

**Seventeenth
Annual General Meeting**

**BANMOR CEMENT
COMPANY LIMITED**

1998 – 99

BANMOR CEMENT COMPANY LIMITED

BOARD OF DIRECTORS

Chairman and Managing Director

R.K.Misra

Director

Gopal Mittal

Govind Mittal

Auditors

M/s Nitin Arsekar & Co.

Chartered Accountants

Bombay

Bankers

Punjab and Sind Bank Limited

Registered Office

505, Swastik Chamber

C.S.T.Road, Chembur

Mumbai - 400 071.

Corporate Office

7, Jollyland,

Ghatla Road, Chembur

Mumbai - 400 071.

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the members of Banmor Cement Company Limited will be held on Saturday the 25th September, 1999 at 505, Swastik Chambers, Sion Trombay Road, Chembur, Mumbai - 400 071, at 9.30 a.m. to transact the following business:

Ordinary business:

1. To consider and adopt the Profit and Loss account for the year ended 31st March, 1999, the Balance Sheet as at that date, the Directors Report and Auditors' Report thereon.
2. To appoint Director in place of Mr. Ramakant Misra who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

Special Business:

4. To pass with or without modifications, the following resolution as special resolution:
"RESOLVED THAT pursuant to the provision of Section 17 and other applicable provisions of the Companies Act of 1956, the Memorandum of the Company is altered by including sub clause 82 to 89 in the Object Clause III(C).

"82. To carry on the business of Information Technology and Information Technology related, Internet, Internet related telecommunication, telecommunication related communication systems, satellite and satellite related, software and software related computer hardware and hardware related, network and networking related ERP, ERP related E-Commerce and E-Commerce related and generally all business related to computers, computing and information technology both in India and overseas.

83. "To carry on the business of distributors, importers, exporters, assemblers, installers, hirers, maintainers, repairers of and dealers in computers and computer peripherals and storage media, CD-ROM, Multimedia, sound blaster cards, printers, video display terminals, consoles, floppy disk drives, hard disk drives, offline data entry systems, modules, acoustic couplers, computers and telecommunication data network, equipment, card readers and printers, paper tape readers and punches, voice recognition input/output peripherals, microprocessor chips, mother boards, circuit cards and printed circuit boards, floppy diskettes, hard disk, magnetic tapes, cards, continuous stationery, paper tape, computer memory or peripherals equipments or storage media currently in use or to be invented/ developed/ utilised at any time in the future and also to purchase, develop, sell, export or otherwise deal in related goods, products, articles, spare parts, components or things and computer software including electronic equipments, programmes, systems, data and other facilities relating to computers, operations and data processing equipments.

84. "To carry on the business of software developer and impart computer training, software training and management training and to set up an Institution for Information Technology and Services and to export, import, buy, sell, develop or otherwise deal in Computer Software, and other related businesses and also run, maintain and carry on placement services in relation thereto.

85. "To carry on the business of Exporters, Importers, Lenders and Hirers, Developers, Traders, Dealers, Marketers, Buyers, Sellers, Commission Agents, Contractors, Sub-contractors, Repairers of Computer Hardware, Data Processing, Computer Aided Design (CAD), Computer Aided Management (CAM), conversion of all types of Engineering Drawing to Electronic Media and other allied peripherals and media products of all types and telecommunications.

86. "To acquire, buy, take or give on lease, develop, renovate, improve, maintain, exchange or otherwise own property, dams, powerhouses, radio and TV stations, air-ports, roads, ports, godowns, retail shops/showrooms, departmental stores, warehouses, office premises, towers, mills, factories, hotels, leisure centers, water parks, amusement parks, dwelling houses, bridges or other immovable properties and to turn the same to account as may be expedient and in particular by laying out and preparing land for building purposes and preparing building site by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, furnishing, maintaining, administering, equipping or subdividing properties by leasing or otherwise disposing of the same and to build, construct, own or take on lease or deal in all infrastructure projects related to Information Technology, Entertainment, Transport, Industry, Business, Trade or Commerce including construction, maintenance, running of Airports, Stadiums, Colleges, Universities, Training Infrastructure, Roads, Bridges, etc.

87. "To manufacture and carry on the business of film productions, silent as well as talking in all or any of the languages spoken in the world which may be Topical, News, Educational, Dramatic, Comic, Advertisements, Cartoons, Coloured, Synchronised and film or films of any other kind, to be thereafter devised, including all kinds of entertainment, such as water parks, sports complexes, games and music and any other such activity relating to entertainment and to run, maintain and carry on, for profit or otherwise the training institutes for manpower artists and technical personnel for films, entertainment, media and other related businesses and also run, maintain and carry on placement services in relation thereto.

88. "To exhibit, distribute, give or take on hire, exchange, purchase or sell and to deal in any manner in films, both of own manufacture, Indian or Foreign, in India or elsewhere outside India and to establish branches or agencies in India or elsewhere outside India and also to engage agents or representatives for the above or any other purposes of the Company and remunerate such agents, representatives and servants of the Company and to manufacture, produce and exhibit Cinematographic films and pictures and to engage Directors, Actors and other servants, Authors, Playwrights, Dramatists, Dialogue and Scenario writers, Film Editors, Story writers and other persons, Technicians, Engineers, Sound Experts, Cameramen, Musicians, Art Directors, Artists, Painters, Carpenters and other experts necessary for conducting the business of the Company and to pay and remunerate persons so engaged.

89. "To construct, purchase or take on lease Cinematography theaters, cinema halls and other buildings and works convenient for the purposes thereof and to manage, maintain and carry on such theaters and other buildings, when so erected."

5. To approve with or without modifications the following names for change in name to be applied to The Registrar of Companies and to empower the Board to proceed with the necessary formalities for obtaining the permission from the Registrar to change the name and to comply with subsequent procedures and requirements :

(a) Millenium Infotech Ltd.

(b) Millenium Infosys Ltd.

(c) Millenium Infoconcepts Ltd.

(d) Millenium Infovision Ltd.

By Order of the Board

Bombay : 14th August, 1999
Registered office:
505, Swastik Chambers,
Sion Trombay Road,
Chembur, Mumbai - 400 071.

Chairman of the Meeting

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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 such proxy need not be a member of the Company. An instrument appointing a proxy(s) in order to be effective must be deposited at the Company's Registered Office at "505, Swastik Chambers, Sion Trombay Road, Chembur, Mumbai - 400 071."
2. The relevant explanatory statement pursuant to section 173 (2) of the Companies Act of 1956 pertaining to special business contained in item 4 and 5 of the notice is annexed hereto.
3. The members are requested to notify change in their address, if any quoting their folio no. to the Company at their registered office.
4. The members are requested to bring the copy of their Annual Report and Attendance slip at the Annual General Meeting.