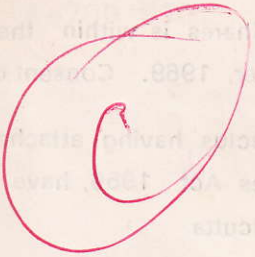


Abhinav Commercial Limited



PROSPECTUS

PUBLIC ISSUE FOR CASH AT PAR OF

1,50,000 EQUITY SHARES OF Rs. 10/- EACH

- Note:*
1. *Resend Copies of the Prospectus to the Company & to the Bankers.*
 2. *Three Copies of Memorandum & Art. of Assn. to be submitted.*
 3. *Certificate of Incorporation & Commencement of Business.*

REGD. OFFICE :

P-3, NEW C.I.T. ROAD,
4TH FLOOR,
CALCUTTA-700 073.

ABHINAV COMMERCIAL LIMITED

(Incorporated under the Companies Act, 1956)

PROSPECTUS

This issue of Equity Shares is within the Exemption Limit of Rupees 50 lakhs under the Capital Issue (Exemption) Order, 1969. Consent of the Controller of Capital Issues is not required

A copy of this Prospectus having attached there to the documents required to be filed under Section 60 of the Companies Act, 1956, have been delivered for registration to the Registrar of Companies, West Bengal, Calcutta.

Application will be made to the Stock Exchange at Calcutta for permission to deal in and for an official quotation of Equity Shares of the Company.

The Subscription List will open at the Commencement of banking hours on Monday, the 31st January 1983 and will close at the close of banking hours on Monday the 14th February 1983 or earlier at the Discretion of the board of directors of the Company but not before the close of banking hours on Friday, the 4th February, 1983

Attention of the applicant is drawn to Sub-Section (1), Section 68A of the Companies Act, 1956, which is reproduced below :-

"Any person who :—

(a) Makes in a Fictitious Name an application to a company for Acquiring or subscribing for, any shares therein, or

(b) Otherwise Induces a company to allot, or register any transfer of shares therein to him, or other person in a fictitious name

shall be punishable with imprisonment for a term which may extend to five years".

Issue opens on : Monday, 31st January, 1983

Issue closes on : Monday, 14th February, 1983

Earliest closure : Friday, 4th February, 1983

ABHINAV COMMERCIAL LIMITED

(Incorporated under the Companies Act. 1956)

Regd. Office

P-3, NEW C.I.T. ROAD,
4TH FLOOR,
CALCUTTA-700 073.

SHARE CAPITAL :

Authorised :

2,50,000 Equity Shares of Rs. 10/- each.

25,00,000

Issued, Subscribed and Fully paid Up :

700 Equity Shares of Rs. 10/- each for cash at per.

7,000

PRESENT ISSUE :

2,44,300 Equity Shares of Rs. 10/- each. For cash at per

24,43,000

OUT OF THE PRESENT ISSUE :

94,300 Equity shares of Rs 10/- each are reserved for Allotment to Directors, Promoters, Friends & their relatives

9 43,000

Now offered to the public for subscription for Cash :—

1,50,000 Equity Shares of Rs. 10/- each

15,00,000

24,43,000

APPLICATION AND TERMS OF PAYMENT :

Application for Equity Shares must be made for a minimum of 50 Shares or multiples thereof. Amount payable shall be as under :—

- | | | | | | |
|--------------------|---|---|---|---|---------------------|
| (a) On Application | — | — | — | — | Rs. 5.00 per Share |
| (b) On Allotment | — | — | — | — | Rs. 5.00 per Share. |

Failure to pay the amount due on allotment will render the allottees liable to payment of interest thereon @ 12% P. A. will also render the shares in question including the amount already paid on them liable to forfeiture.

TERMS OF THE ISSUE :

The Equity Shares hereby issued are subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company. The Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects except that the holders of the Equity Shares now offered will be entitled to dividend, if any, which may be declared or paid on the Equity Shares in proportion to the amount paid-up on the Equity Shares and pro rate for the period during which Capital is paid up thereon.

BOARD OF DIRECTORS :

Other Directorship.

Name; Description, Address & Occupation .

1. Sri Pradeep Kumar Saraf
S/o. Sri Nathmall Saraf
11/A, Jatindra Mohan Avenue,
Calcutta-700 006.
BUSINESS

Nil

2. Sri Kishan Kumar Saraf
S/o. Sri Nathmall Saraf
11/A, Jatindra Mohan Avenue,
Calcutta-700 006.
BUSINESS

Nil

3. Sri Saligram Khemka
S/o. Sri Mohanlall Khemka
1/1, Abinash Mitra Lane
Calcutta-700 006.
SERVICE

Nil

REGISTERED OFFICE :

1 & 2, Old Court House Corner,
4th Floor,
Calcutta-700 001

A U D I T O R S

Prakash Surana & Associates,
Chartered Accountants,
157, Netaji Subhas Road,
Calcutta-700 001.

BANKERS TO THE COMPANY :

Canara Bank
Rabindra Sarani Branch
274, Rabindra Sarani,
Calcutta-700 007

BANKERS TO THE ISSUE :

Canara Bank
Rabindra Sarani Branch
274, Rabindra Sarani,
Calcutta-700 007

BROKERS TO THE ISSUE :

AHMEDABAD

Rejesh N. Jhaveri
Stock Exchange Building
Manek Chowk,
Ahmedabad-380 001

BANGALORE

Vijai & Company
Vijay Buildings
Post Box-319,
9, Eleventh Main Road,
Malleswaram,
Bangalore-560 003.

BOMBAY

Porecha Brothers.
19, Stock Exchange Building,
Bombay Samachar Marg,
Bombay-400 023.

M. J. Patel

Cama Building, 3rd floor,
24-26, Dalal Street,
Bombay-400 023.

CALCUTTA

Khemka & Company.,
161/1, Mahatma Gandhi Road,
Room No 71,
Bangur Building,
Calcutta-700 007.

Gourdhandas Lakshminarayan

32, Baranashi Ghosh Street,
Calcutta-700 007

COCHIN

Jones & Co.,
37/216-5, Broadway
(Near Old Telegraph Office)
Ernakulam,
Cochin-682 031

Mathew & Gompany.,

Mullassery Canal Road,
(Near Passport Office)
Ernakulam,
Cochin-682 011.
Kerala (S. India)

HYDERABAD

Ganpatlal Sharma
4-4288, Sultan Bazar,
Hyderabad-500 001.

Laxmi Narayan Rathi

4-5-173 & 174, Hasmat Gunj,
Sultan Bazar,
Hyderabad-500 001 (A. P.)

INDORE

Santosh & Co.
29, Dhenu Market,
1st floor,
S. G. S. I. T. S. Road,
Indore-452 003.

KANPUR

Jhanwar Bros.,
25/4, Chowk,
Varanasi-221 001

MADRAS

N. S. Krishnaswami & Co.,
45, Armenian Street,
Post Box No 265,
Madras-600 001.

Kothari & Sons ,

Box No. 3302,
Eldorado Building
5th Floor,
112, Nungambakkam High Road,
Madras-600 034.

NEW DELHI

Bharat Bhusan & Co ,
H-45, Connaught Place,
New Delhi-110 001.

Vinod Kumar & Co ,

A-6, Connaught Place,
New Delhi-110 001.

UNDER WRITERS :

The issue has not been underwritten.

C O N S E N T S :

Consent in writing of the above mentioned Auditors, Bankers to the issue, Bankers to the Company, and Brokers to the issue to act in their respective capacities have been obtained and filed with the Registrar of the Companies, West Bengal, Calcutta, as required by the Companies Act, 1956 and none of them have withdrawn the said consent up to the time of delivery of a copy of this Prospectus, to the Registrar of Companies. M/s. Prakash Surana & Associates Auditors of the Company, have given their written consent for inclusion of their report in the form and context in which it appears later in this Prospectus and such consent has not been withdrawn.

HISTORY AND BUSINESS OF THE COMPANY :

The Company was incorporated on 27th day of September, 1982 under the Provisions of Companies Act, 1956 as a Public Limited Company for the objects set out in the Memorandum of Association of the Company. The Company obtained the Certificate for Commencement of Business on 5th day of October, 1982 from the Registrar of Companies, West Bengal, Calcutta.

MANAGEMENT :

The Management of the Company is vested in the Board of Directors which comprises of persons with Professional, Managerial and Administrative experience.

BUSINESS PROSPECTUS AND PROFITABILITY :

The Company has been established with the object of carrying on business as Exporters, Importers, Traders, Distributors, Producers and Investors in shares, properties, bonds and other securities and financing industrial enterprises in India. Further looking to the vast potentiality of industrial development in the country where exists very good opportunity for making good and productive investments in the country. Therefore the Directors are of the opinion that the Company would be able to pay reasonable dividend on the Capital of the Company within a reasonable time barring unforeseen circumstances.

CAPITAL OUTLAY :

Working Capital

Preliminary and Share issue Expenses

Amount Rupees

23,90,000/-

60,000/-

Rs. 24,50,000/-

SOURCES OF FINANCE :

Shares already issued and subscribed by Promoters, Directors, their friends relatives and associates.

Proceeds of the present issue

9,50,000/-

15,00,000/-

Rs. 24,50,000/-

TAX BENEFITS :

The Directors are advised that the Company and the Members are eligible for the following tax benefits :

To the Company :—

- (1) The Company is entitled to deduction of one-tenth of the specified expenditure, including the expenses incurred on the issue of shares for a period of 10 successive years under Section-350 of the Income Tax Act, 1961.

To the Members :—

- (1) Members of the Company being individuals and Hindu Undivided Families would be entitled to claim deduction from their total income to the extent of Rs. 4.000/- in respect of specified items, including dividends received from the Company as provided in Section BOL of the Income Tax Act, 1961.
- (2) Members who are Companies will be entitled to a deduction Under Section 80M of the Income Tax Act, 1961 at 60% (65% in the case of Foreign Companies) of the dividend received by them from the Company subject to the provisions of Section 80AA of the Income Tax, Act, 1961).
- (3) Members of the Company, who are themselves Companies will be entitled to the benefit of total exemption of dividends received by them from the Company in computing chargeable profits under the Companies (Profits) Sur-tax Act, 1964.
- (4) Members of the Company will be entitled to exemption under Section 5(i) (xxiii) of the Wealth Tax Act, 1957 from Wealth Tax on the value of Equity and Preference Shares subject to maximum of Rs. 1.65 lakhs as per Section 5(1A) in respect of specified assets including the value of shares in the Company.

AUDITORS' REPORT

PRAKASH SURANA & ASSOCIATES

157, Netaji Subhas Road, 2nd Floor, Room No. 143

CALCUTTA-700 001.

30th December, 1982.

The Board of Directors,
Abhinav Commercial Limited,

P-3, NEW C.I.T. ROAD,
4TH FLOOR,
CALCUTTA-700 073.

Dear Sirs,

We have examined the Books of Accounts of Abhinav Commercial Limited for the period from 27th September, 1982 (the date of incorporation) to 24th December, 1982. Based on our examination, as aforesaid and in accordance with the requirements of the provisions of Clause 24 of Part II of Schedule II of the Companies Act, 1956, we report that :—

AUDITORS' REPORT

1. Profit & Loss Account :—
As the company has not commenced any business, no profit & Loss Account has been prepared for the above mentioned period.
2. Assets and Liabilities as at 24th December, 1982 which we have examined and found correct are as follows :—

ASSETS :

Current Assets :	Rs.	P.	Rs	P.
Cash in hand		2,000-00		
Balance with Bank In Current Account	6,25,000-00		6,27,000-00	
Loans & Advances :				
Loans :				
Unsecured, Considered good			50,000-00	
Miscellaneous Expenditure : (To the extent not written off or adjusted)				
Preliminary Expenses			9,180-00	
Total Assets			<u>6,86,180-00</u>	
Less : Liabilities :—				
Sundry Creditore for Expenses			9,180-00	
Total Liabilities			<u>9,180-00</u>	
Net Assets			<u>6,77,000-00</u>	
Net Assets Represented by :				
Share Capital :—				
700 Equity Shares of Rs. 10/- each fully paid up			7,000-00	
Share Application Money pending allotment			6,70,000-00	
			<u>6,77,000-00</u>	

3. We also report that since the date of incorporation, the Company has not declared/paid any dividend.

Yours faithfully,

For Prakash Surana & Associates
Chartered Accountants

P. C. SURANA

Proprietor

MAIN OBJECTS OF THE COMPANY :—

A. As set out in the Memorandum of Association, inter alia are as follows :

1. To carry on the business of exporters, importers, buyers, sellers, producers, brokers buying agents, selling agents, commission agents, factors, distributors, stockists Agents traders and suppliers of and dealers in all classes and kinds of Ferrous and non ferrous metals chemicals organic and/or inorganic fine of heavy, their mixtures and formulations, Pesticides and Insecticides of all kinds, including its formulations, jute, jute goods, jute cuttings, jute rejections, cotton, cotton textiles, yarn wool, silk, handicraft, flax, rayon nylon and other fibrous materials, and manmade fibres, ready-made garments, food grains, food, products, vegetable products, iron, steel, cement, paper, paper board, news print straw board, hard board, tea, coffee manures, fertilizers, electrical goods, sugar, sugarcane, molasses, plant and machinery vehicles and other automobile spare parts tractors and other agricultural implements, tyres, tyre cord sheets rubber and rubber products, plastic and plastic products, leather products, foot wears, hides, skins, metals and minerals and all other goods made thereof or therefrom electrical, chemical, photographic, surgical and scientific apparatuses instruments, goods and materials, cordials drugs tanins essence and pharmaceuticals mineral and other waters oils, paints pigment and varnishes compounds, dye stuff organic or mineral intermediates, paint and colour grinders, proprietary articles of all kind and for which to carry on business of financiers, contractors, guarantors, and warehousemen and generally to carry on business of merchants, traders, export house of any goods, commodities and merchandise of any other description whatsoever, as are incidental or conducive to the carrying on of all such business in India or Abroad.
2. To render financial, engineering technical, management, consultancy and other types of skilled and other services to all types of industry and organisations in India or abroad including for office, advertising, accounting, computer, secretarial taxation matters, administration, commercial quality control, legal and other services and to provide, maintain, and operate research and survey establishments, services, facilities, comences, bureaux, hotels, hostellers, guest and rest houses and the like and to act as general contractors, publicity agents, travel agents and car hirers
3. To carry on investment business and to purchase acquire, hold and dispose of to otherwise invest in shares, debenture, debentures stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, dominion, sovereign ruler, commissioner, public body or authority, supreme, municipal, local or otherwise in India or elsewhere and to deal in real estates or properties either out of its own funds or out of funds that the Company might borrow and to vary or otherwise dispose of exchange, transfer or alienate any of the investments, real estates and properties of the Company and also to carry on the business of financing industrial and Commercial enterprises.
4. To act, as investors, guarantors, underwriters, financiers, and to lend, or deal with the money either with or without interest or security, including in current or deposit account with any bank or banks, other person or persons, upon such terms, conditions and manner as may from time to time determined and to receive money on deposit or loan upon such terms and conditions as the Company may approve Provided that the Company shall not do any banking business as defiaed under the Banking Regulations act, 1949.

SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION :

<u>Names, Address, Description and Occupation of Subscribers.</u>	<u>Number of Equity Shares taken by each Subscriber</u>
1. Pradeep Kumar Saraf S/o. Sri Nathmall Saraf 11/A, Jatindra Mohan Avenue, Calcutta-700 006 BUSINESS	100 (One hundred)
2. Kishan Kumar Saraf S/o. Sri Nathmall Saraf 11/A, Jatindra Mohan Avenue, Calcutta-700 006 BUSINESS.	100 (One hundred)
3. Gopal Prasad Lohia S/o. Bal Kishan Lohia 171/A, M. G. Road, Calcutta-700 007 BUSINESS.	100 (One hundred)
4. Debi Prasad Agarwal S/o. Late Bhuramal Agarwal 217, Sarat Bose Road, Calcutta-700 029 (BUSINESS)	100 (One hundred)
5. Saligram Khemka S/o. Sri Mohanlall Khemka 1/1, Abinash Mitra Lane, Calcutta-700 006 (SERVICE)	100 (One hundred)
6. Omprakash Sharma S/o. Sri Ramotarji Sharma 11/A, Jatindra Mohan Avenue, Calcutta-700 006 (SERVICE)	100 (One hundred)
7. Mani Shanker S/o. Late A. B. Shanker 5, Dwarik Ganguli Strset, Calcutta-700 026 (SERVICE)	100 (One hundred)
TOTAL	700 (Seven hundred)

Dated 16th day of August, 1982

OBJECTS OF THE PRESENT ISSUE :

This issue is being made with the object of inviting Public to participate in the Equity Share Capital of the Company. The funds being raised by the present issue of Equity Shares will be used to finance the Working Capital needs of the Company.

MINIMUM SUBSCRIPTION :

The minimum subscription on which the Directors will proceed to allot shares Rs. 7,50,000/- being the application money payable on the present issue of Equity Shares offered to the Public for subscription.

PRELIMINARY EXPENSES :

Estimated Preliminary Expenses will be amount Rs. 12,000/- which are being incurred by one of the promoters Shri Pradeep Kumar Saraf and the same are to be reimbursed to him.

EXPENSES OF THE ISSUE .

The expenses of the issue including brokerage, fees, printing, distribution and publication expenses, legal charges, auditors' fees, are estimated to be Rs 48000/- and are to be met out from the proceeds of the issue.

BROKERAGE AND COMMISSION :

Brokerage will be paid at the rate of 1.5% of the nominal value of Shares on the basis of allotment made against applications bearing the Stamp of a member of any same rate will be payable to the Brokers and Bankers to the issue in respect of allotment made against applications procured by them provided the relative forms of applications bear their respective stamps in the broker's column.

UNDERWRITING COMMISSION :

No part of the present issue offered to the public is underwritten as such no underwriting commission is payable to any person

ISSUE OF SHARES OTHERWISE THAN OF CASH :

No shares or debentures have been issued or agreed to be issued by the Company otherwise than for Cash since the date of incorporation of the Company.

ISSUE AT PREMIUM OR DISCOUNT :

The Company has not issued any shares at Premium or at Discount since its incorporation.

OPTION TO SUBSCRIBE :

Except as otherwise stated in the Prospectus the Company has not entered into any contract or arrangements whereby any option or preferential right has been given to any person to subscribe for any shares in the Company,

DIRECTORS :

Subject to the provisions of the Companies Act, the Memorandum & Articles of Association of the Company and any regulations made by the Company in General Meeting from time to time the control and management of the Company's affairs and business is vested in the Board of Directors. The restriction on their powers are the same as contained in the Companies Act, 1956. Unless otherwise determined by General Meeting and subject to the provisions of the Companies Act, 1956 the number of Directors shall not be less than three and not more than twelve.

QUALIFICATION SHARES :

A Director of the Company is not required to hold any qualification shares.

REMUNERATION OF DIRECTORS :

The Articles of Association provides that the remuneration of each Director shall not exceed Rs. 250/- for each meeting of the Board or Committee thereof attended by him.

All other remuneration, if any, payable by the Company to each Director, whether in respect of his service as a Managing Director or a Director in the whole or part time employment of the Company shall be determined in accordance with and subject to powers of these Articles and of the Act.

The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attending to the Board and Committee Meeting or otherwise incurred in the execution of their duties as Directors.

If any Director, or Directors, being willing, shall be called upon to perform extra service or to make any special executions in going or residing away for any purpose of the Company or in giving special attention to the business of the Company or as a member of the Committee of the Board, then subject to Section 198, 309 and 310 of the Act, the Board may remunerate such Director so doing either by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be ordinarily entitled.

INTEREST OF PROMOTERS AND DIRECTORS :

Sri Pradeep Kumar Saraf incurred the Preliminary Expenses of Rs. 9,180/- and the same will be reimbursed to him by the Company. No benefit has been paid or given or is intended to be paid or given to any promoter/Director except their remuneration payable to them as stated in the Articles of Association or reimbursement of expenditure incurred on behalf of the Company. Such of the Directors who hold shares in the Company may be deemed to be interested to that extent.

MANAGING DIRECTORS :

Subject to the provisions of Sections 316 and 317 of the Act, the Board may, from time to time, appoint one or more Directors of the Company, for a fixed term not exceeding five years and may, from time to time (subject to the provisions of any contract between him and the Company), remove or dismiss him or them from office and appoint another or others in his or their place.

Subject to the provisions of Section 309, 310 and 311 of the Act, a Managing Director shall in addition to the remuneration payable as a Director of the Company under these Articles, receive such additional remuneration as may from time to time be sanctioned by the Company.

BORROWING POWERS :

Subject to the provisions in the Articles, the Board, may mortgage or charge its undertaking property (both present and future) and uncalled Capital or any part thereof and to issue debentures and other securities whether outright as security for any debts, liability or obligation of the Company.

INDEMNITY :

Subject to the provisions of Section 201 of the Act, every Director, Manager, Secretary or other Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company or Auditors appointed by the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, Employees or Auditor in defending any proceedings, whether Civil or Criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act, in the which relief is granted to him by the Court.

RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL AND DIVIDENDS :

The nature and extent of interest of Shareholders and profits of the Company will be as provided in the Articles of Association of the Company, this Prospectus and by the Companies Act, 1956.

VOTING RIGHTS RELATING TO EQUITY SHARES :

1. (a) On a show of hands every member holding equity shares present in person shall have one vote.
(b) On a poll every member holding an equity share therein shall have voting right, in proportion to his share of the Paid-Up Equity Share Capital.
2. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of his shares in the Company have been paid.
3. On a poll, votes may be given either personally or by Proxy provided that no Company shall vote by Proxy as long as a resolution of the Board in accordance with the provisions of Section 187 of the Act, is in force.

RESTRICTION ON TRANSFER OF SHARES :

Subject to the provisions of Section III of the Act, the Board, without assigning any reason for such refusal, may, within two months from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of a share upon which the Company has a lien and in case of share not fully paid-Up the Board may refuse to register a transfer to a transferee of whom it does not approve. Provided that the registration of transfer of a share shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

MODIFICATION OF RIGHTS :

All or any of the rights and privileges attached to the shares of any class may be varied, with the consent in writing of the holders of not less than three-fourth of the issued shares of the class or with the sanction of a Special Resolution passed at a Separate meeting of the holders of the issued shares of that Class.

LIEN :

The Company shall have first and paramount lien upon every share not being fully paid up registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such share whether the time for the payment thereon shall have actually arrived or not and no, equitable interest in any share shall be created except upon the footing and condition that Articles 31 is to have full effect. Such lien shall be extended to all dividends from time to time declared in respect of such share. Unless otherwise agreed the registration of a transfer of a share shall operate as a waiver of the Company's liens, if any, on such share.

REVALUATION OF ASSETS AND CAPITALISATION OF RESERVES :

There has been no revaluation of assets or capitalisation of reserves of the Company since incorporation.

PREVIOUS COMMISSION, BROKERAGE AND DISCOUNT ON SHARES :

Save for the brokerage payable as mentioned above no sums have been paid since the incorporation of the Company or are payable as Commission for subscribing for or procuring or agreeing to procure subscription for any shares in or debentures of the Company.

PREVIOUS CAPITAL ISSUE :

700 Equity Shares of Rs, 10/- each fully paid up were taken by the Subscribers to the Memorandum of Association of the Company for Cash at par.

MATERIAL CONTRACTS AND DOCUMENTS :

Since incorporation of the Company, the Company has not entered into any contract (not being a contract entered into in the ordinary course of business) which are or may be deemed material.

INSPECTION OF DOCUMENTS :

Documents referred to below may be inspected at the Registered Office of the Company situated at P-3, New C. I. T. Road, 4th Floor, Calcutta-700 073 between 11-00 A.M, and 1-00 P.M. on any Working Day (Except Saturdays and Holidays) until the closing of Subscription List :-

1. Memorandum and Articles of Association.
2. Certificate of Incorporation.
3. Certificate of Commendement of Business.
4. Consent Letters of the Banker, to the issue. Brokers to the issue, and Auditors named in the Prospectus.
5. Report of the Auditors of the Company mentioned in the Prospectus and Statement signed by them.

APPLICATION AND ALLOTMENT OF SHARES :

Application must be made on the respective application form accompanying the Prospectus in accordance with the instructions contained therein and will be liable to be rejected if not so made. The Application Forms properly completed together with the amount payable on application at the rate of Rs. 5/- per share must be lodged on or before the closing date of the Subscription List with the Banker to

the issue or at their respective Branches and Offices appearing on the application Forms. No receipt will be issued for the application money. However, the Bankers to the issue will acknowledge receipt of the application by stamping and returning to the applicant the perforated acknowledgement slip at the bottom of such application form.

Payments may be made in cash or by cheque or Draft. Cheques or Drafts should be drawn on a Scheduled Bank including a State Co-operative Bank specified in the Second Schedule to the Reserve Bank of India Act, 1934 or any Bank which is a member or sub-member of clearing house located at the particular place where the application is tendered. Application tendered with outstation cheques or drafts will be liable to be rejected. Cheques or Drafts should be made payable to the Bankers to the issue aforesaid with which the application is lodged and marked "A/C. ABHINAV COMMERCIAL LIMITED Equity Issue". A separate Cheque or draft must accompany each application form.

An applicant should submit only one application (and not more than one) for the total number of share required. Applications may be made in single or joint names (not more than three). Two or more applications in the single and/or joint names will be deemed to be multiple applications, if the sole and/or the first applicant is one and the same. The Board of Directors reserve the right to reject in its absolute discretion all or any multiple applications.

APPLICATIONS MAY BE IN THE NAME OF INDIAN NATIONALS RESIDENT IN INDIA AS WELL AS NON-RESIDENT INDIAN PERSONS AND PERSONS OF INDIAN ORIGIN RESIDENT ABROAD :

Application Forms from non-resident Indian Persons of Indian Origin resident abroad, property completed together with remittance from abroad towards the amount payable on application through approved Banking Channel or out of funds held in the non-resident (external) account along with documentary evidence in this behalf must be delivered before closing of the Subscription List the Bank to the issue named in the Prospectus at any of the branches at the places mentioned in the application form.

The Company, as required by the Reserve Bank of India, shall apply, to the Reserve Bank of India for its permission in the manner prescribed by the Reserve Bank of India, to accept such application from non-resident Indian Person of Indian Origin resident abroad, shall be subject to the Company's obtaining such permission from the Reserve Bank of India for permission to purchase shares of the Company.

Where an application is rejected in full, the whole of the application money received will be refunded to the applicant and where an application is rejected in part, the balance of the application money received will be refunded after adjustment of the amount, if any, due on allotment. In both cases refunds will be made at the risk of the applicants within two months from the date of closing of the subscription List or within the period extended as stated above by the Calcutta Stock Exchange but no interest will be paid in respect of the money received. Refund will be made by cheques or Pay Orders drawn on the Company's Bankers to the issue at Calcutta and bank charges, if any, for encashing such cheques or Pay Orders will be payable by the applicants. Such cheque or Pay Order will be payable at all the branches of the Bankers where applications are accepted.

The Share Certificates or the Letter of Allotment shall be despatched within two months from the closing of the Subscription List or within such time as may be extended by Calcutta Stock Exchange.

Application for shares must be in the names of individuals, listed Companies, Statutory Corporations or Institutions and not in the names of minors, Partnership firms, trusts or a Society (unless the Trust Society is registered under the Societies Registration Act, and is authorised by the Memorandum and Rules to hold Shares in Company). Any application not in conformity with this or by persons not entitled to apply, shall be rejected.

ISSUE OF SHARE CERTIFICATE :

If at the time of allotment, allotment letters have been issued, they will be exchanged against the share Certificates which will be ready for delivery within three months from the date of allotment.

PROSPECTUS AND APPLICATION FORMS :

Copies of the Prospectus and application forms may be obtained from the Registered Office of the Company the Brokers to the issue, and the Bankers to the issue mentioned herein or from any of the main offices of the Bankers to the issue mentioned in the Application Form.

Calcutta
5th January 1987

Kishan Kumar Sanyal
Kishan Kumar Sanyal
Saligram Khenema

} Directors,