



Thirteenth Annual Report
2000 - 2001

Noida Medicare Centre Ltd.



OPEN HEART SURGERY AT KAMLA HEART CARE CENTRE

Noida Medicare Centre Limited has recently added Super Specialised Cardiac Wing "Kamla Heart Care Centre (KHCC)" to its existing facilities at Noida. KHCC has been opened with primary aim of bringing international standards of preventive, diagnostic and operative heart care. The Centre is comparable to the best heart centres of the world. The department is equipped with latest generation digital Cath Lab, well equipped OTs & ICCU looked after by highly - qualified cardiologist well-versed with newer procedures like atherectomy, rotator, intracoronary stents, intravascular ultrasound and balloon angioplasty. The Cardiothoracic surgery team has extensive experience in coronary artery bypass, with mammary artery and redo bypass surgeries, valve repair/replacement procedures, closed cardiac and thoracic operations.



POST - OP. CCU

Interventional Cardiology

- Coronary angioplasty & Stenting
- Balloon Valvuloplasty
- Peripheral arterial Interventions
- Device closure of birth defects eg ASD, PDA & VSD

Open Heart Surgery for adults & children

- Coronary Artery Bypass Surgery/Beating heart Surgery
- Peripheral arterial Revascularisation
- Repair and replacement of heart valves
- Corrective open heart surgery for adults & children



FULLY EQUIPPED DIGITAL CATH LAB

Pacemaker/Defibrillator Implantation and electrophysiology

Non-Invasive Cardiology

- Colour Doppler Echocardiography with transesophageal facility, TMT, 24 hours holter, telemetry, Trans Telephonic ECG monitoring

Preventive Heart Checkups

- Executive health check-ups.
- Comprehensive Cardiac Screening
- Day care Coronary Screening

Special Facilities

- Round the clock evacuation of emergency cases in fully equipped ambulances.
- Availability of Senior Consultant Cardiologist and Cardiothoracic Surgeons in the Hospital Premises

Noida Medicare Centre Ltd.

**DIRECTORS**

BRIG. R.S.CHAUDHRI	—	CHAIRMAN
DR.(MAJOR) 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)

COMPANY SECRETARY

R. K. GUPTA

BANKERS

VIJAYA BANK, BARAKHAMBA 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,
 1, INSTITUTIONAL AREA, NEHRU NAGAR, NEW DELHI – 110065.

HOSPITAL & CORPORATE OFFICE

16-C, BLOCK-E, SECTOR –30,
 NOIDA 210301 (U.P.)

IMAGING & DIAGNOSTIC DIVISION

NMC IMAGING & DIAGNOSTIC CENTRE
 VIDYASAGAR INSTITUTE OF MENTAL HEALTH & NEUROSCIENCES,
 1, INSTITUTIONAL AREA, 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 Thirteenth Annual General Meeting of NOIDA MEDICARE CENTRE LIMITED will be held at Vidyasagar Institute of Mental Health & Neurosciences (VIMHANS), 1 Institutional Area, Nehru Nagar, New Delhi-110065 on THURSDAY, September 27, 2001 at 9 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company and Directors' Report and Auditors Report thereon for the financial year ended 31st March, 2001.
2. To appoint a Director in place of Dr. Harsha Jauhari who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. C.P. Chhabra 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 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 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 or other financial instruments/securities (hereinafter for brevity's sake referred to as "securities") for cash at par, of an aggregate amount not exceeding Rs. 6 Crores by way of Private Placement or in such manner including preferential reservation/firm allotment to the promoters, friends, relatives and business 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 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 the shares to be issued as aforesaid or allotted 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 shall 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, 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 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 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."

6. 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.16,00,00,000 (Rupees Sixteen Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

7. 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) 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 16,00,00,000 (Rupees Sixteen Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

8. 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 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each."

And

Substituting in place thereof the figures and words

Rs. 16,00,00,000 (Rupees Sixteen Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/-(Rupees Ten) each."

9. As a Special Resolution

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, Article 122(a) of Articles of Association of the Company be and is hereby altered by deleting the figure Rs.1,000/- (Rupees One Thousand) and substituting in place thereof the figure and words as Rs.2,000/-(Rupees Two Thousand)."

10. 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 thereof 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-clause as new sub-clause 7 immediately after the existing sub-clause 6 of Clause III(A) of the Memorandum of Association of the Company."

7 To enter into joint venture, partner ship or any other arrangement, for sharing profit, union of interest, co-operation with any person, persons of company, foreign company in India or abroad for setting up of : (a) hospitals, diagnostic & research centres (b) healthcare and pharmaceuticals production (c) anti-tuberculosis medicine production (d) research and production activity, and engaged in commercial and purchasing, wholesale and retail trade of medicines, opening of drug stores, commercial and intermediary activity, marketing management, introduction of new technologies, processing and realization of secondary raw material and industrial wastes, realization of export - import transaction, external economic and marketing activity in the established lawful order.

11. As a Special Resolution

"RESOLVED THAT pursuant to section 149(2A) of the Companies Act, 1956, and all other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded to the Board of Directors for commencing and undertaking business specified in the newly introduced sub-clause 7 of the Memorandum of Association of the Company as and when deemed fit by the Board of Directors, upon the aforesaid sub-clause becoming effective."

BY ORDER OF THE BOARD
For NOIDA MEDICARE CENTRE LTD.,

R. K. GUPTA
Company Secretary

Regd. Office:
Vidyasagar Institute of Mental
Health & Neurosciences, 1 Institutional Area,
Nehru Nagar, NEW DELHI-110065

Place : New Delhi
Date : July 28, 2001

NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956, in respect of item No.(s) 5 to 11 mentioned in the above Notice is annexed hereto.
3. The Members are requested to notify the change of address, if any, to the Company.



4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 24th August, 2001 to Thursday, the 30th August, 2001 (both days inclusive).
5. The Members are requested to bring their copies of the Annual Report and Attendance Slip with them at the Annual General Meeting.
6. The Members are hereby informed that the company's Registrars and Share Transfer Agents - M/s SRG Infotech (India) Ltd., have already established electronic connectivity from NSDL and CDSL. The Equity Shares of your company have been dematerialised w.e.f. 26th February, 2001. The Members are requested to communicate directly to the our Registrars and Share Transfer Agents at its address at Devraha House, A-256, Okhla Industrial Area, Phase-I, New Delhi-110020.
7. Members are requested to intimate to the Company, queries, if any, regarding Accounts/Notice at least 7 days before the Meeting at its Registered Office address to enable the Management to keep the information ready at the meeting.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO
SECTION 173(2) OF THE COMPANIES ACT, 1956**

ITEM NO. 5

In view of the requirement of funds for the proposed expansion, upgradation and modernisation programme of the Company, your Directors proposes to raise funds to the extent of Rs.6 Crores from time to time in one or more tranches by issue of Equity Shares or such other securities by way of private placement and/or through preferential allotment to the promoters, friends, relatives and business associates and/or in any other manner and to such person or persons, as setout in the Resolution, and as may be decided by the Board in consultation with the Merchant Bankers.

Section 81 of the Companies Act, 1956, provides

interalia, that when it is proposed to increase the subscribed capital of the company by way of allotment of further shares, such further shares shall be offered to the existing Members of the Company in the manner laid down in Section 81, unless the Shareholders in a General Meeting decide otherwise.

Your Directors recommend the resolution for approval of the shareholders for the proposed issue of securities.

None of the Directors of the Company is interested in the proposed resolution except to the extent of number of Shares/Securities that may be held or may be subscribed by them or their relatives or Companies/Firms/HUFs/Institutions in which they are Directors/Partners/Members/Nominees.

ITEM NO. 6, 7 and 8

In terms of Company's expansion/upgradation/modernisation scheme proposed to be financed/part financed through issue and offer of Equity Shares or other financial instruments/securities for cash at par by way of preferential allotment to promoters, friends, relatives and business associates, employees/or financial institutions, investment institutions, overseas bodies corporates and/or mutual funds and/or other entities as may be decided by the Board, it is proposed to increase the authorised capital from existing Rs.10 Crores to Rs. 16 Crores. Accordingly, the company proposes to amend the Capital Clause in the Memorandum of Association and Article No.3 of Articles of Association of the Company.

Your Directors recommend the resolution(s) for your approval. None of the Directors of the Company is interested in these resolution(s).

A Copy of Memorandum & Articles of Association of the Company together with proposed alterations is available for inspection of the Members of the Company at the Registered Office of the Company between 11 A.M. to 1 P.M. on all working days.

ITEM NO. 9

In accordance with amendment in proviso to Section 310 of the Companies Act, 1956, vide Notification

Noida Medicare Centre Ltd.



No.GSR 58(E) dated 17.01.2000, your company proposes to amend Article 122(a) of Articles of Association of the Company, enabling it to increase the Sitting Fee from existing Rs.1,000/- to Rs.2,000/- payable to Directors other than Whole Time Director and Managing Director for attending each meeting of the Board or Committee thereof.

Your Directors recommend the resolution for your approval.

A copy of Memorandum and Articles of Association of the Company together with proposed alteration is available for inspection of the Members of the Company at the Registered Office of the Company between 10 A.M. to 1 P.M. on all working days.

ITEM NO. 10 & 11

In view of the company's plans to diversify into certain

new business ventures in India and abroad, your Directors have always been considering various proposals.

Amendments proposed by way of additions to the Main Object Clause in the Memorandum of Association as set out in the Resolution under this item is to facilitate diversification and to enable the Company to enlarge its area of operation, enabling the company to commence business by way of joint venture, partnerships or any other arrangement, for setting up hospitals and diagnostic centres, healthcare and pharmaceuticals production, anti-tuberculosis medicine production, research and production activities in India or abroad and engaged in wholesale and retail trade of medicines, opening of drug stores and realization of export - import transaction.

Your Directors are of the view that it will be beneficial for the Company to diversify its activities.

Your Directors are also of the view that the proposed addition in the main objects may conveniently and advantageously be Combined with the existing business of the Company. Accordingly, the Directors proposed

to amend Clause III(A) of the Memorandum of Association of the Company as set out at item no. 10 of this Notice. To enable the Company to take this new line of activities in due course as and when considered proper by the Board of Directors, alteration in the Object Clause of the Memorandum of Association is necessary.

As per the provisions of Section 17 of the Companies Act, 1956, the Object Clause of the Company can be amended only by a Special Resolution passed by the Shareholders. As a matter of expediency, and as per the provisions of section 149 (2A) of the Companies Act, 1956, approval of the Share holders by way of special resolution as set out at item no. 11 of this Notice is also sought, to enable the Directors, at such time or times, as they may consider appropriate and in the interest of the company to commence and undertake the business specified in the newly introduced sub clause 7 of Clause IIIA of the Memorandum of Association of the Company. The Directors of the Company recommends the resolution set out at Item No. 10 & 11 for consideration and acceptance of the Members.

None of the Directors of the Company, is in any way, concerned or interested in the resolution.

A copy of the Memorandum of Association together with proposed amendments are available for inspection at the Registered Office of the Company between 11 A.M. and 1 P.M. on all working days.

BY ORDER OF THE BOARD
For NOIDA MEDICARE CENTRE LTD.,

R. K. GUPTA
Company Secretary

Regd. Office:
Vidyasagar Institute of Mental
Health & Neurosciences, 1 Institutional Area,
Nehru Nagar, NEW DELHI-110065

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