The constitution of the Committee and the attendance of each member of the Committee is given below :



Name of the Director	Designation	Wholetime/ Independent	Profession	Committee meetings attended
Sri D.Sreerama Raju*	Director	Independent	Business	1
Sri.P.V.V.Prasad	Director	Independent	Business	3
Sri.U.L.Ramanaiah*	Director	Independent	Business	1
Sri.Ch.Srinivas*	Director	Independent	Business	2
Sri.P.Krupavaram*	Director	Independent	Business	2

*Sri.D.Sreerama Raju resigned as Audit Committee Member w.e.f.20.10.2001. Sri.U.L.Ramanaiah resigned as Director as well as Audit Committee Member, Sri.Ch.Srinivas and Sri.P.Krupavaram were appointed as Directors as well as Audit Committee Members w.e.f.20.10.2001.

The meetings of Audit committee are also attended by the heads of finance and Statutory Auditor as Invitees. The un-audited financial results for each quarter are approved by the audit committee before passed on to the Board of Directors for approval and adoption.

Terms and reference of the Audit Committee include a review of;

- Financial reporting process
- Draft financial statements and auditor's report (before submission to the Board)
- Accounting policies and practices
- Internal controls and internal audit systems
- Risk management policies and practices
- Related party transactions
- Internal audit reports and adequacy of internal audit function

The role of the audit committee includes recommending the appointment and removal of the external auditor, discussion of the audit, plan, fixation of audit fee and also approval of payment of fees for any other services.

4. Remuneration Committee

The Company does not have a "Remuneration Committee". Your Directors recommended that all such items that may be required to be discussed at a Meeting of the "Remuneration Committee" could be considered at a Meeting of the Board of Directors.

5. REMUNERATION OF DIRECTORS :

None of the Directors has drawn any remuneration or sitting fees during the financial year.

6. Share Holders /Investors Grievance Committee :

The Committee oversees share transfers and monitors investor grievances. To look into the redressal of shareholders and investors complaints like – transfer of shares, non – receipt of balance Sheet, non-receipt of declared dividends etc.,

The Committee consists of the following Directors:

- Sri.Ch.Srinivas Member
- Sri P.V.V.Prasad Member
- Sri.P.Krupavaram Chairman

Sri. P.V.V.Prasad is the Compliance Officer.

The total No. of Complaints received and complied during the year were 16.

NEOCURE THERAPEUTICS LIMITED



The Complaints had been attended to within seven days from the date of receipt of the complaint, as communicated by our Registers and Share Transfer Agents M/s.Aarthi Consultants Pvt. Ltd. One complaint is outstanding as on 31st March, 2002.

7. Details of Annual General Meetings: Location and time of the last Three AGMs.

AGM	YEAR	VENUE	DATE	TIME
4th	2000-2001	Registered Office	30.07.2001	11.00 A.M.
3rd	1999-2000	Registered Office	27.06.2000	11.00 A.M.
2nd	1998-1999	Ravi Public School 8-13-10, Shanti Nagar, Near TNGO Colony, Mailarpally, Hyd. R.R.Dist.	30.10.1999	2.00 P.M.

No Special resolution was put through postal ballot last year.

8. Disclosures

A. Disclosure on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management's, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large.

None

B. Details of non-compliance by the company, penalties, Strictures imposed on the company by stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

None

9. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

Relevant details forms part of the explanatory statement to the notice of the Annual General Meeting/ Director's Report.

10. Means of Communications:

As per the listing requirements, the company publishes periodical financial results in leading English and regional newspapers information. The Management Discussion and Analysis (MD& A) forms part of the annual report.

11. MANAGEMENT DISCUSSION AND ANALYSIS

Appended to this Report.

12. General Share Holder Information:

- a) AGM, Date, Time and Venue : 30th September, 2002 at 12.00 Noon
at G-4/B, SEIE, Kattedan, Hyderabad -77
- b) Financial Calendar : April to March

Financial Reporting for:

Tentative Schedule

Quarter ending June, 30th 2002	Before end July 02
Quarter ending September 30th 2002	Before end October 02
Quarter ending December 31st 2002	Before end January 03
Quarter ending March 31st 2003	Before end April, 03
Annual General Meeting for FY ended 31st March, 2003	Before end September, 03

NEOCURE THERAPEUTICS LIMITED



- c) Date of Book Closure : 26th September, 2002 to 30th September, 2002 (both days inclusive)
- d) Dividend Payment date(s) : Not Applicable.
- e) Dividend Payment date(s) : Not Applicable.
- f) Listing on Stock Exchange : Hyderabad and Mumbai and National Stock Exchange of India Limited. The Company has paid Annual Listing Fee upto the year 2002-2003 for National Stock Exchange. And the Company has not paid Listing Fees for the year 2002-2003 for Hyderabad and Mumbai Stock Exchanges.
- i) **Stock Code**
 Hyderabad : Not Allotted
 Mumbai : 531624
 NSE : NEOCURETHER EQ.
- ii) **Desmat ISIN Number**
 NSDL - INE 695 B01017
 CDSL - INE 695 B01017
- g) Market Price Date: High : The Company was given Listing permission by
 Low during each : the Stock Exchange from
 Month in last Financial Year
 Mumbai Stock Exchange 24-4-1996
 Hyderabad Stock Exchange 26-4-1996
 National Stock Exchange of India Limited 12-3-1997

Month	The Hyderabad Stock Exchange Limited		The Stock Exchange, Mumbai		National Stock Exchange of India Limited	
	High	Low	High	Low	High	Low
April, 2001	—	—	1.80	1.15	2.25	1.05
May, 2001	—	—	2.00	1.35	2.50	1.10
June, 2001	1.50	1.50	1.75	1.20	1.85	0.85
July, 2001	—	—	1.70	1.15	2.10	0.50
August, 2001	—	—	1.30	1.00	1.65	0.40
September, 2001	—	—	1.40	1.20	1.85	0.40
October, 2001	—	—	1.50	1.25	1.75	0.40
November, 2001	—	—	2.60	1.15	4.80	0.50
December, 2001	—	—	3.20	1.60	3.00	1.25
January, 2002	—	—	1.75	1.15	1.75	1.30
February, 2002	—	—	2.20	1.25	1.65	1.25
March 2002	—	—	1.30	1.10	1.50	1.00

- h) Stock Performance in Comparison : The Share Price of the Company has been to Broad-based indexes such as moving with the trend of the indexes
 BSE Sensex, BZX 200, Nifty
- i) Register and Transfer Agent : Aarhi Consultants Private Limited
 1-2-285, Domaiguda, Hyderabad-29
- j) Share and Transfer agent : The Share transfers are being effected physically by the Company's share transfer agents, M/s Aarhi Consultants Pvt. Ltd, Hyderabad.

NEOCURE THERAPEUTICS LIMITED



k) Distribution Shareholdings as on 31.3.2002

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	Numbers	% of Total	In Rs.	% of Total
(1)	(2)	(3)	(4)	(5)	(6)
Upto 5,000	5,000	5001	54.21	14446710.00	8.92
5,001	10,000	1591	17.24	14330220.00	8.85
10,001	20,000	979	10.61	15450730.00	9.54
20,001	30,000	736	7.98	18808940.00	11.61
30,001	40,000	195	2.11	7107160.00	4.39
40,001	50,000	298	3.23	14196910.00	8.76
50,001	1,00,000	255	2.76	20037320.00	12.37
1,00,001	and above	172	1.86	57613010.00	35.56
TOTAL		9227	100.00	161991000.00	100.00

l) According to categories of shareholders as at 31st March 2002.

	CATEGORY	No.of Shares held	% age of shareholding
A.	PROMOTER'S HOLDING:		
	1. Promoters		
	- Indian Promoters	1946800	12.02
	- Foreign Promoters	30600	0.19
	2. Persons acting in Concert	—	—
B.	NON-PROMOTERS HOLDING		
	3. Institutional Investors		
	a. Mutual Funds	—	—
	b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/Non-government Institutions)	—	—
	c. FIs	—	—
	4. OTHERS		
	a. Private Corporate Bodies	951374	5.87
	b. Indian Public	12719226	78.52
	c. NRIs / OCBs	551100	3.40
	d. Any other (please specify)		
	TOTAL	16199100	100.00

- m) Decartelization of Shares and liquidity : The Company has entered in to an arrangement with both the depositories namely NSDL and CSDL for decartelization of its shares.
- n) Outstanding GDRs./ADRs./Warrants on any Convertible instruments Conversion date and likely Impact on equity. : The Company has not issued any GDRs./ADRs. Warrants or any convertible instruments.
- o) Address for Correspondence : G-4/3, SEIE, Kattedan, Hyderabad - 500 077

BY ORDER OF THE BOARD OF DIRECTORS
for NEOCURE THERAPEUTICS LIMITED

PLACE : HYDERABAD
DATE : 31-8-2002

(D.KRISHNA KUMAR RAJU)
CHAIRMAN & MANAGING DIRECTOR

(D. SREERAMA RAJU)
DIRECTOR

NEOCURE THERAPEUTICS LIMITED



Compliance Certificate on Corporate Governance

To
The Members,
NEOCURE THERAPEUTICS LIMITED
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Neocure Therapeutics Limited ("the company") for the year ended 31st March, 2002 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges.

The compliance of the conditions of the Corporate governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

for **MOGILI SRIDHAR & CO.,**
CHARTERED ACCOUNTANTS

PLACE : HYDERABAD
DATE : 31-8-2002

P.MURALI MOHANA RAO
PARTNER

NEOCURE THERAPEUTICS LIMITED



AUDITORS' REPORT

To
The Members,
M/s NEOCURE THERAPEUTICS LIMITED.

We have audited the attached Balance Sheet of M/s. Neocure Therapeutics Ltd. as at 31st March, 2002 and also the Profit & Loss Account of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 we enclose in the Annexure a Statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that :

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our Audit.
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - (iii) The Balance Sheet and Profit & loss account dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of Companies Act, 1956.
 - (v) On the basis of written representations received from the directors, as on 31st March, 2002 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2002 from being appointed as director in terms of clause (g) of sub-section 1 of section 274 of the Companies Act, 1956.
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2002.
- And
- (ii) In the case of the Profit and Loss Account, of the Loss for the year ended on that date.

for **MOGILI SRIDHAR & CO.,**
CHARTERED ACCOUNTANTS

PLACE : HYDERABAD
DATE : 31-8-2002

P.MURALI MOHANA RAO
PARTNER

**ANNEXURE TO THE AUDITORS' REPORT**

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The management has carried out a physical verification of fixed assets and as explained to us, no serious discrepancies have been noticed on such verification.
- (b) None of the fixed assets have been revalued during the current year.
- (c) The Management has conducted physical verification in respect of stores, spares parts and raw materials at reasonable intervals.
- (d) In our opinion, the procedures of the physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (e) As explained to us, no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (f) In our opinion the valuation of stocks is fair and proper and is in accordance with the normally accepted accounting principles.
- (g) The company has not taken any loans, secured or unsecured from companies, firms or other parties listed in the register maintained U/S 301 of the Companies Act, 1956 .
- (h) The company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained U/S 301 of the Companies Act, 1956
- (i) Loans and Advances in the nature of loans have not been given by the company to any party.
- (j) In our opinion, there are adequate internal control procedures, commensurate with the size of the company and nature of its business for the purchase of stores, raw materials Plant & Machinery, equipment and other Assets.
- (k) In our opinion and according to the information and explanation given to us, the transactions of purchase of materials made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the current year to Rs.50, 000 or more in respect of each party have not been made by the company.
- (l) On the basis of evaluation by persons responsible for physical verification of stocks, there were no unserviceable or damaged stocks.
- (m) The company has not accepted any deposits from public.
- (n) In our opinion reasonable records have been maintained by the company for the sale and disposal of scrap. The company has no by-products.
- (o) In our opinion, the company is having internal audit system commensurate with its size and nature of its business.
- (p) Accounts and records prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 are being maintained.
- (q) The company does not have arrears of provident fund and Employees state insurance dues.
- (r) As at the last day of the financial year there were no outstanding undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty for a period of more than six months from the date they became payable.
- (s) No personal expenses have been charged to revenue accounts during the year under Audit.
- (t) The company is not a Sick Industrial Company within the meaning of clause (o) of sub section (1) of Section 3 of sick industrial Companies (Special Provision) Act, 1985.

for **MOGILI SRIDHAR & CO.,**
CHARTERED ACCOUNTANTS.

P.MURALI MOHANA RAO
PARTNER

PLACE : HYDERABAD
DATE : 31-8-2002

NEOCURE THERAPEUTICS LIMITED



BALANCE SHEET AS AT 31-03-2002

PARTICULARS	SCHEDULE Nos.	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
I. SOURCES OF FUNDS			
1. SHAREHOLDERS FUNDS			
a. Capital	1	161991000	161991000
b. Reserves & Surplus		37113500	37113500
2. LOAN FUNDS			
a. Secured Loans	2	25509801	25509801
b. Un Secured Loans		4000000	4000000
3. DEFERRED INCOME TAX LIABILITY			
		16340282	—
TOTAL		<u>244954583</u>	<u>228614301</u>
II. APPLICATION OF FUNDS			
1. FIXED ASSETS			
a. Gross Block	3	94997987	94997987
b. Less Depreciation		25150165	21012456
c. Net Block		69847822	73985531
d. Capital Work in Progress		58502930	58502930
2. CURRENT ASSETS, LOANS & ADVANCES			
a. Inventories		945874	933690
b. Sundry Debtors	4	229487	764666
c. Cash & Bank Balance	5	66112	64937
d. Loans & Advances	6	25102446	24561138
Less : Current Liabilities & Provisions	7	2730494	1923048
NET CURRENT ASSETS		23613424	24401383
3. MISCELLANEOUS EXPENDITURE			
(to the extent not written off or adjusted)		463176	617569
4. PROFIT & LOSS ACCOUNT			
		92527230	71106888
TOTAL		<u>244954583</u>	<u>228614301</u>
NOTES TO ACCOUNTS	9	—	—

AS PER OUR REPORT OF EVEN DATE

for MOGILI SRIDHAR & CO.,
CHARTERED ACCOUNTANTS

P. MURALI MOHANA RAO
PARTNER

PLACE : HYDERABAD
DATE : 31-8-2002

FOR AND ON BEHALF OF THE BOARD

D. KRISHNA KUMAR RAJU
CHAIRMAN & MANAGING DIRECTOR

D. SREERAMA RAJU
DIRECTOR

NEOCURE THERAPEUTICS LIMITED**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2002**

PARTICULARS	SCHEDULE Nos.	ENDED 31-03-2002 (Rupees)	ENDED 31-03-2001 (Rupees)
1. INCOME			
Sales		864,857	4,065,894
Other Income		449,546	36,493
TOTAL		1,314,403	4,102,387
2. EXPENDITURE			
Raw Materials Consumed		416,590	1,789,268
Manufacturing, Selling & Administrative Expenses	8	1,681,243	5,270,679
Financial Charges		4,528	3,114,587
Depreciation		4,137,709	4,137,709
Miscellaneous Expenses W/o		154,393	154,393
TOTAL		6,394,463	14,463,636
3. PROFIT / (LOSS) BEFORE TAX		(5,080,060)	(10,361,249)
4. PROVISION FOR TAXATION		—	—
5. DEFERRED INCOME TAX LIABILITY		(-294,564)	—
6. PROFIT / (LOSS) AFTER TAX		(5,374,624)	(10,361,249)
7. BALANCE BROUGHT FORWARD PROFIT/(LOSS)		(71,106,888)	(60,745,639)
8. TRANSITIONAL CUMULATIVE DEFERRED TAX		(-160,457,18)	—
9. BALANCE CARRIED FORWARD		(92,527,230)	(71,106,888)
EARNINGS PER SHARE		(-0.33)	(-0.64)

NOTES TO ACCOUNTS

9

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

for MOGILI SRIDHAR & CO.,
CHARTERED ACCOUNTANTSD. KRISHNA KUMAR RAJU
CHAIRMAN & MANAGING DIRECTORP. MURALI MOHANA RAO
PARTNERD. SREERAMA RAJU
DIRECTORPLACE : HYDERABAD
DATE : 31-8-2002

NEOCURE THERAPEUTICS LIMITED



SCHEDULE 1 SHARE CAPITAL

PARTICULARS	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
AUTHORISED :		
20,000,000 Equity Shares of Rs.10/- Each	<u>200,000,000</u>	<u>200,000,000</u>
ISSUED, SUBSCRIBED EQUITY SHARE		
16199100 Shares of Rs.10/-Each	<u>161,991,000</u>	<u>161,991,000</u>
	<u>161,991,000</u>	<u>161,991,000</u>

SCHEDULE 2 SECURED LOANS

PARTICULARS	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
Working Capital Borrowing From Banks	<u>25,509,801</u>	<u>25,509,801</u>
	<u>25,509,801</u>	<u>25,509,801</u>

SCHEDULE 3 FIXED ASSETS

Particulars	Gross Block As on 01-04-2001	Additions during the year	Gross Block As at 31-03-2002	Depreciation As at 31-3-2001	Depreciation during the year	Total Depre- ciation	Net Block As at 31-3-2002	Net Block As at 31-3-2001
Land	89491	—	89491	—	—	—	89491	89491
Land & Buildings	27154066	—	27154066	4769642	906946	5676588	21477478	22384424
Furniture & Fixtures	647844	—	647844	207228	41009	248237	399607	440616
Plant & Machinery	64081142	—	64081142	15135116	3043854	18178970	45902172	48946026
Art work	330526	—	330526	100339	15700	116039	214487	230187
Blocks	597574	—	597574	181120	28385	209505	388069	416454
Cylinders	918456	—	918456	274444	43627	318071	600385	644012
Vehicles	46128	—	46128	24423	4382	28805	17323	21705
Misc. Fixed Assets	1132760	—	1132760	320144	53806	373950	758810	812616
	<u>94997987</u>	<u>—</u>	<u>94997987</u>	<u>21012456</u>	<u>4137709</u>	<u>25150165</u>	<u>69847822</u>	<u>73985531</u>

NEOCURE THERAPEUTICS LIMITED



SCHEDULE 4 SUNDRY DEBTORS

PARTICULARS	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
(Debts considered good & unsecured)		
a. Debts outstanding for a period exceeding six months	2503	42,473
b. Others	226,984	722,193
	<u>229,487</u>	<u>764,666</u>

SCHEDULE 5 CASH & BANK BALANCES

PARTICULARS	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
Cash in hand	36,333	35,513
Balances with Banks	29,779	29,424
	<u>66,112</u>	<u>64,937</u>

SCHEDULE 6 LOANS & ADVANCES

PARTICULARS	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
Advances & Others	23,922,539	23,381,231
Deposits	1,179,907	1,179,907
	<u>25,102,446</u>	<u>24,561,138</u>

SCHEDULE 7 CURRENT LIABILITIES & PROVISIONS

PARTICULARS	AS AT 31-03-2002 (Rupees)	AS AT 31-03-2001 (Rupees)
Sundry Creditors	330,222	290,615
Other Liabilities	2,315,352	1,342,196
Outstanding Expenses & Provisions	84,920	290,237
	<u>2,730,494</u>	<u>1,923,048</u>

SCHEDULE-8 MANUFACTURING , SELLING & ADMINISTRATIVE EXPENSES

PARTICULARS	Ended 31-03-2002 (Rupees)	Ended 31-03-2001 (Rupees)
Manufacturing Expenses	212,618	819,482
Selling Expenses	671,930	1,408,301
Other Administrative Expenses	796,695	3,042,896
	<u>1,681,243</u>	<u>5,270,679</u>

**SCHEDULE 9
NOTES FORMING PART OF THE ACCOUNTS****A. SIGNIFICANT ACCOUNTING POLICIES****a. General**

- (i) The accounts are prepared on the historical cost basis and on the accounting principles of a going concern.
- (ii) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

b. Revenue Recognition

The company follows the Mercantile system of Accounting and recognises income and expenditure on accrual basis.

c. Fixed Assets

Fixed Assets are recorded at the cost of acquisition inclusive of freight, duties, taxes and other incidental charges related to acquisition.

d. Depreciation and Amortisation

- i) The Depreciation on the fixed assets has been calculated on Straight Line method on pro-rata basis at the rates given in the Schedule XIV of the companies Act, 1956.
- ii) Public Issue Expenses are amortised over the period of 10 years

e. Inventories

Inventories are valued at cost or market value whichever is lower.

f. Capital Work-in-progress

Capital work-in-progress includes civil work under progress, Plant & Machinery under erection, Advance to civil works, Other Advances and Pre-operative Expenses.

g. Gratuity

The Company has not made any provision for accruing liability for gratuity to its employees. Gratuity payable will be accounted as and when payments are made and as such liability has not been ascertained.

h. Taxation

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax assets and liabilities are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

B. NOTES ON ACCOUNTS

1. Remuneration to Auditors is as Audit fee Rs.25, 000/- (Previous year Rs.25,000/-)
2. Particulars of employees in accordance with Sub-section (2A) of section 217 of the Companies Act, 1956 read with Companies (Particulars of Employees) Rule 1975.

N I L

3. Central excise account is subject to reconciliation.
4. The Balances of Sundry debtors, Sundry Creditors and Other balances are subject to confirmation and reconciliation, if any.
5. In accordance with Accounting Standard 22 "Accounting for Taxes on Income "(AS 22) issued by the ICAI, the Company has accounted for deferred taxes during the year. Accumulated deferred tax liability of Rs160.46 Lacs as on April 1, 2001 has been charged to revenue in accordance with the transitional provisions of AS 22. The deferred tax provision for the current year amounts to Rs.2.95 lacs towards deferred tax liability.
6. **EARNING PER SHARE :**
The earnings considered in ascertaining the company's Earnings Per Share comprise net profit after tax. The number of shares used in computing basic Earnings Per share is the weighted average number of shares outstanding during the year.
7. The figures have been regrouped wherever necessary.
8. The figures have been rounded off to the nearest rupee.

Signatures to Schedules 1 to 9

AS PER OUR REPORT OF EVEN DATE

for MOGILI SRIDHAR & CO.,
CHARTERED ACCOUNTANTS

P. MURALI MOHANA RAO
PARTNER

PLACE : HYDERABAD
DATE : 31-8-2002

FOR AND ON BEHALF OF THE BOARD

D. KRISHNA KUMAR RAJU
CHAIRMAN & MANAGING DIRECTOR

D. SREERAMA RAJU
DIRECTOR

NEOCURE THERAPEUTICS LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2002**

	31-3-2002 (Rs. in lakhs)	31-03-2001 (Rs. in lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/ (Loss) before taxation, and extraordinary items	(50.80)	(103.61)
Adjustments for:		
Depreciation	41.38	41.38
W/o expenses	1.54	1.54
Interest expenses	0.05	30.84
Operating Profit before working capital changes	(7.83)	(29.85)
Trade and other receivables	(0.06)	(128.33)
Inventories	(0.12)	(3.28)
Trade payables	8.07	4.22
Cash generated from operations	0.06	(157.24)
Interest paid	(0.05)	(30.84)
Direct Taxes paid	—	—
Cash flow before extraordinary items	—	(188.08)
Extraordinary items	—	—
NET CASH FLOW OPERATING ACTIVITIES	0.01	(188.08)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	—	(190.70)
NET CASH USED IN INVESTING ACTIVITIES	—	(190.70)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Equity Shares	—	301.01
Proceeds from Share premium	—	89.90
Net Proceeds from Long Term Borrowings	—	(14.16)
NET CASH USED IN FINANCING ACTIVITIES	—	376.75
Net increase in cash and cash equivalents	0.01	(2.03)
Cash and Cash equivalents (Opening Balance)	0.65	2.68
Cash and Cash equivalents (Closing Balance)	0.66	0.65

FOR AND ON BEHALF OF THE BOARD

D. KRISHNA KUMAR RAJU
Chairman & Managing DirectorD. SREE RAMA RAJU
DirectorPlace : Hyderabad
Date : 31-8-2002**CERTIFICATE**To
The Board of Directors
M/s Neocure Therapeutics Limited

We have examined the attached Cash Flow Statement of M/s Neocure Therapeutics Limited for the year ended 31st March, 2002. The Statement has been prepared by the company in accordance with the requirement of Clause 32 of listing agreement with Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of 31-8-2002 to the members of the company.

For MOGILI SRIDHAR & CO.,
CHARTERED ACCOUNTANTS(P. MURALI MOHANA RAO)
PARTNERPlace : Hyderabad
Date : 31-8-2002

NEOCURE THERAPEUTICS LIMITED



STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

Registration No.

0	1	-	0	0	7	8	1	1
---	---	---	---	---	---	---	---	---

 State Code

0	1
---	---

Balance Sheet

3	1
---	---

0	3
---	---

2	0	0	2
---	---	---	---

Date Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN Rs. THOUSANDS)

PUBLIC ISSUE	RIGHT ISSUE																		
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>N</td><td>I</td><td>L</td><td> </td><td> </td><td> </td></tr></table>				N	I	L				<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>N</td><td>I</td><td>L</td><td> </td><td> </td><td> </td></tr></table>				N	I	L			
			N	I	L														
			N	I	L														
BONUS ISSUE	PRIVATE PLACEMENT																		
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>N</td><td>I</td><td>L</td><td> </td><td> </td><td> </td></tr></table>				N	I	L				<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>N</td><td>I</td><td>L</td><td> </td><td> </td><td> </td></tr></table>				N	I	L			
			N	I	L														
			N	I	L														

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

TOTAL LIABILITIES	TOTAL ASSETS																		
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>2</td><td>4</td><td>4</td><td>9</td><td>5</td><td>4</td></tr></table>				2	4	4	9	5	4	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>2</td><td>4</td><td>4</td><td>9</td><td>5</td><td>4</td></tr></table>				2	4	4	9	5	4
			2	4	4	9	5	4											
			2	4	4	9	5	4											

SOURCES OF FUNDS

PAID-UP CAPITAL	RESERVES & SURPLUS																	
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>1</td><td>6</td><td>1</td><td>9</td><td>9</td><td>1</td></tr></table>				1	6	1	9	9	1	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>3</td><td>7</td><td>1</td><td>1</td><td>3</td></tr></table>				3	7	1	1	3
			1	6	1	9	9	1										
			3	7	1	1	3											
SECURED LOANS	UNSECURED LOANS																	
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>2</td><td>5</td><td>5</td><td>1</td><td>0</td></tr></table>				2	5	5	1	0	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>2</td><td>0</td><td>3</td><td>4</td><td>0</td></tr></table>				2	0	3	4	0	
			2	5	5	1	0											
			2	0	3	4	0											

APPLICATION OF FUNDS

NET FIXED ASSETS	INVESTMENTS																		
* <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>1</td><td>2</td><td>8</td><td>3</td><td>5</td><td>1</td></tr></table>				1	2	8	3	5	1	<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>N</td><td>I</td><td>L</td><td> </td><td> </td><td> </td></tr></table>				N	I	L			
			1	2	8	3	5	1											
			N	I	L														
NET CURRENT ASSETS	MISC. EXPENDITURE																		
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			2	3	6	1	3												
						4	6	3											
ACCUMULATED LOSSES																			
<table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td>9</td><td>2</td><td>5</td><td>2</td><td>7</td></tr></table>				9	2	5	2	7											
			9	2	5	2	7												

* NET FIXED ASSETS includes Capital work-in-progress.

NEOCURE THERAPEUTICS LIMITED



IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)

		TURNOVER					TOTAL EXPENDITURE										
					1	3	1	4				6	3	9	4		
+ -		PROFIT/LOSS BEFORE TAX					+ -		PROFIT/LOSS AFTER TAX								
	-				5	0	8	0		-				5	0	8	0
		EARNING PER SHARE IN RS.					DIVIDEND RATE %										
			-	0	3	3				N	I	L					

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC Code) **3 0 0 4**

PRODUCT DESCRIPTION **P A R A C E T A M O L - I P - T A B S**
P H A R M A C E U T I C A L - F O R M U
L A T I O N S

Item Code No. (ITC Code) **3 0 0 4**

PRODUCT DESCRIPTION **C O T R I M O X A Z O L E - D S - T A B S**
P H A R M A C E U T I C A L - F O R M U
L A T I O N S

Item Code No. (ITC Code) **3 0 0 4**

PRODUCT DESCRIPTION **A M P I C I L L I N - C A P S**
P H A R M A C E U T I C A L - F O R M U
L A T I O N S

NEOCURE THERAPEUTICS LIMITED

G-4/B, SEIE, Kattedan, Hyderabad - 500 077.

PROXY FORM

I/We
district of being a
Member/Members of NEOCURE THERAPEUTIS LIMITED hereby appoint
..... of or failing him
..... of
in the district of
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be
held on Monday the 30th September, 2002 at 12-00 Noon at Regd. Office of the Company, G-4/B, SEIE,
Kattedan, Hyderabad - 500 077.
Signed this..... day of 2002.

Affix
Rs. 1/-
Revenue
Stamp

Signature

PROXY NO.	REGD. FOLIO NO.	CLIENT I.D. NO.	NO. OF SHARES
------------------	------------------------	------------------------	----------------------

Note : This form duly completed and signed as per specimen signature registered with the Company should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the commencement of the meeting.

NEOCURE THERAPEUTICS LIMITED

G-4/B, SEIE, Kattedan, Hyderabad - 500 077.

ANNUAL GENERAL MEETING ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
I/we hereby record my/our presence at the 15th ANNUAL GENERAL MEETING held on Monday the 30th
September, 2002 at 12-00 Noon at Regd. Office of the Company, G-4/B, SEIE, Kattedan, Hyderabad-77.

NAME OF THE SHAREHOLDER/S OR PROXY (IN BLOCK LETTERS)	NO. OF SHARES	REGD. FOLIO NO.
--	----------------------	------------------------

SIGNATURE OF THE SHAREHOLDER/S OR PROXY

PRINTED MATTER

BOOK-POST

IF UNDELIVERED PLEASE RETURN TO :

NEOCURE THERAPEUTICS LIMITED

G-4/B, SEIE, Kattedan, Hyderabad - 500 077.