

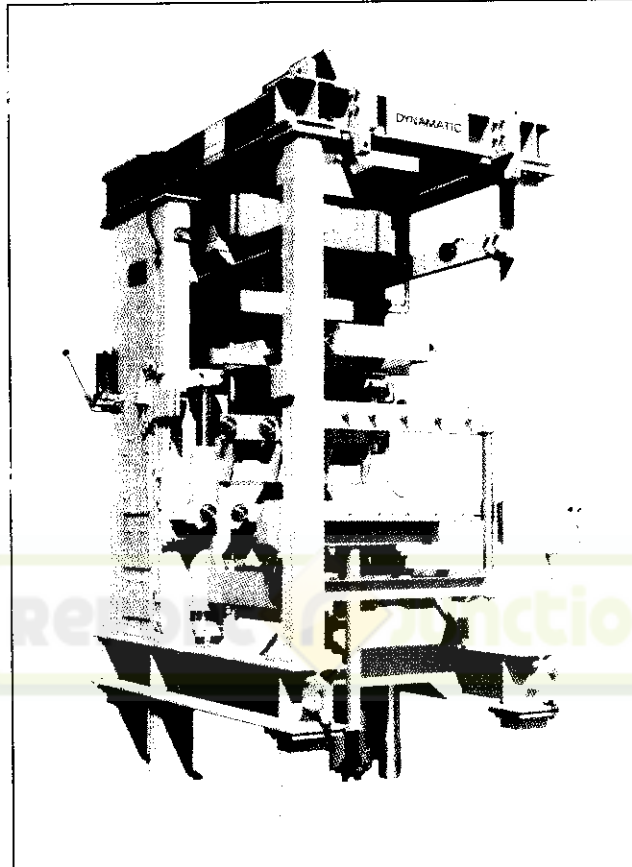
14th A N N U A L R E P O R T

1998 - 99



GEORG FISCHER DISA LTD.

DISA
— **GEORG FISCHER +GF+**



Addition to our Range
Automatic Multi Rod Squeeze Moulding M/c

GEORG FISCHER DISA LIMITED**BOARD OF DIRECTORS**

V.A. DATAR
E. HOHENER
B.P. VAIDYA
F.A.A. JASDANWALLA
V.M. BHAT
P. CAPITAINÉ
N.P. PETERSEN
B.A. COUTINHO
VILAS KARNIK

Chairman

KSIIDC Nominee

Vice-Chairman & Managing Director

COMPANY SECRETARY

M.M. BASHA

BANKERS

CANARA BANK
DEUTSCHE BANK
ICICI BANKING CORP. LTD.

REGISTRARS

Alpha Systems Pvt. Ltd.,
30, Ramana Residency,
Ground floor,
IV Cross, Sampige Road,
Malleswaram,
Bangalore - 560 003.

REGISTERED OFFICE

Basappa Complex,
40/1A, Lavelle Road,
Bangalore - 560 001

Branches : Telephone

PUNE : 020 - 632503
CALCUTTA : 033 - 2805570
DELHI : 011 - 6411123

AUDITORS

Dandekar Associates,
Chennai.

SOLICITORS

M/s. Chander Kumar & Associates
Bangalore.

WORKS

Foundry Machinery Division,
28-32, Satyamangala Indl. Area,
Tumkur - 572 104.

INTERNAL AUDITORS

Fraser & Ross
Bangalore.

Air Pollution Control Division,
50, KIADB Industrial Area,
Hoskote - 562 114.

GEORG FISCHER DISA LIMITED**NOTICE**

Notice is hereby given that the Fourteenth Annual General Meeting of GEORG FISCHER DISA LIMITED, will be held at 10.30 hrs on Thursday the 4th August 1999 at Hotel Rama, Lavelle Road, Bangalore-560 001, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.99 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend.
3. To elect a Director in place of Mr.V.A. Datar who retires by rotation and being eligible, offers himself for re-election.
4. To elect a Director in place of Mr.N.P.Petersen who retires by rotation and being eligible, offers himself for re-election.
5. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors, Messrs. Dandekar Associates, Chartered Accountants, Chennai, have offered their services and are eligible for re-appointment.

SPECIAL BUSINESS :

6. To consider and if thought fit, to pass with or without modification(s), the following as ordinary resolution:-

"RESOLVED THAT Mr.Peter Capitaine who was appointed as an Additional Director by the Board of Directors on 03.09.98 and who holds office upto the date of this meeting be and is hereby appointed as Director of the Company".
7. To consider and if thought fit, to pass with or without modification(s), the following as special resolution :-

"RESOLVED THAT pursuant to section 31 and other applicable provision, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby amended as follows :

- (a) The following new Article be incorporated after existing article no.11, in the Articles of Association of the Company to read as follows:

"Subject to Section 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act 1956 and Securities and Exchange Board of India (Buy Back of Securities) Regulation, 1998, the Company by passing a Special Resolution in the General Meeting may purchase its own shares or other specified securities, extinguish and physically destroy the securities so bought back, in the manner as may be prescribed under applicable laws as mentioned above".

NOTES

1. An explanatory statement pursuant to Section 173 of the Companies Act, 1956, pertaining to special business contained in the Notice is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such a proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than forty-eight hours before the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 16.07.1999 to 04.08.1999, both days inclusive.
4. Dividend, if declared, will be payable to those Members whose names appear on the Register of Members as on date of this AGM. The unclaimed dividend relating to the year 1994-95 was transferred to General Revenue Account of Central Government.

5. Members are requested to communicate the changes, if any, in their addresses to the Company's Registrar and Share Transfer Agents, M/s.Alpha Systems Pvt.Ltd. No. 30, Ramanas Residency, IV Cross, Sampige Road, Malleswaram, BANGALORE 560 003.

EXPLANATORY STATEMENT

Item No.6

Your Board of Directors at their Meeting held on 03.09.98 appointed Mr.Peter Capitaine of GEORG FISCHER DISA HOLDING AG, Switzerland, as Additional Director of the Company. Mr. Peter Capitaine's induction into the Board will be of immense benefit to the Company in view of his rich experience and knowledge. His term as Additional Director will expire on the date of AGM and notice has been received from a member proposing his candidature under section 257 of the Companies Act, 1956. The Board recommends his appointment as Director at this AGM.

The appointee will be liable to retire by rotation.

Except Mr.E.Hohener, Mr.Capitaine and Mr. N.P. Petersen, no other Director is interested/concerned in the resolution.

Item No. 7

Consequent upon the recent changes made in the Companies Act, 1956 by introducing Sections 77A, 77AA and 77B enabling the Company to buy back its own shares or other specified securities, it is suggested that the Articles of Association of the Company be amended in line with the above changes. Special Resolution is required to amend the Articles of Association of the Company. Hence the proposed resolution is placed for approval of the Share Holders at this AGM.

By Order of the Board

Place : Bangalore
Date : 12.05.1999

M.M.BASHA
Company Secretary

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