

Mewar Industries Limited



Annual Report  
1999-2000

**MEWAR INDUSTRIES LIMITED****BOARD OF DIRECTORS**

Sh. R. P. Bansal .....	Chairman
Sh. Ashok Kumar Gadiya .....	Director
Sh. Govind Lal Gadiya .....	Director
Sh. P. K. Chhapparwal .....	Director
Sh. Ashok Kumar Singhal .....	Director

**AUDITORS**

M/s. Ramesh Somani & Co.  
Chartered Accountants  
116-C, Pocket-I, Phase-I,  
Mayur Vihar, New Delhi - 110091

**BANKERS TO THE COMPANY**

Citi Bank, New Delhi  
State Bank of Patiala, Delhi  
Punjab National Bank, Udaipur  
The Bank of Rajasthan Ltd., Udaipur  
State Bank of India, Chittorgarh

**REGISTERED OFFICE**

4117, 1st Floor,  
Naya Bazar, Delhi-110 006

**LISTED WITH STOCK EXCHANGES**

The Delhi Stock Exchange Association Ltd.  
DSE House, 3/1, Asaf Ali Road,  
New Delhi-110002

The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai - 400 001

The Stock Exchange, Ahmedabad  
Kamdhenu Complex,  
Panjarapole,  
Ahmedabad - 380 015

Jaipur Stock Exchange Limited  
Indira Place, JLN Marg,  
Malviya Nagar, Jaipur

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NOTICE

Notice is hereby given that the 8th Annual General Meeting of the members of Mewar Industries Limited will be held on Thursday, the 28th day of December, 2000 at Registered Office of the company i.e. 4117, 1st Floor, Naya Bazar, Delhi - 6 at 9.30 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as on 30th June, 2000 and Profit & Loss Account for the year ended as on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint Director in place of Sh. P.K Chhaparwal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Sh. Govind Lal Gadiya who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Ramesh Somani & Company, Chartered Accountants as Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS5. Issue of further Securities :

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 81 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 in accordance with the Articles of Association of the Company and subject to the approval of Securities and Exchange Board of India (SEBI) and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and all other appropriate authorities as required, and subject to such terms, conditions and stipulations if any, required by them while granting such approvals, permissions, and sanctions and which the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include a Committee of Directors duly authorised in this behalf), is hereby authorised and empowered to obtain, the consent of the Company and the power be and is hereby accorded to the Board to issue, offer, in one or more tranches, all or any of the following, in one or more combinations thereof : Equity shares or Equity linked securities with or without voting rights, Private Placements, American Depository Receipts (ADRs), Global Depository Receipts (GDRs), Convertible Debentures (whether fully convertible or not and whether secured or not), Non Convertible Debentures ( whether secured or not ), Secured Premium Notes (SPN), Floating Rate Bonds and/or any other securities/instruments, all or any of the aforesaid and with or without detachable or non-detachable warrants convertible into Equity shares (hereinafter for brevity's sake referred to as "Securities") as the Board in its absolute discretion may at any time or times hereinafter decide for an aggregate of not exceeding 34,90,800 shares ( Thirty Four Lacs Ninty Thousand Eight Hundred shares only), to members, Promoters, Indian public, Non-Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors, Banks, Financial Institutions, Investment Institutions, Companies, Bodies Corporate, Mutual Funds, other entities authorities and to such other person(s), whether through public issue(s), right issue(s), private placement(s), or a combination thereof at such price or prices or such other valuable consideration(s) in one or more tranches, and on such terms and conditions as the Board may in its absolute discretion considers fit including the quantum of securities to be issued, face value, rate of interest, redemption period, manner of redemption and amount of premium on redemption, the number of securities to be allotted on conversion/redemption/ extinguishment of debts, terms attached to warrants, period of conversion and all related or incidental matters."

**MEWAR INDUSTRIES LIMITED**

RESOLVED FURTHER THAT in terms of Section 81(A) of the Companies Act ,the relevant date for the purpose of preferential issue, if made shall be 27.11.2000.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Board is also entitle to enter into and execute all such arrangement(s) agreement(s), with any lead managers, underwriters, guarantor, depositors, custodians and all such agents as may be involved or concerned in such offering of securities and to remunerate all such agents including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any.

RESOLVED FURTHER THAT the company and or agency or body authorised by the company may issue American depository receipts, global depository receipts and/or other forms of securities mentioned herein above issued by the company in registered or bearer forms with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for tradability/free transferability thereof as per the prevailing practices and regulations prevalent in the capital markets.

RESOLVED FURTHER THAT the Board be and is hereby authorise to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities as referred to in paragraph(s) above as may be necessary in accordance with the terms of the offering(s) and all such shares to rank pari-passu with the equity shares of the company in all respects, accepting such rights and other entitlement as may be provided under the terms of the issue and the offer documents.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue of allotment of securities, the Board be and is hereby authorise to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any questions, difficulties or doubts that may arise in regard to the offering, issue, allotment and utilisation of the issue proceeds, as it may in its absolute discretion, deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorise to delegate all or any of the powers herein conferred to any Committee of Directors or Senior Executive(s)/Officers(s) of the Company to give effect to the above said resolution".

By Order of the Board

Place : Delhi  
Dated : 2nd Dec., 2000

Sd/-  
ASHOK KUMAR GADIYA  
(Director)



**MEWAR INDUSTRIES LIMITED****NOTES:**

1. Relevant explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of Resolution No. 5 is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. Proxies in order to be effective must be received at the Company's registered office at 4117, Naya Bazar, Delhi - 110 006 not less than 48 hours before the time fixed for the meeting.
4. The register of the members and share transfer book of the Company shall remain closed from 16/12/2000 to 28/12/2000 (both days inclusive).
5. Members having queries relating to this Annual Report are requested to send the question to the Registered office of the Company at least 7 days before the date of meeting.
6. Members are requested to kindly notify immediately change if any in their address to the company.
7. Members/Proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956*****Item No. 5***

The members may be aware that the Company is planning to enter into some new fields of activities such as entertainment industry and information technology and the Company has chalked out ambitious plans to expand its business operations. To meet further capital expenditure and working capital needs for expanding business operations as well as to exploit possible opportunities, the company seeks your approval for the issue of securities either through private placement of equity shares or other type of securities as mentioned in the resolution.

The same resolution was earlier approved by the shareholders in their Extra-ordinary general meeting held on 28th of July 2000, but due to certain reason, the company was not able to substantiate the proposal. As per the SEBI guidelines the said resolution is valid upto 3 months only from the date of passing of such resolution. Hence a fresh consent of the shareholders is required. For this reason the resolution is again put up for your approval.

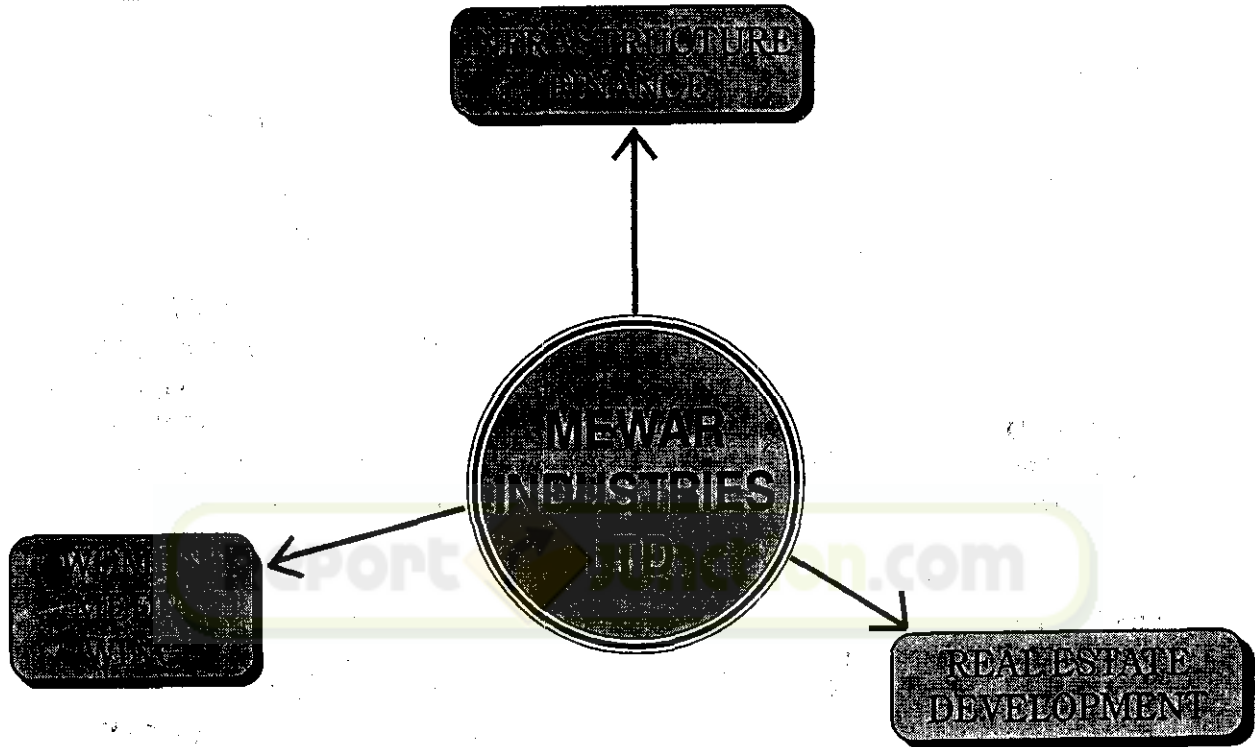
The Company will work out the mode of financing plans and also utilisation plans in consultation with the advisors, lead managers and or other agencies wherever applicable subject to the approval of Government of India, Reserve Bank of India, Securities and Exchange Board of India and other authorities concerned, wherever applicable. Since the modalities for the issue will be decided by the board in consultation as aforesaid, the issue price of such securities will be determined by the Board at the time of issue(s) depending on the prevailing market conditions and may be at a premium or discount to domestic price. Pursuant to this offer, the securities may be listed on stock Exchange(s), whether in India or Abroad, as may be deemed fit by the Board and may be represented by depositing receipts and /or such other securities. This resolution gives adequate flexibility in respect of working out the modalities of issue as also to issue such securities in tranches, at such times and at such prices and/or such valuable consideration(s) as the Board may in its absolute discretion deem fit.

The special resolution if passed will have the effect of allowing the Board to issue and allot shares to investors, whether in India or abroad, who may or may not be existing share holders of the Company.

None of the directors of the company is in any way interested or concern in this resolution, except as a member of the company.

COPIES OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND OTHER RELEVANT PAPERS ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS.

## MEWAR INDUSTRIES LIMITED







## **WOMEN MEDIA WING**

### **FUTURE UNLIMITED**

