

Unno Industries Limited

Annual Report 1999-2000

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UNNO INDUSTRIES LIMITED

ANNUAL REPORT

1999-2000

BOARD OF DIRECTORS

Mr. Pradeep Patni

Mrs. Chandrikadevi Gangwal

AUDITORS

**Rakesh Narendra Kumar & Co.,
Chartered Accountants**

BANKERS

**Bank of Baroda
State Bank of Indore**

REGISTERED OFFICE

**317, Transport Nagar,
Scheme No. 44,
INDORE. 452 001,
MADHYA PRADESH.**

Unno Industries Limited

NOTICE

Notice is hereby given that the 8th Annual General Meeting of the members of Unno Industries Limited will be held at Registered office : 317, Transport Nagar, Scheme No. 44, Indore 452 001, Madhya Pradesh on 23rd September, 2000 at 11.00 A.M to transact the following business :

I. ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2000 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint M/s. RAKESH NARENDRA KUMAR & Co., Chartered Accountants, Indore as Auditors of the company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and fix their remuneration.

II. SPECIAL BUSINESS

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

"RESOLVED that Mr. Narendra Kumar Gangwal, be and hereby appointed as a Director of the Company, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, in place of Mrs. Nirmala Patni Director, retiring by rotation, who have stated that, She does not offer herself for re-appointment."

CHANGE IN SITUATION OF REGISTERED OFFICE OF THE COMPANY :

4. To consider and if thought fit, to pass with or without modifications the following resolution Special Resolution.

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RESOLVED THAT subject to the confirmation of the Company Law Board on petition & provision of Section 17(2) and other applicable provision, if any, of the Companies Act, 1956 Clause II of the Memorandum of Association of the company be substituted by the following clause:

Clause II : The Registered office of the company will be situated in the State of Maharashtra.

"RESOLVED FURTHER THAT on aforesaid resolution becoming effective the Registered office of the company be shifted from the state of Madhya Pradesh to Maharashtra or such other places in Maharashtra state as may be determined by the Board of Directors of the company from time to time."

- 5 To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

RESOLVED THAT subject to provisions of Section 17(2) and other applicable provision, if any, of the Companies Act, 1956 Clause III A of the Memorandum of Association of the company the following clause be inserted after sub clause I :

- "2. To carry on the business as merchants, traders, commission agents, buying agents, selling agents, brokers, buyers, sellers, importers, exporters, dealers in, collectors, distributors of and to import, export, buy, sell, barter, exchange, pledge, distribute, advance upon, or otherwise trade and deal in, marketing, maintenance, distribution, developing of software and Computer hardware, servicing, erection, installation, fabrication, education, training, designing of computers and electronic equipments of every kind and description including micro computers, mini computers, digital and analogue computers, main frame computers, process control equipments, data entry systems, office automation systems, computerised control systems, control panels, interface of all kinds, transducers of all types, magnetic and electrical devices etc. and computers systems and related electronic assemblies and sub-assemblies or any other electronic components and assemblies for any attachment to the aforesaid or otherwise including electronic

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gadgets and electronic appliances for ossice, industry, domestic, entertainment purposes."

For and on behalf of the Board

Pradeep Patni

Managing Director

Place : Indore Date : 28. 06. 2000

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a member. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Register of Members shall be closed from 18th September,2000 to 23rd September,2000 (Both days inclusive).
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the office of the Company well in advanceso that the same are received at least Ten days before the date of the meeting to enable the Mamangement to keep the informations readily available at the meeting to the best extent possible
4. Members are requested to bring at the meeting with them the printed Annual Accounts & Reports being sent to them alongwith the notice to avoid inconvenience.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevent share certificates to the Company.
6. Members are requested to notify immediately any change in their address to the Company with their respective folio numbers and number of shares held details.
7. As per the provisions of the Companies Act , 1956 (As amended), the facility for naking nominations is now available to individuals holding shares in the company. Those who desire to avail this facility may send their requests for nomination in prescribed Form 2B duly filled in and signed to the company

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EXPANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 3

Mrs. Nirmala Patni, The existing Director of the Company, who is a retiring Director by rotation, have informed that, she does not offer herself for re-appointment as Director at the ensuing Annual General Meeting.

A Special Notice has been received from a shareholder proposing appointment of Mr. Narendra Kumar Gangwal as a Director of the Company in place of Smt. Nirmala Patni from the conclusion of the Annual General Meeting.

The Board has placed on record its appreciation of the services by Smt. Nirmala Patni.

The Directors recommend the Resolution for approval of the members.

All the Directors are concerned or interested to the extent relatives of Mr. Gangwal.

Item No. 4 :

Clause II of the memorandum of Association of the Company provided that the Registered office of the Company is situated in the State of Madhya Pradesh in the opinion of the Board of Directors at present the financial services market in M.P. is not so encouraging and remunerative thus it is better to centralise all activities in and around Mumbai one of the director of the company has also consented to shift its residence from M.P. to maharashtra After considering all these factors the Board has decided that the Registered office should be shifted. After obtaining shareholder approval the proposal will be submitted to the Company Law Board for approval Under Section 17(2) of the Companies Act, 1956.

Alteration sought in Clause II of the Memorandum of association of the Company are consequential.

None of the Directors are concerned or interested in the above said resolution.

Item No. : 5

Clause III of the Memorandum of Association is regarding main object of the company. Board is planning to enter in IT industry which is a high growth industry. To empower the company to undertake the plan proposed Resolution is recommended to be passed.