

Eighteenth Annual General Meeting

SATELLITE INFOCONCEPTS LIMITED

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1999 – 2000



Satellite Infoconcepts Limited

(Formerly Banmor Cement Company Limited)

BOARD OF DIRECTORS

Chairman and Managing Director

Prakhar Mishra

Director

Sunil Patole

Sharad Kishore

Auditors

Rani Maheshwari
& Company
Bombay

Bankers

Vysya Bank Ltd

Registered Office

60, Acharya Nagar,
Govandi,
Mumbai 400 088

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of Satellite Infoconcepts Limited will be held on Saturday, the 30th September, 2000 at 60, Acharya Nagar, Govandi, Mumbai-400 088, 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, 2000, the Balance Sheet as at that date, the Directors Report and Auditors' Report thereon.
2. To approve the appointment of Shri Prakhar Mishra, Sharad Kishore and Sunil Patole who were appointed as additional directors, w.e.f, 1/3/200, 1/3/2000 and 28/4/2000 respectively in place of Shri R.K.Misra, Gopal Mittal and Govind Mittal, who have resigned/ retired with effect from 1/3/2000.
3. To appoint Rani Maheshwari & Co as auditors and to fix their remuneration in place of Nitin Arsekar & Co, who do not offer themselves for reappointment.

Special Business

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

"RESOLVED THAT pursuant to Section 94 and all the applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 50,00,000/- (Rupees Fifty Lacs Only) divided into 5,00,000 (Five Lacs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000/- (Two Crore Only) Equity shares of Rs.10/- (Rupees Ten Only) each."

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

"RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company relating to the share capital be and is hereby altered by substituting the following as new Clause V in its place & instead :

V. The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide/sub-divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred special or qualified rights, privileges or conditions as may be determined by the or in accordance with the Article of Association of the company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by the act or by the Articles of Association of the Company for the time being."

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

"RESOLVED FURTHER THAT pursuant to Section 31 and all other applicable provisions if any of the Companies Act, 1956, (including ny statutory modifications or re-enactment thereof, for the time being in force) the existing Article No. 3 be and is hereby substituted as follows :

The Authorised Share Capital of the Company shall be stated in Clause V of the Memorandum of Association of the Company with power to increase or reduce the capital and to divide the shares in the capital of the Company for the time being into Equity Shares Capital and Preference Share Capital and to

attach thereto respectively any preferential, qualified deferred or special rights, privileges or conditions in such manner as may for the time being be permitted by the said Act or provided by these presents.

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as a special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies act, 1956, (including any statutory modification or re-enactment thereof, for the time being in-force) and the enabling provisions in the Memorandum & Articles of Association of the Company, and subject to the approval of Securities & Exchange Board of India (SEBI) (if any), and also subject to approval from Central Government and all other concerned Authorities, if any, and to the extent necessary and such other approvals, permissions and sanctions as may be necessary and subject to such conditions, and modifications as may be necessary and may be prescribed or imposed by any of them in granting such approvals, permissions agreed to by the Board of Directors of the company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution, the Board be and is hereby authorised on behalf of the Company with power to delegate such authority to such person or persons as the Board may deem fit to issue, subject to such lock-in period as may be imposed based on the then prevailing guidelines of SEBI, to allot equity shares upto a maximum of 1,95,00,000 shares (one Crore ninety five lac shares only) of face value of Rs.10/- each to Promoters, Friends and Associates and FIs, FFIs, Institutions, Banks and other high net-worth investors at a price of Rs.10/- each per share at a premium of Rs.10/- per share, on preferential basis subject to a condition that the total issue of equity does not exceed 1,95,00,000 Equity shares aggregating to Rs. 39,50,00,000 (Rs Thirty nine Crores Fifty Lacs only) .”

“RESOLVED FURTHER THAT pursuant to the approval of the members of the Company, the new Equity Shares, issued, if any, shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respect (including voting rights) Pari Passu with the existing Equity Shares except that the new Equity Shares will be entitled to Dividend only in proportion to the amount of capital paid-up thereon and for the period during which such capital was with the Company.”

“RESOLVED FURTHER THAT the Board of Directors is authorised to allot the aforesaid shares and to take all steps necessary to implement the Resolution.”

NOTES :

- (a) The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the above business is annexed hereto.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF A PROXY NEED NOT BE A MEMBER.**

By Order of the Board

Sd/-

Place : Mumbai

Date : 1st September 2000.

(Director)