

**ANNUAL REPORT
1999-2000**

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VAISHNO CEMENT COMPANY LTD.



VAISHNO CEMENT COMPANY LIMITED

Board of Directors

MR. RAJKUMAR JAISWAL *Chairman*
MR. PRAMOD KUMAR AGRAWAL *Mg. Director*
MR. NIRMAL BOTHRA
MR. MANOJ KUMAR JAISWAL

Bankers

ORIENTAL BANK OF COMMERCE
CENTRAL BANK OF INDIA

Auditors

M/S. J. GUPTA & CO.
Chartered Accountants
Calcutta

Registered Office

VAISHNO CHAMBERS
6, Brabourne Road
Calcutta - 700 001

Works

ORISSA ROAD
DURRAMURA
RAIGARH (M.P.)

Share Transfer Agents

AMI Computers (I) Ltd.
60A, & B, Chowringhee Road
Calcutta - 700 020



VAISHNO CEMENT COMPANY LIMITED

NOTICE**TO THE SHAREHOLDERS**

NOTICE is hereby given that the Seventh Annual General Meeting of the shareholders of Vaishno Cement Company Ltd. will be held on Friday, the 29th day of September, 2000 at AMI Hall, 60B, Chowringhee Road, Calcutta - 700 020 at 10.00 A.M. to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2000 and also the Profit & Loss account for the year ended on that date and the reports of the Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. R. K. Jaiswal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors for the year 2000-2001 and fix their remuneration and in this connection, to consider and, if thought fit, to pass, with or without modification the following resolution.

"Resolved that M/s. J. Gupta & Co., Chartered Accountants, be and is hereby reappointed as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS

To consider, and if thought fit, to pass, with and/or without modification the following resolution as a special resolution :

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered amended, substituted in the following manner by inserting Heading & Article as Article 203

Article - 203

Dematerialisation of Securities

1) For the purpose of this Article :

"Beneficial Owner" means a person or persons whose name is recorded as such with the Depository defined in clause (a) of subsection(1) of Section 2 of Depository Act, 1996.

"Registered Owner" means Depository whose name is entered as such in the register of issuer.



"SEBI" means the Securities and Exchange Board of India.

"Depository" means a Company formed and registered under the Companies Act, 1956, and which has been granted a Certificate of Registration to act as Depository under the Securities and Exchange Board of India Act, 1992 and as defined in Clause(e) of Sub-section(1) of Section 2 of the Depository Act 1996.

"Security" means such security as may be specified by SEBI from time to time and defined under section 2 of the securities contracts (Regulation) Act 1956.

Dematerialisation of Shares 2) Notwithstanding anything contained in this Article, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.

Option for Investors 3) Every person subscribing to securities offered by the company shall have the option to receive Security Certificates or to hold the securities with a Depository. Such a person who is the Beneficial owner of the securities can at any time opt out of a Depository in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required Certificates of Securities.

Report

If a person opt to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.

Securities in Depository to be in fungible form 4) All securities held by a Depository shall dematerialised. Nothing contained in Sections 153, 153A, 153B, 187C and 372A of the Companies act, 1956 shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owner.

Rights of depositories and Beneficial Owners 5) a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.



VAISHNO CEMENT COMPANY LIMITED

	<p>b) Save as otherwise provided in (a) above, the Depository, as the Registered Owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.</p> <p>c) Every person holding Securities of the Company and whose name is entered as the beneficial Owner in the records of the Depository, shall be deemed to be a member of the Company. The Beneficial Owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities which are held by a Depository.</p>
Service of Documents	6) Notwithstanding anything contained in the Act or these articles, where securities are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.
Transfe of Securities	7) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of Securities effected by a transferor and transferee, both of whom are entered as Beneficial Owners in the records of a Depository.
Allotment of securities dealt with in a Depository	8) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.
Distinctive number of Securities held in a Depository	9) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company, shall apply to Securities held with a Depository.
Register and Index of Beneficial Owners	10) The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.
<p>Registered Office : "Vaishno Chambers" 6, Brabourne Road Calcutta - 700 001 Dated : 5th August, 2000</p>	
<p>By Order of the Board P. K. Agrawal Managing Director</p>	