

PROSPECTUS

BELIEVE ENTERPRISES LIMITED

Regd. Office :

132/1, MAHATMA GANDHI ROAD,
CALCUTTA-700 007

**PUBLIC ISSUE OF 4,00,000 EQUITY SHARES
OF Rs. 10/- EACH AT PAR.**

1. This issue of Equity Shares is within the exemption limit of Rs 50 lacs under the Capital Issue (Exemption) Order 1969.
2. A copy of this Prospectus, having attached thereto the documents required to be filed under the section 60 of the Companies Act, 1956, has been delivered for registration to the Registrar of Companies, West Bengal at Calcutta
3. Application will be made to the Stock Exchange at Calcutta for permission to deal in and for an official quotation for the Equity Shares of the Company.
4. THE ATTENTION OF THE APPLICANTS IS DRAWN TO SUB-SECTION (I) OF SECTION 63-A 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 any other person in fictitious name.

SHALL BE PUNISHABLE WITH IMPRISONMENT FOR A TERM WHICH MAY EXTENDED TO FIVE YEARS".

5. THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON TUESDAY THE 1ST MARCH, 1983 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON TUESDAY THE 15TH MARCH, 1983 OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS OF THE COMPANY, BUT NOT EARLIER THAN THE CLOSE OF BANKING HOURS ON MONDAY THE 7TH MARCH, 1983.

PUBLIC ISSUE OF 1000 EQUITY SHARES
OF RS. 1000000 EACH
4886000
1400000
4900000

BELIEVE ENTERPRISES LIMITED

(Incorporated under the Companies Act, 1956 on 4th day of October. 1982)

Share Capital AMOUNT

Authorised :

Rs.

4,90,000 Equity Shares of
Rs. 10/- each 49,00,000.00

Issued, Subscribed and paid
up in cash :—

1,400 Equity Shares of
Rs. 10/- each fully paid up 14,000.00

Present Issue :

Out of the present issue :—
88,600 Equity Shares have
been kept reserved for
allotment for Directors,
Promoters Friends Rela-
tives and Associates for
Cash at Par 8,86,000.00

Now offered to Public for
subscription 4,00,000
Equity Shares of Rs. 10/-
each for cash at par 40,00,000.00
48,86,000.00

and pro-rata for the period during which such
capital is paid up thereon

Application and Allotment :

Application must be made :

- On the prescribed application form accom-
panying this prospectus.
- for a minimum of 50 shares or multiples
thereof.
- in single name or in joint names (not more
than three).
- in the names of individuals, limited compa-
nies or statutory corporations, statutory
institutions AND NOT in the name of foreign
nationals (except as stated hereinafter)
trusts (unless the trust is registered under
the Societies Registration Act, and is autho-
rised under its constitution to hold shares
in a Company), minors, firms or partnership
concerns or the nominees of any one of
them.

Applications under Power of Attorney

In the case of applications under power of
attorney or by limited companies or corporate bodies,
the relevant power of attorney or the relevant autho-
rity as the case may be or a duly certified copy
thereof must be attached to the application form or
indeed simultaneously with the Company.

Application by non-resident Indians/Persons of Indian origin resident abroad.

In terms of the relaxation of rules to non-resident
investment in India, Non-resident Indians/persons of
Indian origin resident abroad may subscribe to the
Equity Shares hereby offered. The company will
obtain necessary permission in this connection of the
Reserve Bank of India and the applicants need not
subscription to the said shares. Allotment of Shares
to Non-resident Indians/Persons of Indian Origin
resident abroad shall be subject to the Company
obtaining such permission from the Reserve Bank of
India. The Investment in Equity Shares by such
Non-resident Indians/Persons of Indian origin resident
abroad will be allowed to be repatriated along with
income on the investment subject to deduction
of Indian taxes provided the investment is made by
inward remittance from abroad through normal
banking channels or out of funds held in the
Non-resident (external) accounts.

Terms of Payment Per Equity Share

On application Rs. 2 50

On allotment Rs. 7.50

Failure to pay the amount, due on allotment will
render the allottee liable to pay the interest the
rein @ 12% per annum and will also render the
shares in question including the amount already
paid on them liable to forfeiture.

Terms of Offer :

The Equity Shares hereby issued are subject to
the terms of this Prospects, the Application form
and the Memorandum and Articles of Association
(hereinafter referred to as Articles) of the Com-
pany. 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 respect of and in propor-
tion to the amount paid on the Equity Shares

Non-resident Indians and persons of Indian origin resident abroad are also eligible to subscribe to the Equity Shares hereby offered from their funds held in India or by inward remittances subject to inter alia their giving an undertaking not to seek repatriation of capital or income arising thereon.

Criteria for Rejection

An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or in joint names (not more than three). Two or applications in 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 reserves the right to reject in its absolute discretion all or any multiple applications.

Receipt of Money

Payments should be made in cash or by Cheque/ draft drawn on any Bank including a Co-operative Bank, (which is a member or submember of the Banker's Clearing House located at the places where there are recognised Stock Exchanges) situated in town where the application is submitted. Out-station cheques will not be accepted and applications accompanied by such Cheques are liable to be rejected. Money Orders will not be accepted. All Cheques or drafts accompanying the application from should be made payable to the Bankers to the Issue with whom the Application is lodged and should bear the words A/c. Believe "Equity Issue" and for the protection of the applicant it should be crossed "Account Payee only".

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 the acknowledgement slip at the bottom of each application form.

The Company shall inform the applicants in respect of allotment within two months of the closing of the subscription list or within such period as may be extended by the Calcutta Stock Exchange in case of unforeseen circumstances. The Director reserve full and unqualified right to accept or to reject any application in whole or in part and in either case without assigning any reason. In case the application is rejected fully the whole of the application money will be refunded to the application. If an application is accepted in part, the balance of the application money will be adjusted against money due on shares allotted and the balance, if any will be refunded to the applicants, in accordance with the provisions of Section 73 of the Act, through post or otherwise by Cheques or drafts drawn on any of the Bankers to

the Issue at their risk. Such Cheque Bank Drafts will be payable at par at all the places where applications are received.

Over Subscription

In the event of present issue being over subscribed, allotment of shares will be made in consultation with the Calcutta Stock Exchange.

Availability of forms and places of acceptance.

Application forms with copies of the prospectus may be obtained from the Registered Office of the Company, Brokers to the Issue, Bankers to the Issue and the branches of the Bankers to the issue as stated in the application form.

The application form duly completed together with cash/cheques/bank drafts should be delivered before the closing of the subscription list to any of the Bankers to the issue named herein or to any of their branches, a list of which is incorporated in the application form and NOT to the Company. For further instructions please read the application form carefully.

Issue of Share Certificates

The Share Certificate will be ready for delivery within three months from the date of allotment in exchange of allotment letter(s) issued, if any.

Board of Directors.

| <i>Name, address, occupation and description</i> | <i>Particulars of other Directorship held</i> |
|---|---|
| 1. Shri Sagar Mail Bafna S/o. Late Ami Chand Bafna 19, Bysack Street, Calcutta-700 070 (Business) | None. |
| 2. Shri Damodar Prasad Saraf S/o. Hansraj Saraf, 43/44, Cotton Street, Calcutta-700 007. (Advocate) | None. |
| 3. Shri Vinod Kumar Lath S/o. Banwarilal Lath 19B, Bysack Street, Calcutta-700 070 (Business). | 1) Galaxy Commercials Ltd. |

4. Shri Anil Chowdhury
S/o. Anandi Prasad Chowdhury
159, C. R. Avenue,
Calcutta-700 007.
(Business)

- 1) Smart Trading &
Investment Co.
Ltd.

5. Shri Hanuman Mal Bafna
S/o. Sagarmall Bafna
19, Bysack Street,
Calcutta-700 070.
(Business)

- 1) Smart Trading &
Investment Co. Ltd.
2) Bafsons Com-
mercial Pvt. Ltd.
3) Maxlife Comme-
rcial Ltd.
4) Well Life Com-
mercial Ltd.

Banglore

Vijai & Company
Vijai Buildings,
Post Box No. 319
9, Elevennth Main Road,
Malleswaram
Bangalore-560 003.

Calcutta

Ramratan Sonthalia,
23/24. Radha Bazar Street,
Calcutta-700 001.

Registered Office :

132/1, Mahatma Gandhi Road,
Calcutta-700 007.

Auditors :

Shambhu Kumar Jain & Co.,
Chartered Accountants,
23/1, Maharshi Debendra Road,
Calcutta-700 070.

Bankers to the Company :

Syndicate Bank,
Burrabazar Branch,
170A, Chittaranjan Avenue,
Calcutta 700 007.

Bankers to the Issue :

Syndicate Bank,
Burrabazar Branch,
170A, Chittaranjan Avenue,
Calcutta-700 007.

Brokers to the Issue.

Ahmedabad

Champaklal Bhailal Chokshi,
New Issue Dept.
Manek Chowk,
Near Share Bazar,
Ahmedabad-380 001.

Bombay

M. J. Patel
Cama Bldg. 3rd Floor,
24-26, Dalal Street,
Bombay-400 023.

Cochin

Mathew and Company,
Mullassery Canal Road
(Near Passport Office)
Ernakulam,
Cochin-632 011.
Kerala (S. India)

Hyderabad

Laxmi Narayan Rathi
4-5-173 & 174, Hashmat Gunj,
Sultan Bazar,
Hyderabad-500001 (A. P.).

Indore

Pushkarlal Ghudawala,
44, Bada Sarafa,
Indore-452002.

Kanpur

P. D. Brothers
51/7H, Ramganj,
Kanpur-208001.

Madras

Venkataraman & Company
No. 78, Dr. Rangachari Road,
Mylapore, Madras-600 004.

New Delhi

Vinod Kumar & Company
A-6, Connaught Place,
New Delhi-110 001.

Pune

Yogesh J. Shah,
Labh Shree, 2nd Floor,
608, Sadashiv Peth,
Phadtare Chowk,
Pune-411 030.

Under writer to the Issue.

No part of the issue is under written.

Consents

Consents in writing of the above mentioned Auditors, Banker to the Company, Bankers to the Issue and Brokers to the issue to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal, along with a copy of Prospectus as required under Section 60 of the Companies Act, 1956 and such consents have not been withdrawn upto the time of filing of a copy of this Prospectus with the Registrar of Companies, West Bengal Calcutta.

M/s. Shambhu Kumar Jain & Co., Chartered Accountants, the Auditors of the Company, have also given their written consent to the inclusion there in of their Report in the form and context in which it appears later in this Prospectus and such consent has not been withdrawn upto the time of filing of a copy of this Prospectus with the Registrar of Companies, West Bengal.

Incorporation

The Company was incorporated on 4th day of October, 1932 at Calcutta in the State of West Bengal. The Company obtained Certificate of commencement of Business on the 18th day of October, 1982.

Management

The Management of the Company is vested in the Board of Directors which comprise persons with business managerial and administrative experience.

Business Prospects and Profitability

The Company has been established with the object of investing in shares and other securities and in properties, etc and financing of Industrial & commercial enterprises in India. There appears to be a good scope of remunerative financing & investment business in the country. The Directors feel that subject to unforeseen circumstances, the company may earn reasonable profit and pay reasonable dividend in future.

Objects of the Issue

This issue is being made with the object of providing finance for carrying on financing & trading and investment business as described in this prospectus.

Tax Benefits

- i) The Company and in case where members of the Company who are themselves companies shall be entitled to the benefits of total exemption from Surtax, partial exemption from income tax on dividends received by them from other companies or this company as the case may be u/s. 80M of the Income-Tax Act, and in case of company's investment in New Industries, the Company shall be entitled to exemption from income-tax on so much of the dividend paid to it as is attributed to the profits of the company exempted from income tax under section 80K of the Income Tax Act.
- ii) Members shall be entitled to claim deduction from their total income to the extent of Rs. 4,000/- per year in respect of specified time including dividends from this company under Section 80L of Income Tax Act, and
- iii) Members shall be entitled to exemption from Wealth Tax on specified financial assets to the extent of Rs. 1.65 Lacs including shares in this company under Section 5(1A) of the Wealth Tax Act.

AUDITORS' REPORT

To
The Directors,
M/s. Believe Enterprises Ltd.,
132/1, Mahatma Gandhi Road,
Calcutta-700 007.

Dear Sirs,

We have examined the books of accounts of MESSRS BELIEVE ENTERPRISES LIMITED for the period from 4th day of October, 1982 (the date of incorporation) to 30th day of November, 1982 and found that to be correct.

(1) In accordance with and as required by Clause 24(2) (a) and (b) of Part II of Schedule II of the Companies Act, 1956, we report as under.

(1) Profit & Loss Account for the period from 4th day of October, 1982 to 30th day of November, 1982.

INCOME

NIL

EXPENDITURE :

| | | |
|--|---------------|---------------|
| Stationery & Printing | 802.00 | |
| Balance (Dr.) Carried to Balance Sheet | | 802.00 |
| | <u>802.00</u> | <u>802.00</u> |

(2) ASSETS AND LIABILITIES

The Assets and Liabilities of the Company as at 30th November, 1982 being the last day upto which the accounts have been made up and audited by us are set out as follows :

ASSETS**Current Assets. Loans & Advances****Current Assets**

| | | |
|-----------------------------|-----------------|-------------|
| Cash - in - Hand | 1,110.00 | |
| Balance with Syndicate Bank | <u>2,198.00</u> | 3,308.00 |
| | | 2,85,000.00 |

Loans**Miscellaneous Expenditure**

(to extend not W/o. or adjusted)

| | | |
|---------------------------------------|---------------|--------------------|
| Preliminary Expenses | 11,890.00 | |
| Profit & Loss Account Balance (Dr.) | <u>802.00</u> | 12,692.00 |
| | | 3,01,000.00 |
| Less : Liabilities | | |
| Share application Money | | <u>2,87,000.00</u> |
| | | 14,000.00 |

Net Assets Represented by Share Capital

1,400 Equity Shares of Rs. 10/- each
fully paid up in Cash

14,000 00

Note : (1) The Company has not declared any dividend since its incorporation.

Dated. the 3rd day of December, 1982.
23/1, Maharshi Debendra Road,
Calcutta-700 070

Yours faithfully,
for SHAMBHU KUMAR JAIN & CO.
Chartered Accountants.
Sd/-
(S. K. JAIN)
Proprietor.

OTHER STATUTORY & GENERAL INFORMATION**Main Objects of the Company**

The objects for which the Company is established are set out fully in the Company's Memorandum of Association and the main objects of the Company are :

1. To carry on the bussiness of investors, dealers, buyers, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, packers, stockists, distributors, financiers, hire purchase and dealers of and in all kinds of agricultural produces, goods, articles, industrial products, industrial components, electronic parts & device, forest products, Industrial components, electronic parts & devices, forest products, raw materials, minerals, metals industrial, and other wastes and bye products, industrial and other gases, alcohol, wine and beverages edible and non-edible oils & fats, consumer goods, house hold goods, hardware & stores, plant & machinery stores, spare parts and accessories commercial and manmade fibres, textiles of all kinds, Jute products, cement, chemicals, plastics, building materials, vehicles, bullion, gold, silver, diamonds, precious stones, ornaments and jewellery, paintings and object of art, coins, manuscripts and curios.
2. To carry on the bussiness of investment company and for that purpose to invest in, acquire, subscribe for, hold, sell transfer and otherwise dispose of and deal in any shares, bonds, stocks, obligation issued or guaranteed by any Company or Companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any Government, State, Sovereign, Commissioners Central or provisional public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere either out of its own funds or out of funds that it might borrow.
3. To finance industrial enterprises and to act as investors, guarantors underwriters, financiers and to deposit, lend or deal with the money either with or without interest or security, including in current or deposit amount with any bank or banks, other person or persons upon such terms and conditions as the company may approve. Provided that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949.
4. To purchase, acquire, take on lease, hire, erect, contract, improve develop, charge, build, let-out, exchange, sale, work or deal in land, buildings, flats, rooms, show-rooms shops, auditoriums, halls, markets, sheds, mines, factories, mills, plants, plantations, farms, and do all such acts and things necessary in connection therewith and deal in building materials of all kinds and builders, stores and machinery,

The Company was not previously authorised the carry on business shown under main objects (1) but the same was included under the other objects. The company passed a special resolution on December, 3, 1982 authorising the company to carry on the business as shown now under main object (1). Copy of special resolution is ready for inspection at the its Registered Office.

Minimum Subscription

The minimum amount which in the opinion of the Directors must be raised by the issue of shares in order to provide the same required is Rs. 30,00,000/- being 75% of the total value of the Shares offered to the public.

The Directors will proceed to allot the Shares on receipt of Rs. 7,50,000/- being the aggregate amount payable on application at the rate of Rs. 2.50 per share in respect of 3,00,000 Shares.

Expenses of the Issue

The expenses of this issue including brokerage, printing, distribution and publication expenses, Registration fees, advertisement legal and professional charges and auditors fees are estimated at Rs. 1,20,000/- and the same will be met by the Company out of the proceeds of the present issue.

Brokerage

Brokerage will be paid by the Company at the rate of 1.50% on the nominal value of Equity Shares on the basis of allotments made against applications bearing the stamps of member of any recognised Stock Exchange in India in Broker's column. Brokerage at the same rate will also be payable to the Bankers to the issue in respect of allotments made against applications procured by them provided the related forms of application bear their respective stamps in the Broker's column.

Underwriting Commission

Since no part of the issue has been underwritten, no underwriting commission is payable to any person.

Class of Shares

The Shares of the Company consists of only one class, namely Equity.

Voting rights and restrictions thereon

Voting rights of members are determined by the Articles of Association ("the Articles") and are in accordance with the provisions of Section 87 of the Act. Save as hereinafter provided, on a show of hands a member holding any equity share capital in the company and, in the case of a body corporate, by a representative duly authorised in this behalf, shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every Equity share held by him,

Where a Company or a body corporate (hereinafter called member company") is a member of the Company a person duly appointed by resolution in accordance with the provisions of Section 187 of the Act to represent such member company at a meeting of the Company, shall not, by reason of such appointment, be deemed to be a proxy. and the production at the meeting of a copy of such resolution duly certified by one Director of such member company and certified by him as being true copy of the resolution shall, on production at the meeting, be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member company which he represents as that member company could exercise if it were an individual member.

Any person entitled under the Transmission Articles to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he were the member registered in respect of such shares, provided, that forty eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non-composmentis he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy.

Where there are members registered jointly in respect of any share any one of such persons may vote at any meeting either personally or by proxy, that one of the said members so present whose name stands first on the Register in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of this Article be deemed to be members registered jointly in respect thereof.

On a poll, votes may be given either personally or, in the case of body corporate, by a representative duly authorised as aforesaid or by proxy.

Return of Capital

If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively. If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up, paid-up or which ought to have been paid up on the shares held by them respectively. These provisions shall, however, be without prejudice to the rights of the holders of shares issued upon special terms and conditions, if any

Modification of Rights

All or any of the rights, privileges attached to each class of shares may be varied modified, effected, abrogated or dealt with in the manner and subject to the provisions laid down in Sections 106 and 107 of the Companies Act, 1956 and Article 54 of the Articles of the Company.

Restriction of Transfer on Shares

Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument of Transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company within the time prescribed by Section 108 of the Act together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the share. The instrument of transfer of any share shall specify the name, address and occupation (if any) both of the transferor and the transferee, and the transferor shall be deemed to remain the member in respect of such share until the name of the transferee is entered in the Register in respect thereof. Each signature of such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.

Lien on Shares

The Company shall have a 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 solely thereof for moneys called or payable at a fixed time in

respect of such share whether the time for the payment thereof shall have actually arrived, or not and no equitable interest in any share shall be created, except upon the footing and condition that Article 14 thereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such share. Unless otherwise agreed, the registration of a transfer share shall operate as waiver of the Company's lien, if any, on such share.

Directors & Restriction on their powers

Article 83 of the Company's Articles of Association provides that the number of Directors of the Company shall not be less than three or more than 9 subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the company is by the statute or otherwise directed or required to be exercised or done by the Company in general but subject nevertheless to the provisions of the Act and any other Act and of the Memorandum and the Articles of Association or of the regulations from time to time made by the company in General meeting. Provided that no such regulation shall invalidate any prior act of Directors which would have been valid if such regulations had not been made.

Directors' Share Qualification

Unless otherwise determined by Company in general meeting a Director shall not be required to hold any shares in the capital of the Company as his qualification.

Remuneration of Director

Unless otherwise determined by the Company in General Meeting, each Director other than the whole time paid directors, shall be paid a sum of Rs. 100/- (or as may be decided by the Board from time to time not exceeding Rs. 250 - for each meetings of the Board of Directors or a committee thereof attended by him. The Directors may be paid all reasonable travelling, hotel and other expenses for attending and returning from the meeting of the Board of Directors or any committee thereof or in connections with the business of the Company, Subject to the provisions of Section 198, 309, 310 and 314 of the Companies Act, if any Director or Directors being willing shall be called upon to perform extra service or to take any special exertion in going or residing outside the office for any purpose of the company or in giving any special attention to the business of the Company. The Board may remunerate such Director either by a fixed sum or by a percentage of profit or otherwise

and such remuneration may be either in addition to or substitution or any remuneration to which he may be ordinarily entitled.

Managing Directors

Subject to the provisions of the Act, and Articles 115 to 118 of the Articles of the Company, the Board may, from time to time appoint one or more of the Directors to the Managing Director or Managing Director of the Company, on such remunerations, terms or conditions as may be approved by the Board and by the Central Government wherever necessary. A whole time or Managing Director shall not be subject to retirement by rotation

Interest of Promoters and Directors

None of the Directors or promoters is in any way interested in the promotion of the Company except as Directors or Shareholders. No benefit has been paid or given or intended to be paid or given to any promoter or to any officer of the company except in case of Directors and officers of the Company the normal remuneration payable to them and the reimbursement of all authorised expenditure on behalf of the Company.

Preliminary expenses incurred

Till now amounting to Rs. 11,890/- have been re-imbursed to the Director Sri Hanuman Mal Bafna.

Borrowing Powers

The Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debentures-stocks or any mortgage or charge or other security on the undertaking of the property of the Company (both present and future) including its uncalled capital for the time being. Any bonds debentures, debenture-stock, or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be of the benefit of the Company, provided that bonds debentures, debenture stock or other securities so issued or to be issued by the Company with the right, to allotment of or conversion in to shares shall not be issued except with the sanction of the company in general meeting.

Issue at a Premium or Discount-

No shares have been issued or agreed to be

issued by the Company at a premium or at a discount since the incorporation of the Company.

Issue otherwise than for Cash.

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

Previous Commission & Brokerage on Shares

Except for the commission and brokerage payable in respect of this issue, no sums have been paid by the Company since the incorporation of the Company or are payable as commission, brokerage or discount for subscribing or agreeing to subscribe procure subscription for any shares in, or debenture of the Company.

Preliminary Expenses :

Preliminary Expenses are estimated at Rs. 25,000/- out of which Rs. 11,890/- have been re-imbursed to the Director Sri Hanuman Mal Bafna and the balance will be paid by the Company.

Capitalising of Reserves

The Company has not capitalised its reserves or profits since its incorporation.

Revaluation of Assets

The Company has not revalued any assets since its incorporation.

Option to Subscriber

The Company has not entered into any contract or arrangement and does not at present propose to enter into any contract or arrangement whereby any option or preferential right of any kind has been or is proposed to be given to any person to subscribe for any share in the Company.

Signatories to the Memorandum of Association

| Name, Address & Description of Shareholders | Number of Equity Subscribed |
|---|-----------------------------|
| 1. Surendra Kumar Saraogi S/o. Champalal Saraogi, 132/1, Mahatma Gandhi Road, Calcutta-700 007. (Business). | 200 |

- | | |
|--|-----|
| 2. Damodar Saraf S/o. Hansraj Saraf 43/44, Cotton Street, Calcutta-700 007 (Advocate). | 200 |
| 3. Anil Kumar Chowdhary, S/o. Anandi Prasad Chowdhary, 159, C. R. Avenue, Calcutta-700 007 (Business). | 200 |
| 4. Vinod Kumar Lath S/o. Banwarilal Lath, 19, Bysack Street, Calcutta-700 070 (Business). | 200 |
| 5. Sagarmall Bafna, S/o. Late Ami Chand Bafna 19, Bysack Street, Calcutta-700 070 (Business). | 200 |
| 6. Sumar Mal Bafna, S/o. Sagar Mall Bafna, 19, Bysack Street, Calcutta-700 070. | 200 |
| 7. Hanuman Mal Bafna, S/o. Sagar Mall Bafna, 19, Bysack Street, Calcutta-700 070 (Business) | 200 |

Inspection of Documents

The documents mentioned below are kept at the Registered office of the Company at 132/1, Mahatma Gandhi Road, Calcutta-700 007 and are open for inspection during office hours until the closure of the subscription list.

- i) Memorandum and Articles of Association.
- ii) Certificate of Incorporation date 4. 10. 1982
- iii) Certificate of commencement of Business date 18. 10. 1982.
- iv) Auditors Report dated 3-12-82 and the Statement of Accounts.
- v) Consent of Auditors of the Company to the inclusion of their report in this Prospectus.
- vi) Consent of Auditors, Bankers to the Company, Bankers to the issue and Brokers to the issue.
- vii) Copy of special resolution passed on December, 3, 1982 to carry on business previously included in other objects now deemed to be included under main objects (1).

Place : Calcutta.

SAGAR MALL BAFNA

DAMODAR PRASAD SARAF

Dated : 3rd Feb. 1983

VINOD KUMAR LATH

ANIL CHODHURY

HANUMAN MAL BAFNA.

Indemnity

The Articles provide that every officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against liability incurred by him in defending any proceeding 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 Companies Act in which relief is granted to him by the Court.

Material Contracts

The Company has not entered into any contract not being contracts entered into in the ordinary course of business aimed by the Company from the date of the incorporation of the Company to the date of the Prospectus.