



TRANSMEDICA (INDIA) LIMITED

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For TRANSMEDICA (INDIA) LIMITED

(T. A. RATHOD)
Managing Director

THIRTEENTH ANNUAL REPORT 2000

TRANSMEDICA (INDIA) LIMITED

BOARD OF DIRECTORS

MR. K.V. RAMANATHAN	CHAIRMAN
MR. NALIN A RATHOD	
MR. V. KRISHNASWAMY	
MR. T.A. RATHOD	MANAGING DIRECTOR
MR. N.S.MANI	
MR. S.SANTHANARAMAN	

AUDITORS

M.S. KRISHNASWAMI & RAJAN
CHARTERED ACCOUNTANTS
CHENNAI - 600 017.

BANKERS

INDIAN OVERSEAS BANK
TEYNAMPET BRANCH
CHENNAI - 600 018.

FACTORY

UNIT - I

NO-59 TO 65 SEDARAPET INDUSTRIAL ESTATE
SEDARAPET
PONDICHERRY - 605 111

UNIT-II

VILLIANOOR ROAD
ARYAPALAYAM
VILLIANOOR COMMUNE
PONDICHERRY - 605 110

REGISTERED OFFICE :

NO-6 (OLD NO. 20-D), VASAN STREET,
T.NAGAR
CHENNAI - 600 017.

Notice of Thirteenth Annual General Meeting

Notice is hereby given that the Thirteenth Annual General Meeting of this company will be held on Friday, the 24th November 2000 at 10.00 a.m. at Bala Mandir German Hall, No.17, Prakasam Street, T.Nagar, Chennai - 600 017 to transact the following businesses.

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 31st March 2000 and the Report of the Board of Directors and Auditors thereon. 2.To appoint a Director in place of Mr. K.V. Ramanathan, who retires by rotation and has not opted for re-election. 3.To appoint a Director in place of Mr.V. Krishnaswamy, who retires by rotation and being eligible, offers himself for re-appointment. 4. To re-appoint Auditors and fix their remuneration. The retiring Auditors M/s.Krishnaswamy & Rajan are eligible for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT Shri. N.S. Mani be and is hereby be appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

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

"RESOLVED THAT Shri. S. Santhanaraman be and is hereby be appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

7. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the guidelines and the clarifications including Securities and Exchange Board of India and such other and such other approvals, consents, permissions and sanctions which may be agreed to the Board of Directors of the Company, the consent of the company be and is hereby accorded to the Board to issue and allot 120,00,000 Equity Shares of Rs.10/- each for cash or such other consideration or value received by any other means as the Board may consider fit at par on Preferential basis to Mr. T. A. Rathod and Mr. Nalin A. Rathod or to such other person as may be approved by the Board on such terms and conditions and in such manner as the Board may think fit"

" FURTHER RESOLVED that the Equity Shares to be issued as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company of the Company in all respects except that the dividend that may have to be paid during the year on the said Equity Shares shall be on pro-rata basis from the date of allotment"

"FURTHER RESOLVED that for the purposes of giving effect to this resolution, the Board is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilisation of the issue proceeds of the Equity Shares of the Company's Projects/other corporate needs as it may deem fit.

Regd. Office : No-6 (old No.20-D), Vasan Street
T. Nagar, Chennai - 600 017.

By order of the Board

Chennai
Date : June 16, 2000

T.A. RATHOD
Managing Director

Notes:

1) The Explanatory Statement of material facts pursuant Section 173(2) of the Company Act, 1956 for Item No.5 of the Notice is Annexed hereto.

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. A PROXY MAYBE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.

3) *The members are requested to notify change in their addresses, if any, to the company quoting their folio numbers.*

4) If members have any queries, they may kindly send them two days in advance to the company to help in providing all the possible information.

5)The Register of members and share transfer books of the company will remain closed from 17th Nov 2000 to 24th Nov 2000(both days inclusive)

6) Members /Proxies should bring Attendance Slip and Annual Report for attending the meeting. The Annual Report will not be distributed at the meeting.



ANNEXURE TO NOTICE EXPLANATORY STATEMENT

The following additional information is provided for the purpose of consideration of preferential allotment:

- 1) Name of the Allottee(s) : Mr. T.A. Rathod
Mr. Nalin A.Rathod
- 2) Price at which the allotment : Rs.10 /-
- 3) Purpose and Reason of allotment : The expansion plans of the company would require additional infusion of funds as equity, to enable the company to gear for further borrowings. As the company could not achieve the projections made in the last offer document, any further offering to the existing shareholders at par may be unattractive and therefore the equity is offered to the proposed allottees who are willing to subscribe to the equity at par.
- 4) Any Change in voting rights and Board of Directors : Save except to the extent of further equity subscribed now there is no change in the Voting Rights. There is no change in Board by reason of this allotment.
- 5) Share holding Pattern of the Company (Before and after Preferential allotment) :

Share Holding Pattern	
Before(%)	After(%)
65	85
35	15
- 6) Whether any change in control over the company would result : This allotment would not result in any change in control over the company.

None of the Directors other than Mr.T.A.Rathod and Mr. Nalin A. Rathod is interested in this resolution.

Regd. Office : No-6 (Old No. 20-D), Vasan St,
T. Nagar, Chennai - 600 017.

By order of the Board

Chennai
Date : June 16, 2000

T.A. RATHOD
Managing Director

Explanatory Statement as required by Section 173 of Companies Act, 1956 relating to the Special Business set out in the notice of Twelfth Annual General Meeting.

Item No.5: Mr. N.S. Mani has been appointed as an Additional Director by the Board in its meeting held on June, 16 2000. The proposed resolution seeks to appoint him as a director liable to retire by rotation. None of the directors other than Mr. N.S. Mani is interested in the resolution.

Item No.6: Mr. S. Santhanaraman has been appointed as an Additional Director by the Board in its meeting held on June, 16 2000. The proposed resolution seeks to appoint him as a director liable to retire by rotation. None of the directors other than Mr. S. Santhanaraman is interested in the resolution.

Item No.7: Earlier the company had received approval from the members for the issue of Equity Shares on a preferential basis to Mr.Nalin A.Rathod and Mr.T.A.Rathod. But the company could not complete the issue within the stipulated time limit. Hence approval of the members to proceed with the issue is sought to comply with the statutory requirements. The Board recommends to consider the resolution favourably.

TRANSMEDICA (INDIA) LIMITED

DIRECTORS' REPORT

The directors have pleasure in presenting the Thirteenth Annual Report together with the audited Balance sheet of the company as at 31st March 2000, the Profit and Loss Account for the Financial year ending on that date and the Auditors Report thereon. There have been some important happenings during this Financial Year.

Financial Results

The financial results of the operations of the company are as follows:

	For the year ended 31/03/2000	Rs in lakhs) For the year ended 31/03/1999
Turnover	543.70	629.16
Raw Materials	263.02	251.90
Human Resources	96.32	68.88
Excise Duty	27.18	29.16
Other Expenses	159.97	183.32
Finance Charges	126.95	159.90
Profit/(loss) before depreciation	(129.74)	(70.00)
Depreciation	106.44	95.91
Loss for the year	(236.18)	(165.91)

Marketing

The product of the company have good demand in the market due to their quality. The company has been receiving enquiries from various hospitals, dealers and end users. Various government hospitals have been using our product and are placing repeated orders. During the year the company has maintained low production due to various technical teething problems. The company has overcome these problems and started production from May 2000 onwards. The company will be able to meet the demand very well in the coming years due to increased production in the new unit.

Exports

The company has been able to maintain its trend in exporting its products to many countries. The company has got many export enquiries during the year and is confident of increasing the export turnover with its increased capacity.

Directors

Mr N.S.Mani and Mr S.Santhanaraman expressed their desire to join the board of our company. Mr. K.V. Ramanathan and V.Krishnaswamy, Directors of the Company retire at the ensuring Annual General Meeting. Mr. V. Krishnaswamy is seeking re-election. Mr. K.V. Ramanathan expressed his desire not to seek re-election due to other commitments. Mr S.Gopalan and Mr V.Venkatesh expressed their desire to retire from the board due to their other commitments. The board places on record its sincere appreciation by the services rendered by Mr. K.V. Ramanathan, Mr S.Gopalan and V.Venkatesh during their tenure as director of the company.

Fixed Deposits

The Company has not received any fixed deposits from the public and there is no outstanding or overdue deposit in this respect.

Auditors Report

E.S.I dues as referred in Annexure to Auditors report has since been paid.

Industrial Relations

The industrial relation has been very good in the company. The employees of the company have remained dedicated to the work and have been maintaining high quality standards. The directors whole heartedly thank them for their perseverance under tiring circumstances in their efforts to bring up the company.

Acknowledgement

The directors acknowledged with gratitude and wish to place on record their appreciation for the support and co-operation received by the company from central government and state government authorities ,Indian Overseas Bank, Public Financial Institutions, Customers, Dealers and shareholders and look forward to their continued support and co-operation

Particulars as per the Companies(Disclosure of Particulars in respect of the Board Of Directors) Rules, 1988

The particulars are given in the Annexure I.

For and behalf of the Board

Chennai
16th June 2000

K.V.RAMANATHAN
Chairman

