



**TWELFTH ANNUAL REPORT
1999-2000**



NOIDA MEDICARE CENTRE LIMITED

NOIDA MEDICARE CENTRE LTD.

DIRECTORS

BRIG. R.S. CHAUDHRI	—	CHAIRMAN
DR. NAVEEN CHAUDHRI	—	MANAGING DIRECTOR
SHRI DES RAJ KHATTER	—	DIRECTOR
SHRI VIKRAM PRAKASH	—	DIRECTOR
DR. HARSHA JAUHARI	—	DIRECTOR
SHRI C.P. CHHABRA	—	DIRECTOR
DR. P.K. GHOSH	—	DIRECTOR
SHRI J.P. DOONGA	—	DIRECTOR (IVCF NOMINEE)

BANKERS

VIJAYA BANK, BARAKHAMBHA ROAD, NEW DELHI.

AUDITORS

N.K. DUGGAL & CO.
CHARTERED ACCOUNTANTS
POCKET-A, FLAT NO.29A,
ASHOK VIHAR, PHASE-II
DELHI-110052.

INTERNAL AUDITORS

VIPAL KALRA & ASSOCIATES,
CHARTERED ACCOUNTANTS,
314, GANGA SHOPING COMPLEX,
BLOCK II, SECTOR-29,
NOIDA-201301.

SOLICITORS & ADVOCATES

ATUL NANDA & CO.
A-1, MAHAWAT KHAN ROAD,
NEW DELHI-110001.

REGISTERED OFFICE

VIDYASAGAR INSTITUTE OF MENTAL HEALTH & NEUROSCIENCES,
NEHRU NAGAR,
NEW DELHI – 110065.

HOSPITAL & CORPORATE OFFICE

16-C, BLOCK-E,
SECTOR -30,
NOIDA 201301 (U.P.)

IMAGING & DIAGNOSTIC DIVISION

NMC IMAGING & DIAGNOSTIC CENTRE
VIDYASAGAR INSTITUTE OF MENTAL HEALTH & NEUROSCIENCES,
NEHRU NAGAR, NEW DELHI-110065.

REGISTRARS & SHARE TRANSFER AGENTS

M/S S.R.G.INFOTECH (INDIA) LTD.
DEVRAHA HOUSE, A-256,
OKHLA INDUSTRIAL AREA, PHASE-I,
NEW DELHI-110020.



NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of NOIDA MEDICARE CENTRE LIMITED will be held at Vidyasagar Institute of Mental Health & Neurosciences (VIMHANS), Nehru Nagar, New Delhi-110065 on THURSDAY, the September 28, 2000 at 9.00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Statement of Accounts of the Company and Directors' Report and Auditors Report for the financial year ended 31st March, 2000.
2. To appoint a Director in place of Brig R. S. Chaudhri who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Des Raj Khattar who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors of the Company to hold the office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company and fix their remuneration.

M/s. N.K. Duggal & Co. Chartered Accountants, retire at this Annual General meeting and being eligible offers themselves for reappointment.

SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification(s) the following Resolution(s):

5. As an Ordinary Resolution :

"RESOLVED THAT Dr. P. K. Ghosh who was appointed as an Additional Director of the Company w.e.f 28th July, 2000 and who in terms of section 260 of the Companies Act, 1956, holds such office until this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. As a Special Resolution:

RESOLVED THAT in modification to Resolution No. 11 passed at the Ninth Annual General Meeting held on 25th September, 1997 and subject to the approval of Central Government and pursuant to section 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto as amended from time to time and subject to such

other approvals as may be necessary, that consent of the company be and is hereby accorded to the revision of the salary payable to Dr. Naveen Chaudhri, Managing Director of the company (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) effective from 1st April 2000 with liberty and authority to the Board of Directors to determine the salary payable to him, from time to time during the residual period of his appointment, as set out in the Explanatory Statement attached to the notice convening the Annual General Meeting.

7. As a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 81(1A) (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Reserve Bank of India, Stock Exchange(s), Registrar of Companies and other appropriate authorities and such approvals, permissions and sanctions as may be necessary and subject to the guidelines issued from time to time by Securities and Exchange Board of India (SEBI) and/or any other authority and subject to such conditions and modifications as may be considered necessary by the Board of Directors/Committee of Directors of the Company and as may be prescribed by the concerned authorities while granting such approvals, permissions and sanctions and agreed to by the Board of Directors or Committee thereof, the consent of the Company be and is hereby accorded to the Board of Directors, Committee of Directors of Company to issue and offer equity shares/fully/partly/optionally convertible debentures/warrants, bonds or other financial instruments/securities (hereinafter for brevity's sake referred to as "securities") for cash at par or at a premium to be decided by the Board of Directors/Committee of Directors, of an aggregate amount not exceeding Rs. 10 Crores by way of Public Issue/Rights Issue/Private Placement or in such manner including preferential reservation/firm allotment to the promoters, friends, relatives and business

Noida Medicare Centre Ltd.

associates and/or permanent and regular employees and workers of the Company (including Indian Working Directors) and/or employees and shareholders of promoter/group companies and/or Financial Institutions and/or investment Institutions and/or Foreign Financial Institutions, Investment Institutions, Non Resident Indians, Overseas Bodies Corporate and/or Mutual Funds and/or other entities as may be decided by the Board of Directors, Committee of Directors and permitted by appropriate authorities or as may be permissible under any guidelines issued or may be issued by any authority and at such times and on such terms and conditions as the Board of Directors/Committee of Directors may in the sole discretion think fit."

"RESOLVED FURTHER THAT in the event of the issue being wholly or partly made on Rights basis the Board of Directors be and is hereby further authorised to decide the ratio of offer, record date for reckoning rights entitlement, allowing renouncee to apply for additional shares and further to the aforesaid, to decide basis of allotment, timing and modality and all other matters incidental thereto."

"RESOLVED FURTHER THAT the shares to be issued as aforesaid or allotted as a result of conversion or otherwise shall have a face value of Rs. 10/- each and shall rank pari-passu with the existing Equity Shares of the Company in all respects except that the holders of the aforesaid Equity shares will be entitled to dividend, if any, which may be declared or paid after the date of allotment and in proportion to the amount of capital paid up thereon and pro-rata for the period during which such capital is paid up."

"RESOLVED FURTHER THAT the Board of Directors/Committee of Directors be and is hereby authorised, in its absolute discretion, to make the said issue on such terms and conditions as may be deemed appropriate and to decide the terms and conditions of the issue including size of the issue, amount of premium, period of conversion and/or redemption, premium on conversion and/or on redemption, timing of the issue, rate of interest payable on debentures, manner of issue and to accept such modifications

and conditions in the terms of the issue as may be specified/permitted by Securities and Exchange Board of India or other concerned authorities and to take consequential actions thereon, including authority to revise the aggregate amount of issue, adjust or reallocate the number and value of the Equity Shares proposed to be issued to the different categories of persons specified above and the Board of Directors/Committee of Directors be and is hereby further authorised to increase/decrease the number of Equity Shares of the issue in the event of such variation being considered expedient as a result of any modification(s) effected by Securities & Exchange Board of India or other authorities or as the Board may, in its absolute discretion deem fit in the prevailing market conditions."

"RESOLVED FURTHER THAT the Board of Directors/Committee of Directors of the Company be and is hereby authorised to retain, in the event of over subscription, such amount as may be approved by the appropriate authority or as may be permissible as per the prevalent guidelines/provisions in this regard."

"RESOLVED FURTHER THAT the consent of the Company be and is hereby also accorded in terms of Section 293 (1) (a) and all other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors to mortgage and/or charge, in addition to the mortgage/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertakings of the Company together with the power to takeover the management of the business and concern of the Company in certain events of default in favour of the Agent(s) and Trustee(s)/Lenders, for securing the Securities (if they comprise fully/partly Secured Convertible Debentures/Bonds and/or Secured Non-convertible Debentures/Bonds and/or Secured Non-convertible Debentures/Bonds) with or without detachable or non-detachable Warrants or other debt instrument(s) referred to herein, together with interest, further interest



thereon, accumulated interest, remuneration of the Trustees, premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/other documents to be finalised and executed between the Company and the Agents, Trustees/Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of Committee thereof and the Agents, Trustees/Lenders."

"RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board of Directors/Committee of Directors be and is hereby inter-alia, from time to time authorised to prescribe and finalise the application form(s), to determine the amount payable on application, allotment and call(s), if any, to appoint: Lead Manager(s), Co-Manager(s), Advisors, Consultants, Registrars, Underwriters, Brokers, Bankers, Printers, Advertisers and/or any other agency and to make standby arrangements as may be required for this purpose and are authorised to do all such acts, deeds and things as may be necessary or expedient for giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in regard to the offer/issue and finalise such documents for creating mortgages/charges as it may deem fit."

"RESOLVED FURTHER THAT the new shares of the Company be listed together with existing shares as the case may be with the Recognised Stock Exchange(s) as may be decided by the Board of directors/Committee of Directors and the Company will comply with such Guidelines/Regulations as are applicable to such listing or such directions as are given by Stock Exchange(s)/Securities and Exchange Board of India (SEBI) for listing of these shares."

8. As an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 94 of the Companies Act, 1956, the Authorised Capital of the Company be increased from Rs.10,00,00,000 (rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.20,00,00,000 (Rupees Twenty

Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each."

9. As a Special Resolution:

"RESOLVED THAT Clause No. V of the Memorandum of Association of the Company be altered by deleting the figures and words Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (rupees Ten) each."

And

Substituting in place thereof the figures and words Rupees 20,00,00,000 (rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity shares of Rs. 10/- (Rupees Ten) each."

10. As a Special Resolution:

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, if any, Article 3 of Articles of Association of the Company be and is hereby altered by deleting the figures and words rs.10,00,00,000 (Rupees Ten Crores) divided into 100,00,000 (One Crore) equity shares of Rs.10/- (rupees Ten) each."

AND

Substituting in place thereof the figures and words Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees ten) each."

11. As an Ordinary Resolution:

"RESOLVED THAT in supersession of the Resolution passed at the Eleventh Annual General Meeting held on 30th September, 1999 and pursuant to Section 293 (1)(a) of the Companies Act, 1956, and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and/or charge, in addition to the mortgage/charged created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, all or any of the movable and/or immovable properties of the Company, both present and future and/or the Company together with the power to take-over the management of the business and concern of the Company in certain events of default in favour of the Financial Institution(s) and Bank(s), for securing the repayment of term loan(s), the

NOIDA MEDICARE CENTRE LTD.

cash credit and other facilities from the financial institution(s)/Bank(s) upto a maximum limit of Rs. 40 Crores (Rupees forty Crores Only) together with interest, further interest thereon, accumulated interest, cost, charges and expenses payable by the Company in terms of the Memorandum/ Agreement/Hypothecation Deed/Other Documents to be finalised and executed between the Company and the Financial Institution(s)/ Bank(s) in containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the financial Institution(s)/Bank(s).

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors/Committee of Directors be and is hereby authorised to finalise with Financial Institution(s)/ Bank(s), the documents for creating the aforesaid mortgage and/or charges and to do all such acts and things as may be necessary for giving effect to the above Resolution."

12. As an Ordinary Resolution:

"RESOLVED THAT in supersession of the Resolution passed at the Eleventh Annual General Meeting held on 30th September, 1999 and pursuant to Section 293 (1)(d) of the Companies Act, 1956, and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, borrowing from time to time any sum of sums of monies, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be 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 specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 50 Crores (Rupees Fifty Crores only)."

13. As a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment there of

for the time being in force) and as may be enacted from time to time, the Memorandum of Association of the Company be and is hereby altered and extended by inserting the following sub-clauses as new sub-clauses (23) immediately after the existing sub-clause 22 of clause IIIB of the Memorandum of Association of the Company."

23. Subject to Section 391 to 394 of the companies Act, 1956, to amalgamate, merge or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any other such person or persons of company, company or companies having all or any objects similar to the objects of this company in any manner whether with or without process of liquidation of that Company.

14. As a Special Resolution:

"RESOLVED THAT subject to approval of shareholders in General Meeting and pursuant to provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment there of for the time being in force) and as may be enacted from time to time, the Memorandum of Association of the Company be and is hereby altered and extended by inserting the following sub-clauses as new sub-clauses (32) to (39) immediately after the existing sub-clause 31 of clause III C of the Memorandum of Association of the Company."

(32) To research, design, develop, customise, purchase, import, take on hire, pilot maintain, manage, exploit, export, sell, distribute and deal in all types of system software, application software, computer games, computer applications, information system packages, resource planning and software manning, processing software, and any other systems and application software used by or involving computers, data processing systems, information technology systems, broadcasting systems, transmission systems of all kind and types including satellite, wave and underwater communication systems, defence applications or systems, electric, electronic,



digital and any other advanced innovative systems that may be developed or come into being in the future, aviation and navigational systems and all consumer packages used by educational, domestic, entertainment, industrial, commercial and other sectors in all Indian and foreign languages and to provide complete solutions in Computer operations and related business activities on a CONCEPT TO COMMISSIONING basis including providing of Computer Consultancy Services, System Designing & Implementation, studying and identifying the management information needs & potential areas of computerization, Manufacture and supply of complete range of Hardware, Multimedia communication Accessories, Network Installation & Solution Maintenance of Computer & Communication Equipment, Solutions to develop Application Software, Market System Software, innovative software and software of all kinds and for all uses and for all types of consumers in all Indian and foreign languages, in India and abroad.

- (33) To undertake, aid, promote and coordinate project studies, arrange collaborations, extend technical assistance and services, prepare project reports, market and research studies, for computerization plans in India and abroad.
- (34) To tie-up with Indian and overseas companies, MNCs planning to launch latest IT related products in healthcare, communication, telecommunication, computer hardware/software, components, peripherals and allied products/services as sole channel partners in India and abroad for marketing set-up and sales distribution.
- (35) To carry on business of providers of Internet services, Web sites, Telephone services including satellite based telecom services, owners and providers of band width, value added service providers like video conferencing, e-mail, e-commerce, telemedicine, teleradiology, telecardiology, medical transcription, insurances, legal and

all such related services and providers of all such or any other information technology services, and providers of any other mechanical, electrical, electronic, digital and other innovative communication services, and of all forms and types of entertainment including cable-TV, audio programmes of all kinds, satellite TV, satellite direct to home TV operation, and to design, develop, purchase, import, take on hire, manufacture or otherwise acquire, own, maintain, manage, repair, alter, sell, export, lease out, let on hire, sell, dispose of and deal in all equipment, accessories and any equipment or accessory required for the above purposes, in India and abroad.

- (36) To research, develop, fabricate, assemble, manufacture, purchase, take on hire or otherwise acquire, own, manage, maintain, repair, alter, process, service, let on hire, sell, lease out or otherwise dispose of and deal in computer hardware and networking accessories and provide information, gateways solid state speech based products, micro process based control systems, computers, computer peripherals/accessories, computer consumables, computer related books, stationery, furniture, telecommunication equipment, satellites transponders, transmission and broadcasting equipment, switching equipment, telephone switches, wireless apparatus, cables, modems, fax machines, Scanners, Printers, storage media, wire harnessing, cabling, television, telephones, tele-printers, digital converters, data converters, and all other equipments, instruments, and products used in or required for transmission, communication and information technology including radio receivers, transmitters, image processors, data processors, electromagnetic waves intended for radio, telegraphic, telephonic and other communication purposes, audio and video reproduction, projection and amplification equipment and instruments, accessories and components thereof, in India and abroad.