

BINDAWALA BANIJYA LIMITED

PROSPECTUS

Public Issue of 1,50,000 Equity Shares of Rs. 10/- for Cash at Par.

Registered Office :
6, HANSPUKUR (FIRST LANE)
CALCUTTA-700 007.

BINDAWALA BANIJYA LIMITED

Public Issue of 1,50,000 Equity Shares of Rs. 10/- each for Cash at par.

A copy of this prospectus having attached thereto, the documents required to be filled under Section 60 of the Companies Act, 1956 has been delivered for registration to the Registrar of Companies, West Bengal. This issue of Equity Shares is within the exemption limit of Rs. 50 lacs under the Capital issue (Exemption) Order 1969.

An application will be made to the stock Exchange, Calcutta for permission to deal in and for official quotation for the entire Equity Shares of the Company.

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON 19th OCTOBER, 1981 AND TILL CLOSE AT THE CLOSE OF BANKING HOURS ON 28th OCTOBER, 1981 OR EARLIER AT THE DISCRETION OF THE BOARD OF THE DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON 23rd OCTOBER, 1981.

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

Any person who :

- (a) makes in a fictitious name an application to the 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 persons in a fictitious name shall be punishable with imprisonment for a term which may extend to five years.

<p>OPENING OF SUBSCRIPTION LIST 19.10.1981</p> <p>CLOSING OF SUBSCRIPTION LIST 22.10.1981</p>

(INCORPORATED)

AUTHORISED
2,50,000 Equity Shares

ISSUED, SUBS
90,000 Equity Shares
to Promoters

PRESENT ISSUE
1,50,000 Equity Shares

TERMS OF PAYMENT
On Application
On Allotment

The amount payable
60 days from the date of allotment
per share not being
allottee will be liable to pay
shares in question

Application of
persons of Indian origin
multiples of fifty

The Equity Shares
existing Equity Shares

Application of
accordance with the
made. The share
application form

Copies of
Registered Office

BINDAWALA BANIJYA LIMITED

(INCORPORATED ON THE 20TH DAY OF JUNE, 1981 UNDER THE COMPANIES ACT, 1956)

SHARE CAPITAL

AUTHORISED :

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

Rs.
25,00,000/-

ISSUED, SUBSCRIBED AND PAID UP :

90,000 Equity Shares of Rs. 10/- each fully paid-up in cash allotted
to Promoters, Directors, their friends and relatives

9,00,000/-

PRESENT ISSUE (Offered to Public)

1,50,000 Equity Shares of Rs. 10/- each for cash at par

15,00,000/-
24,00,000/-

TERMS OF PAYMENT :

On Application

Rs. 5/- per Share

On Allotment

Rs. 5/- per Share

The amount of Rs. 5/- per share is due on allotment and shall be payable within 60 days from the date of the letter of allotment. In the event of the balance of Rs. 5/- per share not being received within 60 days from the date of the letter of allotment, the allottee will be liable to pay interest at the rate of 12% per annum and also render the shares in question (including the amount already paid thereon) liable for forfeiture.

Application may be made only by residents in India and from non resident Indian persons of India Origin resident abroad, must be for a minimum of Fifty Shares or multiples of fifty Equity Shares.

The Equity Shares now being issued will rank pari passu in all respects with the existing Equity Shares of the Company.

Application must be made on the form accompanying the prospectus and in accordance with the instructions contained in the forms, and will be refused if not so made. The shares hereby issued are subject to the terms of this prospectus, the said application form and the Memorandum and Articles of Association of the Company.

Copies of this prospectus and Forms of application may be obtained from the Registered Office of the Company, Brokers and Bankers to the issue.

BOARD OF DIRECTORS

Directors' Name, Address and Description	Occupation	Other Directorship if any
Sri Tara Chand Bindawala 6, Hanspukur First Lane Calcutta-700 007 S/o. Late Madanlal Bindawala	Business	1. Bindawala Electrical Industries (P) Ltd., (Director) 2. Bindawala Cables & Conductors (P) Ltd., (Managing Director)
Sri Bhagwan Das Bindawala 6, Hanspukur First Lane Calcutta-700 007 S/o. Sri Tara Chand Bindawala	Business	1. Bindawala Cables & Conductors (P) Ltd., (Director) 2. Bindawala Electrical Industries (P) Ltd., (Managing Director)
Sri Virendra Kumar Gupta 5, Gopal Ghosh Lane Calcutta-700 023 S/o. Sri Jagdish Prasad Gupta	Business	

REGISTERED OFFICE :

6, Hanspukur First Lane
Calcutta-700 007.

AUDITORS :

M. R. DAGA & CO.,
11, Clive Row,
Calcutta-700 001

BANKERS TO THE COMPANY :

Punjab National Bank
P-35, Cotton Street,
Calcutta-700 007.

BANKERS TO THE ISSUE :

Punjab National Bank
P-35, Cotton Street,
Calcutta-700 001.

BROKERS TO THE ISSUE

CALCUTTA

M/s. Shrinivas Karwa
7, Lyons Range,
Calcutta-700 001

M/s. Bimal Kumar Ghosh
7, Lyons Range,
Calcutta-700 001

MADRAS

M/s. Dalal & Co.,
National Insurance Building,
224, N. S. C. Bose Road,
Madras-600 001

M/s. Venkataraman & Co ,
78, Dr. Rangachari Road,
Madras-600 004.

DELHI

M/s. Dev S
30, Netaji S
New Delhi-

M/s. R. K. C
6 & 54, Sto
Asaf Ali Roa
New Delhi-

M/s. Vinod
A-6, Connau
New Delhi-1

AHMEDABAD

M/s. Champ
Manek Chow
Near Share B
Ahmedabad-

M/s. Gordha
Anandji Kaw
Relief Road,
Ahmedabad-

BOMBAY

M/s. Kantilal
105, Stock E
Dalal Street,
Bombay-400

M/s. Porecha
19, Stock Exc
Bombay Sama
Bombay-400

UNDERWRITER

No part of

MANAGEMENT

The Comp

HISTORY AND B

The Comp
West Bengal and
1981.

DELHI

M/s. Dev Saigal & Co.,
30, Netaji Subhas Marg,
New Delhi-110 002

M/s. R. K. Chugh & Co.,
6 & 54, Stock Exchange Building,
Asaf Ali Road,
New Delhi-110 001

M/s. Vinod Kumar & Co.,
A-6, Connaught Place,
New Delhi-110 001

AHMEDABAD

M/s. Champaklal Bhailal Chokshi
Manek Chowk,
Near Share Bazar
Ahmedabad-380 001

M/s. Gordhandas N. Gupta
Anandji Kawanji Bldg
Relief Road,
Ahmedabad-380 001

BOMBAY

M/s. Kantilal Madhavdas & Co.,
105, Stock Exchange Place,
Dalal Street,
Bombay-400 023

M/s. Porecha Brothers
19, Stock Exchange New Bldg
Bombay Samachar Marg,
Bombay-400 023

BANGALORE

M/s. Vijai & Company
Vijai Buildings,
9, Eleventh Main Road,
Malleswaram,
Bangalore-560 003

M/s. Alan J. Chaves
19/3, Chunningham Road,
Bangalore-560 052

COCHIN

M/s. Omna Tangm Finance
XLI/178-1, Banerji Road,
Cochin-682 018

M/s. Mathew & Company
Mullassery Canal Road,
Ernakulam
Cochin-682 011

INDORE

M/s. Govind Das Shrikishan Agarwal
97, M. T. Cloth Market,
Indore-452 002. (M. P.)

M/s. Pushkarlal Ghudawala
44, Bada Sarafa,
Indore-452 002

HYDERABAD

M/s. Laxminarayan Rathi
Hashmat Gunj,
Sultan Bazar,
Hyderabad-500 001

UNDERWRITERS :

No part of the Issue is underwritten.

MANAGEMENT :

The Company is managed by its Board of Directors.

HISTORY AND BUSINESS OF COMPANY :

The Company was incorporated as a Public Company on 20th day of June, 1981 in West Bengal and obtained the commencement of Business Certificate on 18th day of July, 1981.

The Main objects as stated in the Company's Memorandum of Association, which are reproduced hereafter in this prospectus, are to carry on business as Dealers, Investors, Buyers, Sellers in all Shares, Securities, Debentures, Bonds, Units and to lend, invest or deal with money and investment in properties.

PROSPECTUS AND PROFITABILITY :

The Directors feel that subject to unforeseen circumstances, the Company will declare dividends within a reasonable period.

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 and 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 Income-tax Act 1961.

ii) The members shall be entitled to claim deduction from their total income to the extent of Rs. 3,000/- per year in respect of specified items including dividends from Indian Companies under Section 80L of Income tax Act, 1961 and

iii) The members shall also be entitled to exemption from Wealth Tax on specified financial assets to the extent of Rs. 1.5 lacs including shares in this Company under section 5 (1A) of the Wealth Tax Act, 1957.

CAPITAL OUTLAY :

The Capital outlay of the Company's business as stated herein is estimated as follows :

Expenses of the Issue & Preliminary Expenses	Rs. 60,000.00
Investment in Shares and Debentures of Joint Stock Companies and Securities issued by the Government and Statutory bodies and deposits with or loan to such parties & to acquire land, Building & other Properties as may be decided by the Directors of the Company.	
	Rs. 23,40,000.00
	<u>Rs. 24,00,000.00</u>

SOURCES OF FINANCE :

Issued, Subscribed and paid-up Capital	Rs. 9,00,000.00
Balance amount receivable on 1,50,000 Equity Shares (present issue of Shares)	
	Rs. 15,00,000.00
	<u>Rs. 24,00,000.00</u>

M. R. DAGA
Chartered Accountant

The Director
Bindawa's B
6, Hanspuku
Calcutta-700

Dear Sir,

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1. PROFIT & LOSS

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AUDITORS' REPORT

M. R. DAGA & CO.
Chartered Accountants

11, Clive Row,
Calcutta-700 001.

The Directors,
Bindawala Banijya Limited
6, Hanspukur First Lane,
Calcutta-700 007

Dear Sir,

We have examined the Accounts of BINDAWALA BANIJYA LIMITED for the period from 20th June, 1981 (the date of incorporation) to 18th September, 1981 being the last date upto which the accounts of the Company have been made up. In accordance with the provisions of Clause 24(2) of Part II of Schedule II of the Companies Act, 1956, we report as under :

1. PROFIT & LOSS ACCOUNT :

The Loss for the above period has been arrived at their making such adjustments as are in our opinion appropriate.

	Rs.	P.
Income		Nil
Expenditure		
Administrative Expenses		50 00
Loss		50 00

We further report that in accordance with the provisions of Clause 24 (2) b of Part II of Schedule II of the Companies Act, 1956 the assets and liabilities of the Company as at 18th September, 1981 which is the last date of which the Company's Accounts were made up and audited by us are set out below :—

As at 18th September, 1981

2. NET ASSETS :

INVESTMENTS (At cost)

1000 Equity Shares of Bindawala
Electrical Industries (Pvt) Ltd.
@ 100% per share

1,00,000 00

CURRENT ASSETS, LOANS & ADVANCES :

Cash & Bank Balances

Cash in hand 100 00

Balance with a Nationalised Bank

In Current Account 1,49,850 00 1,49,950 00

Loans & Advances

Loans (Unsecured but considered good)

To A Company 1,50,000 00

„ Others 5,00,000 00

6,50,000 00

7,99,950 00

8,99,950 00

Represented by

Share Capital

90,000 Equity Shares of Rs. 10/- each

fully paid up in cash

9,00,000 00

Less : Debit Balance in Profit & Loss Account

50 00

8,99,950 00

3. No dividend has been declared by the Company since its inception.

Yours faithfully,

For M. R. DAGA & CO.,

Chartered Accountants.

Sd/- M. R. Daga

Proprietor

Dated, the 21st day of September 1981

MAIN OBJECTS OF THE COMPANY :

1. To acquire and hold and otherwise deal with Shares, Stocks, Debentures, Debenture stocks, bonds, obligations, and securities issued or guaranteed by any company and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government sovereign, ruler, commissioners, public body, or authority, supreme, municipal local or otherwise, whether in India or elsewhere and to invest and deal with the moneys of the Company in such manner as may be determined from time to time.
2. To carry on the business of dealers in Shares, Stocks, debenture, Debenture-stock, bonds, obligations, units, securities and other investments.
3. To lend, invest 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 and also in investment in shares, securities, bonds and debentures, upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit or loan upon terms and conditions as the Company may approve Provided that the Company shall not do any Banking business as defined under the Banking Regulations Act, 1949.
4. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards groves, plantations and any estate or interest therein, and any right over or connected with land and

MINIMUM SUBS

The minimum
of Shares is
Rs. 5/- in re
under this pro

buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages wharves, godown, offices, hostels, gardens, swimming pools, playgrounds, building works and conveniences of all kinds and by leasing, hiring or disposing of the same.

5. To manage land, building and other properties, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and others refreshments, attendance, light waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
6. To undertake promote and sponsor or assist directly or indirectly the social and economic welfare of or the uplift of the public in any rural area as defined by the Income-tax Act, 1961 or by any other law for the time being in force or as selected by the Directors of the Company and to prepare carry out or assist directly or indirectly in the carrying out of any programme of rural development including any programme for such welfare of or the uplift of the public in any rural area and for this purpose to acquire by purchase, lease or otherwise or create any asset (including building, machinery, plant or furniture) and dispose of or divest itself of the ownership of such building, plant, machinery and furniture to such person firm body corporate authority or organisation as may be selected or nominated by the Directors and (if so required) approved by the Central Government or any State Government upon such terms and conditions as the Directors may think fit and in accordance with the said programme as approved by the authority prescribed by the Income-Tax Act, 1961 or by any other law for the time being in force and in connection therewith to undertake research into the matters relating to rural development or the welfare or uplift of the public in any rural area, construct any building or work for any of the aforesaid purposes, print, publish and circulate newspapers, leaflets, periodicals or books and provide facilities for the promotion of rural development or for the uplift or welfare of the public in any rural area and undertake and execute such other work which may seem to the Company desirable in connection with any programme of rural development or the welfare or uplift of the public in any rural area.

MINIMUM SUBSCRIPTION :

The minimum amount of receipt of which the Directors will proceed to make allotment of Shares is Rs. 7,50,000/- being the amount payable on application at the rate of Rs. 5/- in respect of 1,50,000 Equity Shares offered to the Public for subscription under this prospectus.

BROKERAGE AND UNDERWRITING COMMISSION :

Brokerage at the rate of 1% on the issue price will be paid to Members of any recognised Stock Exchanges in India, Brokers and Bankers named earlier in the Prospectus in respect of Shares allotted as a result of application procured by them and bearing their stamp in Broker's Column. No Commission is payable to underwriter as no part of the issue has been underwritten.

OPTION TO SUBSCRIBE :

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

INTEREST OF PROMOTERS AND DIRECTORS :

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

OBJECT 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 entire subscription will be utilised as per the object clause of the Company.

EXPENSER TO THE ISSUE :

The expenses of the issue are payable by the Company, inclusive of brokerage, registration fees, legal charges, Auditors' Fee etc., estimated at Rs. 50,000/- and are to be met out of the proceeds of this issue.

NUMBER OF DIRECTORS :

Until otherwise determined by Special Resolution, the number of the Directors of the Company shall not be less than three nor more than seven.

QUALIFICATION

Director
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QUALIFICATION SHARES :

Directors are not required to hold any shares in the Company as qualification shares.

POWER OF DIRECTORS :

Subject to the provisions of the Companies Act, 1956 the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Companies Act, 1956 or any other statute or in the Memorandum of the Company, or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulation made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

MANAGING DIRECTORS/WHOLE TIME DIRECTORS :

Subject to the provisions of Section 316 and 317 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director or whole time Director of the Company, for fixed time or otherwise and may, from time to time (subject to the provisions of any contract between him and the Company), remove or dismiss him from office and appoint another in his place.

REMUNERATION OF DIRECTORS :

Unless otherwise determined by the Company in General Meeting each Director shall be entitled to receive out of the funds of the Company for his services in attending meetings of the Board or a Committee of the Board, a fee not exceeding Rs. 250/- per meeting of the Board or a Committee of the Board, attended by him. The Directors (other than a Managing Director and a Director in the whole time employment of the Company) shall also be paid by way of further remuneration @ 3% of the annual net profits of the Company; (the rate of such commission shall be reduced to 1% in the circumstances referred to in Section 309 (4) (a) of the Act); such net profits being computed in the manner laid down in Section 349 of the Act except that the remuneration of Directors shall not be deducted from the

gross profit. Such remuneration under this sub-para, shall be paid to all the Directors for the time being or to any one or more of them in such proportion as the Director may be the resolution of the board authorising such payments decide, and in default of such decision, equally amongst all the Directors for the time being in office during the year. Such remuneration in respect of each financial year shall be paid in the next subsequent year. 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 the provisions of the Companies Act, 1956. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequences of their attending at Board and Committee meetings or otherwise incurred in the execution of their duties as Directors.

If any Directors, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from Calcutta for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of Committee of the Board then, subject to the Section 198, 309 and 310 of the Companies Act, 1956 the Board may remunerate the Director so doing either by a Fixed sum and or 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 entitled.

BORROWING POWERS :

The Board may, from time to time, at its direction, subject to the provisions of Section 292, 293 and 370 of the Companies Act, 1956, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company; provided that the Board shall not without the sanction of the Company in general meeting, borrow any sum of money which together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

PROPERTY :

The Company has not purchased or entered into any contract or understanding for purchase or acquisition of any property upto the date of this Prospectus.

CLASSES OF SHARES :

The Authorised shares Capital of the Company is divided into 2,50,000 Equity Shares of Rs. 10/- each.

VOTING RIGHTS :

- i) Save as hereinafter provided, on a show of hands every member present in person and being a holder of Equity shares shall have one vote and every person present either as a General Proxy on behalf of a holder of Equity Shares. If he is not entitled to vote in his own right or, as a duly authorised representative of a body corporate, being a holder of Equity Shares, shall have one vote.
- ii) On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Companies Act, 1956.
- iii) The holders of Preference shares shall not be entitled to vote at general meeting of the Company except as provided for in Section 87 of the Companies Act, 1956 provided that nobody corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of Section 187 of the Companies Act, 1956 is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

TRANSFER AND TRANSMISSION :

Save as provided in Section 108 of the Companies Act, 1956 no transfer of a share shall be registered unless a proper instrument of transfer in the common form as may be prescribed by law 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 together with the certificate or, if no such certificate is in existence, the letter of allotment of the share. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall state his address and occupation.

Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in the case of a partly paid share be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and subject to the provisions of the Companies Act, 1956 the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

LIEN :

The Company shall not have any lien on fully paid shares and in the case of partly

paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

CAPITALISATION OF RESERVE :

There has been no Capitalisation of Reserves or profits since the incorporation of the Company.

REVALUATION OF ASSETS :

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

MATERIAL CONTRACTS :

No contract (not being contract entered in the ordinary course of business carried on by the Company or entered into more than two years before the date of prospectus) which may be deemed material have been proposed to be entered into by the Company.

INSPECTION OF DOCUMENTS :

Documents referred to below may be inspected at the Registered Office of the Company situated at 6, Hanspukur (First Lane) Calcutta-700 007 between 10 A.M. and 1 P.M. on any working day (except Saturdays and holidays) for a period of fourteen days from the date of publication of the subscription list whichever is earlier.

- i) Memorandum and Articles of Association
- ii) Certificate of Incorporation
- iii) Certificate of Commencement of business
- iv) Report of Auditors of the Company, and
- v) Consents of Bankers, Auditors and Brokers to the issue.

PREVIOUS COMMISSION AND BROKERAGE :

Save for the brokerage payable as mentioned above, no sums, have been paid since 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.

CONSENTS :

Consents in writing of the bankers to issue to the Company, Auditors and Brokers, to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal as required by the Companies Act, 1956 and have not been withdrawn. M/s. M. R. Daga & Co., Auditors of the Company have given their written consent to the issue of this prospectus with the inclusion herein of the report in the form and context in which it appears and such consent has not been withdrawn.

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SUBSCRIBERS TO

Names, Addresses

of Subscri

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S/o. Sri Tarachand

6, Hanspukur 1st L

Calcutta-700 007

Bhart Kumar Himar

S/o. Gajrand Hir

6, Hanspukur 1st L

Calcutta-700 007

Virendra Kumar Go

S/o. Sri Jagdish Pr

5, Gopal Ghosh La

Calcutta-700 023

Devendra Kumar S

S/o. Sri Ramautar S

6, Hanspukur 1st L

Calcutta-700 007

PRELIMINARY EXPENSES :

Preliminary expenses incurred will be reimbursed to promoters.

PREVIOUS CAPITAL :

Ninety Thousand Equity Shares of Rs. 10/- each fully paid up were taken up by the promoters, Directors, their friends and associates.

DEBENTURE ISSUE :

No Debentures have been issued so far by the Company,

ISSUE FOR CONSIDERATION OTHER THAN CASH :

No issue of shares has been made by the Company, otherwise than for cash.

ISSUE AT PREMIUM AND DISCOUNT :

No amount has been paid or is payable by way of premium on any shares issued or agreed to be issued by the Company at any time so far, the Company has also not issued any shares at discount.

SUBSCRIBERS TO THE MEMORANDUM OF ASSOCIATION :

Names, Addresses, Description of Subscribers	Occupations	Number of Equity Shares taken by each subscriber
Agwandas Bindawala S/o. Sri Tarachand Bindawala 6, Hanspukur First Lane Calcutta-700 007	Merchant	10 (Ten)
Bhart Kumar Himatsingka S/o. Gajanand Himatsingka 6, Hanspukur 1st Lane Calcutta-700 007	Merchant	10 (Ten)
Virendra Kumar Gupta S/o. Sri Jagdish Prasad Gupta 5, Gopal Ghosh Lane Calcutta-700 023	Business	10 (Ten)
Devendra Kumar Sharma S/o. Sri Ramautar Sharma 6, Hanspukur 1st Lane Calcutta-700 007	Service	10 (Ten)

Names, Addresses, Description of Subscribers	Occupations	Number of Equity Shares taken by each subscriber
Arun Kumar Shukla S/o. Sri Sitaram Shukla 52/3B, Strand Road Calcutta-700 001	Service	10 (Ten)
Jugal Kishore Dixit S/o. Sri Gouri Shankar Dixit 101, D. H. Road Calcutta-700 023	Service	10 (Ten)
Hriday Narayan Sharma S/o. Late Ram Nihar Sharma 6, Hanspukur 1st Lane Calcutta-700 007	Service	10 (Ten)
		<u>70</u> (Seventy Only)

APPLICATION AND ALLOTMENT OF SHARES :

An applicant should submit only one application (and not more than one) for the total number of shares required. Application may be made in single or joint names (not more than three). Two or more applications in single and/or joint names will be deemed to be multiple applications if the sole and/or 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.

Application forms from non-resident Indian persons of Indian origin resident abroad, properly 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 alongwith documentary evidence in this behalf must be delivered before the closing of the subscription list to any of the Bankers to the issue named in the prospectus at any of the branches at the places mentioned against their names in the application form.

The Company as required by the Reserve Bank of India, shall apply to the Reserve Bank of India 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 need not apply direct to Reserve Bank of India for permission to purchase shares of the Company.

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 close of Banking hours on the closing date of subscription list with Punjab National

Bank (Being the Bankers to issue) 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 retaining to the application 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 member or sub-member of clearing house located at the particular place where the application is tendered. Applications tendered with outstation cheques or drafts will be liable to be rejected. Cheques or drafts should be made payable to the particular Bankers to the issue aforesaid with whom the application is lodged and marked "A/c. BINDAWALA EQUITY ISSUE"

A separate cheque or draft must accompany each application form. Save as hereinafter provided share Certificate/letter of allotment/Letter of Regret, as the case may be, shall be issued within 60 days from the date of closing of the Subscription list or within such further time as the Calcutta Stock Exchange may agree to extend. The Directors of the Company reserve the right to accept or reject any application in whole or in part without assigning any reason. If the application exceeds the number of shares offered, the basis of allotment will be decided in consultation with the Calcutta Stock Exchange.

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, refund will be made at the risk of the applicant within two months of the closing date of the subscription list or within such period; as may be extended by Calcutta Stock Exchange, but no interest will be paid in respect of the application 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 cheques or pay orders will however, be payable at par at all Branches of the Bankers where applications are received.

Application for shares must be in the names of individuals, Limited Companies, statutory corporation or institutions and not in the names of minors, partnership firms, trust or a society (unless the trust or society is authorised by its memorandum and Rules) to hold share in a Company.

Any application not in conformity with this or by person not entitled to apply shall be rejected.

ISSUE OF SHARE CERTIFICATE OR LETTER OF ALLOTMENT :

On accepting an application wholly or partly, share certificate(s) or Letter of allotment for the number of Shares in respect of which the application is accepted will be forwarded to the applicant by post at the applicant's risk within 60 days from the date of closing of Subscription list or within such extended time as may be allowed by the Calcutta Stock Exchange.

We, the Directors of BINDAWALA BANIJYA LIMITED hereby confirm the correctness of the information relating to the Company contained in the documents.

Signed by :

Calcutta,

Dated, the 21st day of September 1981.

SRI TARA CHAND BINDAWALA
SRI BHAGWAN DAS BINDAWALA
SRI VIRENDRA KUMAR GUPTA

} Directors