

*Certified True Copy*  
for *NCJ International Ltd.*

*Brunner*  
Managing Director

*7th  
Annual Report  
1999-2000*

Report

*ncj*

junction.com

**NCJ INTERNATIONAL LIMITED**

## **NCJ INTERNATIONAL LIMITED**

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### **BOARD OF DIRECTORS**

**SH. BIPIN AGARWAL (MANAGING DIRECTOR)**

**SH. SUNIL JAIN**

**SH. RAJ KUMAR AGARWAL**

**SH. SHAILENDRA DUTT RATURI**

### **AUDITORS**

**ANIL PRAHLAD & COMPANY**  
RDC-131/RAJ NAGAR,  
BEHIND HOTEL MELA PLAZA  
GHAZIABAD (U.P.)

### **BANKERS**

**CORPORATION BANK**  
PREET VIHAR, DELHI-92

**CITI BANK**  
JEEVAN BHARATI BUILDING,  
CONNAUGH CIRCUS,  
NEW DELHI-110 001.

### **REGISTERED OFFICE**

G-55, ROYAL PLACE, 1ST FLOOR  
MAIN VIKAS MARG, LAXMI NAGAR  
DELHI-110 092.

### **SHARE TRANSFER AGENT**

(For Electronic Mode)  
**ALANKIT ASSIGNMENTS LTD.**  
101A-104, ANARKALI COMPLEX,  
JHANDEWALAN EXTN., NEW DELHI-55  
PH.: 3513512-16 FAX: 3552001, 3614186

### **SHAREHOLDERS' INFORMATION**

#### **SHARE TRANSFER SYSTEM**

Share transfers are registered and returned within 30 days from the date of receipt, if the documents are in order. The Share Transfer Committee generally meets twice a month.

Transfer Deeds together with Share Certificates and any Communication regarding Share Certificates, should be marked: NCJ International Ltd. and addressed to:

**NCJ INTERNATIONAL LTD.**  
G-55, 1st Floor  
Main Vikas Marg, Laxmi Nagar  
Delhi-110092  
Tel.: 2430 213, 2450921

#### **DEMATERIALISATION OF SHARES**

The Company has joined National Securities Depository Limited (NSDL) and the Central Depository Services (India) Ltd. and has admitted the Company's shares to trading in dematerialised form.

#### **THE SHARES OF COMPANY ARE LISTED WITH**

- (1) The Delhi Stock Exchange Associate Limited.
- (2) The Stock Exchange, Mumbai.

## NCJ INTERNATIONAL LIMITED

### NOTICE

Notice is hereby given that the 7th Annual General Meeting of the Members of the Company will be held on Saturday, 30th September 2000 at 10.00 A.M. at G-55, Royal Palace, 1st Floor, Laxmi Nagar, Delhi-110 092. to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2000 and the Profit and Loss Account for the year ended on that date together with the reports of Directors' & Auditors' there on.
2. To appoint a director in place of Sh. Raj Kumar Agarwal, who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :-

"RESOLVED THAT M/s Anil Prahlad & Co., Chartered Accountants the retiring auditors' of the company be and are hereby re-appointed to hold such office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the company.

#### SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as a special resolution:-

"RESOLVED THAT pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956, and the provisions of other statutes as applicable and subject to such approval, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies. The Articles of Association of the Company be and are hereby altered as follows:-

The Article No. 140 A be inserted after the existing Article 140.

- (i) **Beneficial Owner** means a person or persons whose name is recorded as such with a Depository.

**SEBI** means the Securities and Exchange Board of India.

**Depository** means a Company formed and registered under the Companies Act, 1956, and which has been granted a Certificate of Registration to act as a Depository under SEBI Act, 1992.

**Depository Act** means The Depositories Act, 1996 or any statutory modification or re-enactment thereof for the time being in force.

**NCJ INTERNATIONAL LIMITED**

**Security** means such security as may be specified from time to time.

(ii) **Dematerialisation of Securities**

Notwithstanding anything contained in these articles company shall be entitled to dematerialised its shares and other securities and to offer shares in a dematerialised form pursuant to Depositories Act, 1996.

(iii) **Options for Investors**

Every person subscribing to securities offered by the Company shall have the option to receive share 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 with in the time prescribed issue to the beneficial owner the required certificate of securities.

If a person opts to holds 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 record the name of the allottee as the beneficial owner of the security.

(iv) **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."

(v) **Service of document**

(1) In the case of transfer of shares or other securities where the company has not issue any certificate and where such shares or securities are being held in a electronic and fungible form, the provisions of the depositories Act shall apply.

(2) There would be no stamp duty on shares or securities being held in dematerialised form in any medium as permitted by law including any form of electronic medium.

(vi) **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 record of Depository.

(vii) **Right of Depositories and Beneficial Owners**

a) Notwithstanding anything to the contrary contained in the Act or these Articles, depository shall be deemed to be the registered owner for the

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purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

b) Save and 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 securities which are held by a depository.

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

The Register and Index of beneficial owners 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 these Articles.

5. To consider and if thought fit to pass with or without modification the following resolution as a special resolution:-

"RESOLVED THAT approval of the company be and is hereby accorded in terms of section 198, 269, 309, 310, schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory amendments or re-enactment thereof to the appointment of Sh. Bipin Agarwal as Managing Director of the Company w.e.f. 1st Sept. 2000 for a period of five years without any remuneration.

RESOLVED FURTHER THAT explanatory statement to this resolution shall be deemed to the notice u/s 302(2) of the Companies Act, 1956."

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

"RESOLVED that Mr. Shailendra Dutt Raturi who was appointed as additional Director under Section 260 of the Companies Act, 1956, by the Board of Directors of the Company in their Meeting held on 5th Jan., 2000 and who have holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**By Order of the Board**

**Place : Delhi.**  
**Date : 1-09-2000.**

**(Bipin Agarwal)**  
**Managing Director**

**NCJ INTERNATIONAL LIMITED****NOTES:**

1. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed.
2. 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. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. The Register of Members and Transfer Books of the Company will remain closed from 25th September, 2000 to 30th September, 2000 (Both days are inclusive).
4. Members are requested to notify change in address, if any, under their signatures to the Company at its Registered office, quoting folio Nos.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 A.M. and 1.00 P.M. upto the date of Annual General Meeting.
6. Shareholders seeking any information or having any query with regard to accounts are requested to write to the Company atleast seven days in advance so as to enable the management to keep the information ready.
7. The Company has signed Agreement with National Securities Depository Limited and Central Depository Services (India) limited, Mumbai to facilitate holding of and trading in Shares of the company in Dematerialised form in accordance with the provisions of the Depositories Act, 1996. Interested shareholders may write to the company at its Registered Office for further details in this regard.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.****Item No. 4**

With the introduction of the Depositories Act, 1996 and the introduction of 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 the implementation of the new system. The Depository system of holding securities is a far safer and more convenient method for holding and trading in securities of a company. A few regulation contained in ARTICLE OF ASSOCIATION of the company pertaining to issue, holding, transfer & dealing in shares and securities need to be amended so as to bring the company's Article of Association in consonance

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with the amended provisions of the Companies Act, 1956 and the provisions of Depositories Act.

The Board of Directors accordingly recommends the special resolution as set out in this item to the shareholders for their approval.

None of the director of the company is interested in the said resolution.

### **Item No.5**

Sh. Bipin Agarwal is the Director of the Company. He has a vast experience in the area of financial management, capital structuring, investment, banking, stock broking and corporate finance. He has established wide contacts with domestic banks and institutions. He looks after the day-today operations of the company. He is also holding office of Managing Director in Nimbus (India) Ltd. and getting remuneration from the said company.

Approval of the members is sought to the appointment of Shri Bipin Agarwal in terms of section 269 and 309, read with schedule XII to the Companies Act, 1956.

No Director of the company other than Shri Bipin Agarwal is concerned or interested in the resolution.

### **Item No.6**

The Board of Director appointed Sh.Shailendra Dutt Raturi as additional Director on 5th Jan.,2000. Sh.Shailendra Dutt Raturi has vast experience in his credit in the field of Information Technology. As required by Section 257 of the Companies Act,1956, a Notice has been received from a member with a deposit of Rs.500/- signifying his intention of proposing the candidature of Sh.Shailendra Dutt Raturi for appointment as Director, liable to retire by rotation.

The Directors recommend the Resolution for approval of the Shareholders.

None of the Directors except Sh.Shailendra Dutt Raturi is concerned or interested in the said Resolution.

**By Order of the Board**

**Place : Delhi.**  
**Date : 1-09-2000.**

**(Bipin Agarwal)**  
**Managing Director**