



# **GLOBAL INFRASTRUCTURE & TECHNOLOGIES LTD.**

**EIGHTH ANNUAL REPORT  
1999-2000**

## **GLOBAL INFRASTRUCTURE & TECHNOLOGIES LTD.**

(Formerly known as Mantri Housing & Constructions Ltd.)

### **ANNUAL REPORT**

**1999-2000**

#### **BOARD OF DIRECTORS**

**MR. ASHOK KEMHAVI**  
Director

**MR. LAXMAN TAMBE**  
Director

**MR. SANDEEP MANTRI**  
Executive Director

**MR. SUHAS MANTRI**  
Managing Director

#### **Auditors**

**KALYANKUMAR & CO.**  
Chartered Accountants

#### **Bankers**

**CENTRAL BANK OF INDIA**  
**GLOBAL TRUST BANK LTD.**  
**ICICI BANK LTD.**  
**OSMANABAD JANATA SAH. BANK LTD.**  
**VYSYA BANK LTD.**  
**UTI BANK LTD**

#### **Registered Office**

**Chitrashala Building**  
**562, Sadashiv Peth**  
**Pune - 411 030**

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**Notice**

Notice is hereby given that the Eighth Annual General Meeting of the Members of the Company will be held at Mahratta Chamber of Commerce, Industries & Agriculture Tilak Road, Pune - 411 002 on Wednesday 13th December, 2000 at 11.00 A.M. to transact the following business :

**Ordinary Business**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2000 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Sandeep Mantri, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint the Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**Special Business**

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

"RESOLVED THAT Mr. Ashok M. Kembhavi, who was appointed as an Additional Director by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956, and Articles of Association of the Company, and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Mr. Laxman T. Tambe, who was appointed as an additional Director by the Board of Directors pursuant to the provisions of Section 260 of the Companies Act, 1956, and Articles of Association of the Company, and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification and re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the following manner :-

- (I) The existing Article 2 (f) of the Articles of Association be deleted & be substituted with the following new Article 2 (f) :-

2 (f) : "Member" means any person who agrees in writing to become a member of the Company and whose name is entered in its Register of Members and includes every person holding Equity Share Capital of the Company and whose name is entered as beneficial owner in the records of a depository.

- (II) The existing Article 2 (m) of the Articles of Association be deleted & be substituted with the following new Article 2 (m) :-

2(m) : "The Register" shall mean the Register and Index of Members in accordance with Sections 150 and 151 and all other applicable provisions of the Companies Act, 1956 and shall include the Register and Index of Beneficial Owner, maintained in accordance with the Depositories Act, 1996.

- (III) The following new Article defining the term 'Nominee' be inserted as Article No. 2 (t) in the Articles of Association of the Company :

2(t) 'Nominee' means a person who has been nominated by the Member or Debentureholder of the Company by submitting the prescribed form to that effect, to whom the shares in, or debentures of the Company shall vest in the event of the death of the Member or Debentureholder.

- (IV) The following Article 6A be added after the existing Article 6 with the marginal notes thereon :-

**6A) Dematerialisation of Securities :-****(I) Definitions :**

For the purpose of this Article :-

- (a) A 'Depository' shall mean a depository as defined under Clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.
- (b) 'Depositories Act' shall mean the Depositories Act 1996 (22 of 1996) and shall

**GLOBAL INFRASTRUCTURE & TECHNOLOGIES LTD.**

include any statutory modifications or reenactment thereof.

- (c) 'Beneficial Owner' shall mean the Beneficial Owner as defined in Clause (a) of Sub Section (1) of Section 2 of the Depositories Act, 1996.
- (d) 'Security' means such security as may be specified by Securities and Exchange Board of India from time to time.

**(ii) Dematerialisation of Securities**

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

**(iii) Options for Investors**

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities.

If a person opts to hold his/her security, with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

**(iv) Securities in Depositories to be in fungible form**

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

**(v) Rights of Depositories and Beneficial Owners**

- (a) Notwithstanding anything to the contrary, contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights

or any other rights in respect of the securities held by it.

- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by the depository.

**(vi) Beneficial Owner may opt for out of a Depository**

Every person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided in the Depositories Act, 1996 and on exercise of such option and on fulfilment of the conditions and payment of the fees prescribed under the said Act, the Company shall rematerialise the relevant securities and issue to the beneficial owner thereof the requisite certificate of such securities.

**(vii) Service of Document**

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or diskette.

**(viii) Transfer of Securities**

Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

**(ix) Allotment of Securities dealt with a Depository**

Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details of further allotment of securities to the depository immediately on allotment of such securities.

**(X) Distinctive numbers of Securities held in a Depository**

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

**(XI) Register and Index of Beneficial Owners**

The Register and Index of beneficial owners in

any media as may be permitted by law including in any form of electronic media maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and security holders for the purpose of such securities.

- (V) The following Article 41A & 41B and 41C be added after the existing Article 41 with the marginal notes thereon :-

#### **41A) Nomination**

- (i) Notwithstanding anything to the Contrary in these Articles every Shareholder or Debenture holder of the Company may at any time, nominate, in the prescribed manner, a person to whom his shares in, or debentures of the Company shall vest in the event of his death.
- (ii) A member may revoke or vary his nomination at any time by notifying the Company to this effect.
- (iii) Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, a person to whom all the rights in the shares or debentures of the Company as the case may be, shall vest in the event of death of all the joint holders in the manner prescribed under the Act, any rules and regulations made thereunder for the time being in force.
- (iv) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall on the death of the shareholder or debenture holder or as the case may be on the death of all the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (v) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint, in the manner prescribed under the provisions of the Act, any person to become entitled to shares in or debentures of the Company, in the event of his death during the minority.
- (vi) The provisions of these Articles shall apply mutatis mutandis to a deposit of money made with the Company as per the provisions of Section 58A of the Act.

#### **41B) Transmission of Securities in the name of the nominee.**

A nominee by virtue of provisions of Article 41A, upon production of such evidence as may be required by the Board and subject as hereinafter provided, shall elect either :

- (i) to be registered himself as holder of the share or debenture, as the case may be or
- (ii) to make such transfer of the shares or debenture, as the case may be, as the deceased shareholder or debenture holder, could have made.
- (iii) If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects, and such notice shall be accompanied with the certificate of death of the deceased shareholder or debenture holder as the case may be, held by the deceased in the Company.
- (iv) A nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the shares or debentures except that he shall not, before being registered as a holder in respect of his shares or debentures, be entitled in respect of it to exercise any right conferred on a member or a debenture holder in relation to meetings of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied with, within ninety days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable or rights accruing in respect of the relevant shares or debentures, until the requirements of the notice have been complied with.

#### **41C) Article 41B not to apply in case of Beneficial Owners in the records of the Depository**

Nothing contained in Article 41B shall apply to transfer of shares or debentures effected by the transferor and the transferee, both of whom are entered as beneficial owners in the records of a depository.

By Order of the Board of Directors,  
For **Global Infrastructure & Technologies Ltd.**

Place : Pune  
Date : 10th November, 2000

**Suhas P. Mantri**  
Managing Director



**GLOBAL INFRASTRUCTURE & TECHNOLOGIES LTD.****EXPLANATORY STATEMENT****(Pursuant to Section 173 (2) of the Companies Act, 1956)**

As required by Section 173 of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated 10th November, 2000.

**Item No. 4 & 5**

Mr. Ashok M. Kembhvi and Mr. Laxman T. Tambe, were appointed as the Additional Directors of the Company by the Board of Directors in its meetings held on 25th March, 2000 and 15th June, 2000 respectively.

The Company has received notices in writing from the members of the Company under Section 257 of the Companies Act, 1956, signifying their intention to propose them as the Directors of the Company.

Hence the resolutions at Item No. 4 & 5 of the Notice have been recommended for your approval.

None of the other Directors of the Company are in any way concerned or interested in passing of the said resolutions, except the aforesaid Directors who are interested in passing the respective resolutions appointing them as the Directors of the Company.

**Item No.6**

With the introduction of the Depositories Act, 1996, and the Depository system, some of the provisions of the Companies Act, 1956 relating to the issue, holding, transfer, transmission of shares and other securities have been amended to facilitate implementation of the new system.

SEBI has directed trading of the Equity Shares of the Company under compulsory demat form w.e.f. 16th December, 2000. Accordingly the necessary steps for entering into Tripartite agreement with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) are being implemented.

Consequent to this, some of the provisions of the Articles of Association of the Company have to be amended suitably, as set out in the resolution, to reflect the provisions introduced by the Depositories Act, 1996 and to spell out the rights of the beneficial owner of the securities in such a system.

Additionally by introduction of Section 109 A and 109B of the Companies (Amendment) Act, 1999, the holders of

security of the Company have been given an option to nominate a person to whom the rights of security holders of the Company shall vest in the event of death of the holder.

Accordingly it is necessary to amend the Articles of Association suitably, so as to insert new clauses in connection with Nomination facility.

For amendment in the Articles of Association, the approval of the Shareholders by way of Special Resolution is necessary.

Hence the resolution as set out at Item No. 6 of the Notice has been recommended for your approval.

None of the Directors of the Company are in any way concerned or interested in passing of the said resolution.

By Order of the Board of Directors,  
For **Global Infrastructure & Technologies Ltd.**

Place : Pune

Date : 10th November, 2000

**Suhas P. Mantri**  
Managing Director

**Notes :-**

1. 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.
2. An Explanatory Statement, pursuant to the provisions of Section 173 (2) of the Companies Act, 1956, in respect of Item Nos. 4 to 6 of the Notice is annexed herewith.
3. The Instrument appointing proxy should however be deposited at the office of the Company not less than forty eight hours before the commencement of the meeting.
4. Members are requested to notify change in address, if any, immediately.
5. All documents referred in the Notice and Explanatory Statements, Memorandum and Articles of Association shall be available for inspection on all working days between 3.00 p.m. to 5.00 p.m.
6. Members desiring any information on the accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready.

**DIRECTORS' REPORT**

To,

The Members,

Your Directors present herewith the Eighth Annual Report with the Audited Statement of Accounts for the year ended 31st March, 2000.

**Financial Results**

	Year ended 31st March, 2000 (Rupees)	Year ended 31st March, 1999 (Rupees)
Income	265,263,399	181,231,586
Profit/(Loss) before Tax	(139,723,891)	1,807,278
Less : Provision for Tax	Nil	Nil
Profit/(Loss) after Tax	(139,723,891)	1,807,278
Less :- Prior year's adjustment		
For expenses	2,853,547	608,109
For earlier Year's Profit	—	55,414,431
Add :-		
Brought forward from previous year	1,441,056	25,768,905
Transferred from General Reserve	105,597,555	30,000,000
Profit / (Loss) available for appropriation	(35,538,827)	1,553,643
Appropriations :-		
Proposed Dividend on Preference Shares	—	101,430
Corporate Dividend Tax	—	11,157
Balance Carried over to Balance Sheet	(35,538,827)	1,441,056
	<u>(35,538,827)</u>	<u>1,553,643</u>

**Change of Name of the Company**

As you are aware pursuant to the resolution passed by the Shareholders in their Extra Ordinary General Meeting held on 26th May, 2000, the name of the Company has been changed to Global Infrastructure & Technologies Limited vide fresh Certificate of Change of Name received from the Registrar of Companies, Maharashtra, Pune w.e.f. 29th June, 2000.

**Review of Operations**

As reported in the Director's Reports of earlier years, the Housing Construction Industry is facing tremendous difficulties. Continuing recession in the Construction Industry has resulted into excess units available for sale and thereby resulting into substantial fall in the real estate prices. On the contrary the prices of raw materials have increased substantially because of overall inflation.

In addition to this, the preference of buyers has undergone a substantial change and they prefer to buy flats at a completed stage, unlike in the past, when buildings were sold at plinth level itself. This has resulted in the funds being blocked in projects under construction, resulting in negative cash flow.

As the members are aware, the Company was also engaged in the business of leasing and other financial services. Due to the long continued recession resulting in many companies incurring losses and suspending of their business operations, the Company suffered badly in this area. The lease rentals, interest and other financial accruals receivable to the Company could not be recovered and as such the Company had to dispose off certain assets which were given on lease. The Company had also written off certain receivables as Bad-debts as these are no more recoverable in the