

**14TH
ANNUAL
REPORT
1999-2000**

Report  Junction.com



KEY CORP LIMITED

**BOARD OF DIRECTORS**

Dr. Gaur Hari Singhania, *Chairman*
Dr. K. B. Agarwal, *Vice-Chairman*
Dr. B. D. Agarwal
Shri Padam Kumar Jain

FINANCE CONTROLLER

Shri Sanjeev Garg

AUDITORS

M/s V. P. Aditya & Co.
Chartered Accountants
Kanpur - 208 001

LEGAL ADVISOR

Shri Ravindra Verma

BANKERS

Bank of Baroda
Indian Overseas Bank
The Nainital Bank Limited

REGISTERED OFFICE

16/16-A, Civil Lines
Kanpur - 208 001

Report Junction.com

*14th Annual Report***NOTICE**

Notice is hereby given that 14th Annual General Meeting of Members of Key Corp Limited will be held on Saturday, the 22nd July, 2000 at 10.00 a.m. at the Registered Office of the Company at 16/16-A, Civil Lines, Kanpur-208 001 to transact the following business:-

ORDINARY BUSINESS

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

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as Special Resolution :

"RESOLVED THAT pursuant to provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered as follows :

Insert the following heading and Article as Article 53A and 53B after the existing Article 53.

53A. DEMATERIALISATION OF SECURITIES

- | | | |
|---|------|--|
| Dematerialisation of Securities | i. | Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act. |
| Options for Investors | ii. | 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 the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Securities. If a person opts to hold his 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 records the name of the allottee as the beneficial owner of the Security. |
| Securities in Depositories to be in fungible form | iii. | All securities held by a Depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners. |



Company not bound to recognise any interest in share other than that of registered holder or beneficial owner

iv.

Except as ordered by a court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the beneficial owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share (except only as is by these Articles otherwise expressly provided) or any right in respect of a share other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof. No notice of any trust, express, implied or constructive shall be entered on the Register of Members or of Debenture holders.

Rights of Depositories and beneficial owners

v.

(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) Notwithstanding anything contained in these Articles, certificate, if required, for a dematerialised share, debenture and any other security shall be issued in the name of Depository and all the provisions contained in these Articles in respect of the rights of a member/debentureholder of the Company shall mutatis mutandis apply to the Depository as if it were a member/debentureholder/securityholder ~~excepting that and notwithstanding~~ that the Depository shall have been registered as the holder of a dematerialised share, debenture and any other security, the person who is the beneficial owner of such shares, debentures and other securities shall be entitled to all the rights (other than those set out in these Articles) available to the registered holders of the shares, debentures and other securities, in the Company as set out in the other provisions of these Articles.

(d) 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 or 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 securities which are held by a Depository.

(e) The provisions relating to the waiver of the Company's lien, if any, on partly paid shares on registration for transfer of such shares contained in these Articles shall also mutatis mutandis

14th Annual Report

apply in respect of a dematerialised share, debenture and any other security, the beneficial owner of which is registered with the Depository and where such beneficial owner shall have transferred his dematerialised shares, debentures and other securities.

Service of Documents	vi. Notwithstanding anything contained to the contrary in the Act or these Articles, 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 discs.
Transfer of Securities	vii. Nothing contained in Section 108 of the Act or these Articles shall apply to transfer of securities effected by the transferor and transferee both of whom are entered as beneficial owners in the records of a Depository. In the case of such transfer of securities where the Company has not issued any certificate or certificates have been dematerialised subsequently and where such securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.
Allotment of Securities dealt with in a Depository	viii. Notwithstanding anything contained in the Act or these Articles. Where securities are dealt with by a Depository, the company shall intimate the details thereof to the Depository immediately on allotment of such securities.
Distinctive numbers of securities held in a Depository	ix. 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.
Register and index of beneficial owners	x. The Register and index of beneficial owners maintained by a Depository under the depositories Act, shall be deemed to be the Register and index of members and security holders for the purpose of these Articles".

53B. NOMINATION

- i. Every shareholder or debentureholder 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. Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, 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 joint holders.



- iii. 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 the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied, cancelled in the prescribed manner.
 - iv. 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 prescribed manner, any person to become entitled to shares in or debentures of the Company, in the event of his death, during the minority.
5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as Ordinary Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors pursuant to the section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956, to contribute and/or donate, from time to time, to any national, charitable, benevolent, public or general and other funds and institutions not directly related to the business of the Company or the welfare of its employees, upto a sum of Rs. 5,00,000/- (Rupees five lakhs only) in any financial year, as may be considered proper by the Board of Directors notwithstanding that such amount in any financial year exceed Rs. 50,000/- (Rupees fifty thousand only) or 5% of the Company's average net profit as determined in accordance with the provisions of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater."
6. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as Ordinary Resolution.

"RESOLVED THAT in terms of section 293(1) (d) and other applicable provisions, if any, of the companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to borrow such sum of moneys in any manner, as the Board of Directors may think fit, from time to time, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the moneys borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any

14th Annual Report

specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 10.00 Crores only."

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

"RESOLVED THAT, pursuant to provisions of Section 293(1) (a) and all other applicable provisions of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to mortgage and/or create charge on such terms and conditions for borrowing upto Rs.10.00 crores the whole or substantially the whole of the Company's movable or immovable properties in favour of banks, institutions or any other persons to secure such amount of loans together with interest thereon,"

Regd. Office :
16/16-A, Civil Lines
Kanpur-208 001

Dated : 9th May, 2000

By Order of the Board
K. B. Agarwal
Director

NOTES

- i. The Explanatory Statements pursuant to Section 173 of the Companies Act, 1956, are annexed hereto setting out the material facts concerning the Ordinary Business at item Nos. 5, 6 and 7, and Special Business in respect of item No. 4 of the accompanying Notice as required by Section 173 of the Companies Act, is annexed hereto.
- ii. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy form duly completed and signed shall be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
- iii. The Register of Members and share transfer books of the Company will remain closed from 15th July, 2000, to 22nd July, 2000 (both days inclusive).
- iv. Members are requested to inform the change, if any, in their registered addresses to the Company at the Company's Registered Office at Kanpur.
- v. Members are advised to notify the Company for consolidation of their share-holdings where they are holding shares in different folios in the same order of names.



Annexure to the Notice :

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956.

As required by Section 173 (2) of the Companies Act, 1956, the following Explanatory statement sets out material facts relating to the Special Business under item Nos.4, 5, 6 and 7 of the accompanying Notice dated 9th May, 2000.

Item No.4 :

The Depositories Act, 1996, has amended some of the provisions of the Companies Act, 1956, pertaining to issue, holding, transfer, transmission and dealing in shares and other securities as also issue of relevant certificates thereof, in order to facilitate the introduction and implementation of the Depository System. It is, therefore, appropriate to alter the Articles of Association to enable the Company to maintain the shareholdings in the electronic mode. Further, by the Companies (Amendment) Act, the holders of security of the Company have been given an option to nominate a person in whom the rights of security-holders of the Company shall vest in the event of his death. It would be beneficial if such nomination clause is included in the Articles of Association of the Company.

It has, therefore, become necessary to include new Articles in the Articles of Association as proposed in the Resolution set out at Item No. 4 of the accompanying Notice.

The Directors commend the Resolution for approval of the Members.

Item No. 5 :

The Board is given authority to donate upto Rs. 5,00,000/- (Rupees five lakhs only) for national and charitable purposes in any one year. None of the Directors are interested in the said Resolution.

Item No. 6 and 7 :

The Board is authorised to borrow upto Rs. 10.00 Crores which may exceed the total paid-up capital and its free reserve. For obtaining such loans, the Board is also authorised to mortgage and create charge on the movable and immovable properties of the Company. None of the Directors of the Company are interested in the Resolution.

Regd. Office :
16/16-A, Civil Lines
Kanpur-208 001

By Order of the Board
K. B. Agarwal
Director

Dated : 9th May, 2000

REPORT JUNCTION.COM