

## Fourth Annual Report 1997 - 98

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**NUMERIC POWER SYSTEMS LIMITED**

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**NUMERIC POWER SYSTEMS LIMITED**

Registered Office : 63, Dr. Radhakrishnan Salai, Chennai - 600 004

**NOTICE OF THE FOURTH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fourth Annual General Meeting of **M/s NUMERIC POWER SYSTEMS LIMITED** will be held on Saturday the 27th March, 1999 at 4.00 p.m., at New Woodlands Hotel, 72, Dr. Radhakrishnan Salai, Chennai - 600 004 to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Fourth Annual Report of the Directors, Balance Sheet as at 30th September 1998 and Profit and Loss Account for the financial year ended on that date and the Report of the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. A. Balan who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. G. Ramasubramanian who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. M.K. Balasubramaniam who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint a Director in place of Mr. K.V. Nachiappan who retires by rotation and being eligible, offers himself for reappointment.
7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-

"RESOLVED that the retiring Auditors of the Company, M/s. Gopal and Murthi, Chartered Accountants, Chennai and M/s. S.K. Ram Associates, Chartered Accountants, Chennai, being eligible for reappointment, be and are hereby reappointed as Auditors of the Company, to hold office till the conclusion of the next Annual General Meeting, on such terms and conditions as to remuneration, out-of-pocket expenses etc. as may be fixed in consultation with the Board of Directors of the Company."

**SPECIAL BUSINESS**

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

RESOLVED that in modification of the Resolution passed at the Extraordinary General Meeting held on 29th November 1994 and pursuant to Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorised to mortgage / hypothecate and/or to create charge, and by equitable mortgage through deposit of title deeds, or in any other manner, the movable and immovable properties of the company and its plant and machinery, present and future, for borrowing from time to time such sums of money as they may deem requisite for the purpose of the business of the company, notwithstanding that the money(s) to be borrowed together with money(s) already borrowed by the company, apart from temporary loans obtained from the company's banks in the ordinary course of business shall 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 purposes, provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed Rs. 30 Crores (Rupees Thirty Crores) only at any one time.

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

RESOLVED that in modification of the Resolution passed at the Extraordinary General Meeting held on 29th November 1994, the Board of Directors of the Company be and is hereby authorised under Section 293 (1) (d) of the Companies Act, 1956, to borrow money from time to time upto a limit not exceeding Rs.30 crores (Rupees Thirty Crores) only, notwithstanding that the money(s) already borrowed by the Company, apart from temporary loans obtained by the Company in the ordinary course of business will exceed the aggregate of paid up capital and free reserves, that is to say, reserves not set apart for any specific purposes."

By Order of the Board  
For **NUMERIC POWER SYSTEMS LTD.**

Chennai  
27th February 1999

**S. KRISHNAMURTHY**  
*Company Secretary*

**NOTE:**

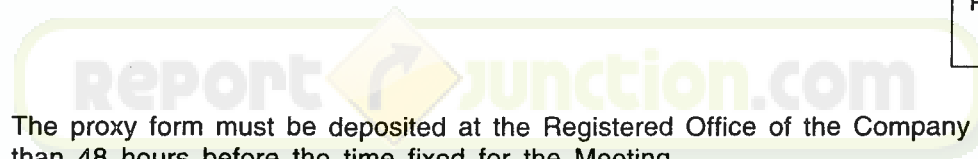
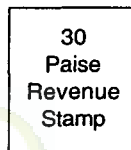
1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under Item Nos.8 & 9 set out above is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Instrument of proxies must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
3. The Register of Members and the Transfer Books will remain closed from 25th March 1999 to 27th March 1999 (both days inclusive).
4. The dividend for the year ended 30.09.98, as recommended by the Board and approved by the shareholders at the Meeting shall be payable on or before 7th May 1999 to those members whose names appear on the Company's Register of Members on 27th March 1999.
5. Members are requested to inform immediately in their own interest, the Bank Account numbers / Name of the Bank / Branch and change if any, in their address registered with the Company, so as to incorporate the same while making payment of dividend.

**NUMERIC POWER SYSTEMS LIMITED**

Registered Office : 63, Dr. Radhakrishnan Salai, Chennai - 600 004

**PROXY FORM**

I / We.....  
 of .....  
 a member / members of NUMERIC POWER SYSTEMS LIMITED hereby appoint .....  
 ..... of .....  
 or failing him ..... of .....  
 or failing him ..... of .....  
 as my/our proxy to attend and vote for me/our behalf at the Annual General Meeting of the  
 Company, to be held on 27th March 1999 at 4.00 p.m. and at any adjournment thereof.  
 Signed this ..... day of ..... 1999.



Note : The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

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**NUMERIC POWER SYSTEMS LIMITED**

Registered Office : 63, Dr. Radhakrishnan Salai, Chennai - 600 004

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting place)

I hereby record my presence at the Annual General Meeting of the Company to be held on  
 27th March 1999 at 4.00 p.m.

Name of the attending member (in block letters).....

Name of the proxy.....

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)



**ANNEXURE TO NOTICE**

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

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This Explanatory Statement sets out the material facts relating to Item Nos. 8 & 9 of the accompanying Notice.

**Item No. 8 & 9 :**

At the Extraordinary General Meeting held on 29th November 1994, the Board was authorised to borrow money(s) from time to time, in excess of the aggregate of the paid up capital of the Company and its free reserves, subject to a maximum limit of Rs.10 crores. At the meeting held on 28th October 1998 the Board considered that the limit of Rs.10 crores was not sufficient to meet the present financial requirements of the Company, in view of its proposed expansion and upgradation programmes. It was therefore recommended that the said limit be increased to Rs.30 crores, subject to approval of the shareholders at the ensuing Annual General Meeting. The Ordinary Resolutions in Agenda Item Nos.8 and 9 of the Notice are intended to modify the Ordinary Resolutions passed at the Extraordinary General Meeting held on 29th November 1994.

The Resolution set out at Agenda Item No.8 is intended to empower the Board to create the mortgages and/or charges for securing money upto a limit of Rs.30 crores, from time to time, as may be considered necessary by the Board of Directors of the Company.

The Resolution set out at Agenda Item No.9 is intended to empower the Board to borrow money from bankers or from elsewhere, subject to a limit of Rs.30 crores, from time to time, as may be considered necessary by the Board of Directors of the Company.

None of the Directors is interested or concerned in the abovementioned Resolutions.

The Resolutions at Agenda Item Nos. 8 & 9 above, are for approval of the shareholders.

By Order of the Board  
For **NUMERIC POWER SYSTEMS LTD.**

Chennai  
27th February 1999

**S. KRISHNAMURTHY**  
*Company Secretary*



# NUMERIC POWER SYSTEMS LIMITED



<b>CHAIRMAN</b>	:	Mr. R. VEERAMANI
<b>DIRECTORS</b>	:	Mr. R. CHELLAPPAN, <i>Managing Director</i> Mr. C. PARAMASIVAM, <i>Director</i> Mr. K.P. SIVANANANDHAM, <i>Director</i> Mr. DONALD GENE FAIR, <i>Director</i> Mr. JOHN J. DHYANCHAND, <i>Director</i> Mr. A. BALAN, <i>Director</i> Mr. G. RAMASUBRAMANIAN, <i>Director</i> Mr. M.K. BALASUBRAMANIAM, <i>Director</i> Mr. K.V. NACHIAPPAN, <i>Director</i>
<b>COMPANY SECRETARY</b>	:	Mr. S. KRISHNAMURTHY
<b>AUDITORS</b>	:	M/s GOPAL AND MURTHI <i>Chartered Accountants</i> 157, Luz Church Road Mylapore, Chennai - 600 004  M/s S.K. RAM ASSOCIATES <i>Chartered Accountants</i> 57-A, Sullivan Garden Road Mylapore, Chennai - 600 004
<b>BANKERS</b>	:	STATE BANK OF MYSORE Santhome Branch 164, Kutchery Road Mylapore, Chennai - 600 004
<b>REGISTERED OFFICE</b>	:	63, Radhakrishnan Salai Chennai - 600 004
<b>FACTORY</b>	:	33/1 Sedarpet Industrial Estate Pondicherry - 605 101  Plot No.B-69, Door No.47 PIPDIC Industrial Estate Sedarpet, Pondicherry - 605 101  122/1, Old Mahabalipuram Road Semmancherry, Chennai - 600 119

