

# **CALIBRE TRADES AND FINANCE LIMITED**

## **P R O S P E C T U S**

**FOR THE PUBLIC ISSUE OF :  
1,20,000 EQUITY SHARES OF Rs. 10/- EACH AT PAR**

**REGISTERED OFFICE :  
59-A, B. T. ROAD, CALCUTTA-700002**

This issue of equity shares is within the exemption limit of Rs. 50 lacs under the Capital Issues (Exemption) order, 1969.

A copy of the prospectus having attached thereto 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.

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

The subscription list will open at the commencement of banking hours on Thursday the 4th March 1982 and close at the close of banking hours on Saturday the 13th March 1982 or earlier at the discretion of the Directors, but not before the close of banking hours on Thursday 11th March 1982.

Attention of applicants 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 A COMPANY FOR ACQUIRING OR SUBSCRIBING FOR ANY SHARES THERE IN.

OR

(b) OTHERWISE INDUCES A COMPANY TO ALLOT, OR REGISTER ANY TRANSFER OF SHARES THEREIN TO HIM OR ANY OTHER PERSON IN A FICTITIOUS NAME, SHALL BE PUNISHABLE WITH IMPRISONMENT FOR A TERM WHICH MAY EXTEND TO FIVE YEARS”.



# CALIBRE TRADES AND FINANCE LIMITED

( INCORPORATED UNDER THE COMPANIES ACT. 1956 )

## SHARE CAPITAL :

### Authorised :

2,49,000 Equity Shares of Rs. 10/- each

Rs.  
24,90,000

### Issued, Subscribed & Paid up :

70 Equity shares of Rs. 10/- each have been subscribed for and allotted to the subscribers of Memorandum of Association and Directors, which have been fully paid up in cash

700

### Present Issue for Cash at par :

1,99,930 Equity shares of Rs. 10- each

19,99,300

### Out of the Present Issue :

79,930 Equity Shares of Rs. 10/- each have been reserved for allotment to promoters, Directors, their friends, relatives and associates at par for cash to be paid simultaneously and in the same proportion with the application and allotment of Equity Shares offered to the public

7,99,300

### Now offered to the Public for subscription for Cash at par :

1,20,000 Equity Shares of Rs. 10/- each

12,00,000

### Terms of Payments :

On applications ... .. Rs. 5/- per Equity Share  
On allotment ... .. Rs. 5/- per Equity Share

Failure to pay the amount due on allotment will render the applicant liable to pay interest at the rate of 12% per annum and shall also render the share including the amount paid thereon liable to forfeiture. Applications must be for a minimum of fifty Equity Shares or multiples of fifty Equity Shares. Applications from foreign nationals will not be considered. Applications must be made on the form accompanying the prospectus and in accordance with the instructions contained in the form and will be refused if not so made

### 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.

## BOARD OF DIRECTORS

### Name, Address & Occupation :

- |   |   |
|---|---|
| 1. Sri Atish Chandra Sinha<br>S/o Late Bimal Chandra Sinha<br>2/1B, Sarat Bose Road,<br>Calcutta-700 020 ( Landlord ) | 3. Sri Gopendra Krishna Chatterjee<br>S/o Hari Das Chatterjee<br>3A. Rani Debendra Bala Road,<br>Calcutta-700 002 ( Service ) |
| 2. Mrs. Archana Sinha<br>W/o Sri Atish Chandra Sinha<br>2/1B, Sarat Bose Road,<br>Calcutta-700 020. ( Service )       | 4. Sri Pallav Kumar Banerji<br>S/o Late Tulsi Kumar Banerji<br>23, Chakraberia Lane<br>Calcutta-700 020. ( Solicitor )        |

REGISTERED OFFICE OF THE COMPANY :- 59A, B. T. Road, Calcutta-700 002

### AUDITORS :

R. P. Dalmia & Co, Chartered Accountants Room No 853, 33/1, Netaji Subhas Road, Calcutta-700001

BANKERS TO THE COMPANY :- Tamilnad Mercantile Bank Ltd. 58D, N. S. Road, Calcutta-700001

SOLICITORS :- T. Banerjee & Co., 6, Old Post Office Street, Calcutta-700001.

BANKERS TO THE ISSUE : (1) Tamilnad Mercantile Bank Ltd. 58D, Netaji Subhas Road Cal-700001.  
(2) Syndicate Bank 6, Netaji Subhas Road, Calcutta-700001.



## BROKERS

AHMEDABAD : Gordhan Das, N. Gupta, Anandji Kalyanji Bldg, Relief Road, Ahmedabad-380 001.  
BANGALORE : Vijai & Company, 9, Eleventh Main Road, Malleswaram Bangalore-560 003.  
BOMBAY : M. J. Patel, 107, Stock Exchange New Building Bombay Samachar Marg. Bombay-400 023.  
CALCUTTA : C. Mackertich, 7, Lyons Range, Calcutta-700001  
DELHI : J. C. Mehta & Company, 308, Dreamland, 1/1A, Asaf Ali Road New Delhi-110 002.  
HYDERABAD : Bhagwan Das Jaju, 1183, Lad Bazar, Hyderabad-500 002.  
INDORE : Pushkarlal Ghudawala, 44, Bada Sarafa, Indore 452 002.  
MADRAS : V. S. Krishnaswami & Company, 45, Armenian Street, Madras-600 001.

## UNDERWRITERS

The issue has not been under written

## CONSENTS

Consent in writing of the above mentioned Auditors, Solicitors, 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 a delivery of a copy of this prospectus to the Registrar of Companies. M/s. R. P. Dalmia & Co. the 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 OF THE COMPANY

The Company was incorporated as a Public Company on 3rd December 1981 in West Bengal and obtained the Certificate of Commencement of business on 8th January 1982. The main objects as stated in the Company's Memorandum of Association which are reproduced later in this prospectus are to carry on business as processors, general order suppliers, contractors, importers, exporters, etc. to carry on business as investors in shares and securities, to borrow, receive money on deposits and lend or advance money, and to carry on business of properties and estates.

## PROMOTERS AND MANAGEMENT

The Company has been promoted by a group of young enterpreneurs who have vast business experience.

The Company is managed by its Board of Directors. The Board will be assisted by a team of expert professionals for day to day administration and management of the Company. The Company has the benefit of having persons of proven ability and experience in different shares of industrial and professional activities in its Board and panel of advisors.

## PROSPECTS

In a developing economy there is always vast scope for good and productive investment in the shares securities, properties and providing funds for trade and industries and in processing and trading activities. If intelligent investments of fund is made in such activities, it can be expected to earn reasonable profits. The Directors after considering the releveant factors have anticipated that, in the absence of unforeseen circumstances the Company will be able to earn reasonable profits on the capital employed.

## CAPITAL OUTLAY

For trading activites, investment in properties and also in shares and debentures of Joint Stock Companies, Securities, issued by Government and Statutory Bodies and providing of finance for other activities of the Company.

Expenses of the issue and Preliminary expenses	Rs. 19,50,000
	Rs. 50,000
	<u>Rs. 20,00,000</u>

## SOURCES OF FINANCE

Shares already issued and subscribed by promoters and directors	Rs. 700
Proceeds of shares reserved for promoters, Directors, their friends, relatives and associates	Rs. 7,99,300
Proceeds of the present issue	Rs. 12,00,000
	<u>Rs. 20,00,000</u>



## TAX BENEFIT

The Directors are advised that under the current laws, the following benefits would be available to the company and its members :

- (i) Members of the Company who are domestic companies will be entitled to a deduction under Section 80 M of the Income Tax Act, 1961 of 60% of the dividend income including dividends received by them from the Company,
- (ii) 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 under the Companies ( Profits ) Sur-tax Act, 1964.
- (iii) Members of the Company who are individuals or Hindu Undivided Families 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 the Income Tax Act, 1961.
- (iv) Members of the Company who are individuals or Hindu Undivided Families shall be entitled to exemption from Wealth Tax on specified financial assets including shares in this Company to the extent of Rs. 1,50,000/- under Section 5 (1) (A) of the welth Tax Act, 1957.
- (v) The Company will be entitled to concessional rate of income tax applicable to Companies in which public are substantially interested.

## AUDITORS' REPORT

The Directors,  
Calibre Trades and Finance Limited,  
59-A, B. T. Road,  
Calcutta-700 002

Dear Sirs,

We have examined the accounts of CALIBRE TRADES AND FINANCE LIMITED from the date of incorporation i. e. 3rd December, 1981 to 20th January, 1982, the last date upto which the accounts of the Company have been made up and audited by us. In accordance with clause 24 of part II of schedule II of the Companies Act, 1956 we report as follows :

I. The Company has not started business activity, Certificate of commencement of Business has been obtained on 8th January, 1982. Expenditure incurred from 3rd December, 1981 ( date of incorporation ) to 20th January, 1982 has been allocated to preliminary Expenses, Equity Shares Issue Expenses and Profit and Loss Account.

	Rs.	P.
Preliminary Expenses	8,230	00
Equity Shares Issue Expenses	127	20
Profit & Loss Account ( Debit Balance )	852	71

II. Assets & Liabilities of CALIBRE TRADES AND FINANCE LIMITED as on 20th January, 1982 which is the last date to which the Company's Accounts were made up and audited by us prior to the date of this report are set out below :

	Rs.	P.	As on 20-1-1982
(A) ASSETS :			
CURRENT ASSETS, LOAN & ADNANCES :			
Cash-in-hand	2,230	09	
Bank Balance with a Schedule Bank	500	00	2,730
MISCELLANEOUS EXPENDITURE :			
( to the extent not written off or adjusted )			
Preliminary Expenses	8,230	00	
Equity Shares Issue Expenses	127	20	
Profit & Loss Account ( Debit Balance )	852	71	9,209
			11,940
(B) LESS : LIABILITIES :			
Unsecured Loan : From a Director	3,000	00	
Current Liabilities : Due to a Director			
( against expenses )	7,990	00	
Sundry Creditors	250	00	11,240
(C) NET ASSETS :			700
(D) REPRESENTED BY :			
Shares capital 70 Equity Shares of Rs 10/- each fully paid up in cash.			700

III. We further report that no dividend has been declared by the Company since the date of incorporation.

Room No. 853,  
33/1, Netaji Subhas Road,  
Calcutta-700 001  
Dated, the 3rd day of February, 1982

Yours faithfully,  
For R. P. Dalmia & Company  
Chartered Accountants  
Sd/- R. P. DALMIA  
Proprietor



# OTHER STATUTORY AND GENERAL INFORMATION

## MAIN OBJECTS OF THE COMPANY

The main objects of the Company as set out in the Memorandum of Association are :—

- (1) To carry on the business as processors, general order suppliers, contractors, importers, exporters, merchants, stockists, sellers, purchaser, agents, brokers and dealers in yarn, jute, jute goods, synthetic goods, cotton, woollen and all types of fibrous materials, mill stores, dyes and chemicals, fertilisers, engineering, electronic, items and hardware goods and ferrous and non-ferrous metals, Machinery, tools spare parts and to acquire import licences for the same or otherwise.
- (2) To carry on the business of an investment company in all its branches and without prejudice to the generality of the foregoing to invest, subscribe for, acquire, buy, sell, vary, underwrite, exchange, transfer, hypothecate, deal in and dispose of any shares, stocks, debenture, whether perpetual or redeemable, debenture stocks, bonds, certificates, securities, properties of any other company including securities of any Government, Public authorities or bodies, local authorities, firm or person whether in India or elsewhere and to deal with and turn to account the same provided always that no purchase or investment imposing unlimited liability on the Company shall be made.
- (3) Subject to the provisions of the Act, to receive money, deposits on interest or otherwise and to borrow or take loans and lend or advance money in any form or manner with or without security to such Companies, firms or persons and on such terms as may deem expedient and to guarantee the performance of contracts by any person, companies or firms but not amounting to banking
- (4) To carry on the business of properties and estates and for that purpose to acquire by purchase, lease, exchange, hire or otherwise land, buildings, hereditaments of any tenure or description and any estate factories, easements, forests, orchards, gardens, farms or other interest in the real estate and any rights over or connected with land so situate and to turn the same to account as may seem expedient and in particular by preparing, building sites and by constructing, reconstructing, altering, improving decorating and furnishing, building, hotels, restaurants, cinema, residential flats, office-spaces, industrial estate, workshop, factories, warehouses and convenience of all kinds and by consolidating, sub dividing properties and to sell, let lease, sub-lease or otherwise dispose of and grant rights over the real properties.

## SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION

Names, addresses, descriptions and occupations of the signatories to the Memorandum.	No. of Equity Shares Subscribed for.
1. Atish Chandra Sinha, S/o Late Bimal Chandra Sinha, 2/1B, Sarat Bose Road, Calcutta-700 020 (Landlord)	10 ( ten )
2. Archana Sinha, W/o Atish Chandra Sinha, 2/1B, Sarat Bose Road, Calcutta-700 020 ( Service )	10 ( ten )
3. Gopendra Krishna Chatterjee, S/o Late Haridas Chatterjee, 3A, Rani Debendra Bala Road, Calcutta-700 002 ( Service )	10 ( ten )
4. Pallab Kumar Banerjee, S/o Late Tulsi Kumar Banerjee, Suite No. 11, 23, Chakrabaria Lane, Calcutta-700 020 ( Solicitor )	10 ( ten )
5. Paresh Chandra Bagchi, S/o Late Krishna Chandra Bagchi, 14P, Sri Nath Mukherjee Lane, Calcutta-700030 ( Service )	10 ( ten )
6. Prasanta Kumar Bhattacharya, S/o Makhan Lal Bhattacharya, 14B, Northern Avenue, Calcutta-700 037 ( Service )	10 ( ten )
7. Atanu Kumar Ghosh, S/o Chandi Charan Ghosh, 14Q, Sri Nath Mukherjee Lane, Calcutta-700 030 ( Service )	10 ( ten )
	<hr/> Total 70 ( Seventy ) <hr/>



## OBJECTS OF THE PRESENT ISSUE AND APPLICATION

The purpose of this issue is to provide finance to buy invest in shares, stock, debentures, debenture stock of any other company including security of any Government, Local Authority, bonds, certificates, to advance money by way of loans etc. and to carry on the business in properties etc. and other activities as specified under the head "MAIN OBJECTS OF THE COMPANY" earlier.

### MINIMUM SUBSCRIPTION

The minimum subscription in respect of the present issue shall be the subscription of 1,99,930 Equity Shares of Rs. 10/- each.

The Directors will proceed to allot the shares offered by the prospectus on receipt of Rs. 9,99,650/- being the total amount payable on applications of 1,99,930 Equity Shares @ Rs 5/- per Shares.

### PRELIMINARY EXPENSES

Estimated preliminary expenses will be about Rs. 10,000/- which are being incurred by one of the promoters and the same are to be re-imbursed to him.

### EXPENSES OF THE ISSUE

The expenses of the issue payable by the Company, inclusive of brokerage, legal charges, printing and Auditor's fees are estimated of Rs. 40,000/- and are to be met out of the proceeds of this issue.

### BROKERAGE

Brokerage will be paid at the rate of 1% on the nominal value of the shares on the basis of allotment made against applications bearing the stamp of member of any recognised Stock Exchange in India. Brokerage at the same rate will be payable to Brokers in respect of allotments made against applications procured by them provided the relative applications bear their respective stamp in the Broker's column.

### UNDERWRITING COMMISSION

No underwriting commission is payable, since the issue is not underwritten.

### ISSUE OTHERWISE THAN FOR CASH

No issue of shares has been made by the Company otherwise than for cash since its incorporation.

### ISSUE AT A 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 this prospectus, the Company has not entered into nor does it 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 shares in or debentures of the Company.

### INTEREST OF PROMOTERS AND DIRECTORS

Except as disclosed elsewhere in the prospectus none of the Directors or promoters of the Company is in any interest directly or indirectly in the promotion of the Company except as Directors and or shareholders. No benefit has been paid or given or is intended to be paid or given to any promoter 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.

### DIRECTORS AND RESTRICTIONS ON THEIR POWERS

Subject to the Provisions of Section 252 of the Companies Act, 1956 and until otherwise determined by a General Meeting, the number of Directors shall not be less than three nor more than eleven.

Subject to the provisions of the Act the Board shall be entitled to exercise all such powers and to do all such acts and thing as the Company is authorised to exercise and do in furtherance of its objects, specified in the Memorandum of Association for which the Company is established, except such powers as are required by the Act or the Memorandum or Articles of Association of the Company to be exercised or done by the Company in general meeting. In exercising any such powers of doing any such acts of thing, the Board shall be subject to the provisions contained in that behalf in the Memorandum or Articles of the Company or in any regulations not inconsistent herewith and duly made thereunder, including regulations made by the Company in general meeting.



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.

#### QUALIFICATION SHARES

A Director shall not be required to hold any qualification shares and a person may be appointed as a Director notwithstanding that he holds no share in the Company.

#### REMUNERATION OF DIRECTORS

Subject to the provisions of Section 198, 309, 310, 311 and 314 of the Act, the remuneration and travelling expenses payable to the Directors of the Company may be as hereinafter provided.

- (a) Each Director shall be paid out of the funds of the Company by way of remuneration for his service such sum not exceeding Rupees 250/- for each meeting of the Board of Directors or Committee of the Board attended by him, as may be determined by the Board from time to time.
- b) In addition to the remuneration payable as above, the Directors may allow and pay to any Directors who is not a bonafide resident of the place where a meeting is held and who shall come to such place for the purpose of attending the meeting, such sum as the Board may consider fair compensation for travelling, hotel and other expenses incurred by him, in attending and returning from meeting of the Board of Directors or any Committee thereof.
- c) If any Director be called upon to perform extra services or special exertion or efforts, the Board may arrange with such Director for such Special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board subject to the provisions of the Act, and such remuneration may be in addition to his remuneration above provided.
- d) In addition to the remuneration payable under subclause (c) above, the Directors may allow and pay to any Director such sum as the Board may consider fair compensation for travelling, hotel and other expenses incurred by him in connection with the business of the Company.

#### MANAGING DIRECTOR

Subject to the provisions of the Act, the Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors ( in which expression shall be included a joint Managing Director ) or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit, and may from time to time ( subject to the provisions of any contract between him or them and the Company ) remove or dismiss him or them from office and appoint another or others in his or their place or places.

Subject to the provisions of the Act and to the approval of the Company in General Meeting, if required by the Act, the remuneration of a Managing Director or whole-time Director shall from time to time be fixed by the Directors, and may be by way of fixed salary, or commission on profits of the Company or by participation in any such profits or by any or all of those modes.

#### BORROWING POWERS

Subject to the provisions of Section 58A, 58B 292 & 293 and other provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion to accept deposits from members of the Company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum of money for the purposes of the Company, provided that the aggregate of the amount borrowed ( apart from temporary loans as defined in Section 293 of the Act obtained from the Company's bankers in the ordinary course of business ) and remaining outstanding and undischarged at that time, shall not, without the consent of the Company in general meeting, exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose.

#### INDEMNITY

Subject to the provisions of Section 201 of the Act, every Director, manager, secretary, and other officer or employee of the Company shall be indemnified by the Company against, and it shall be duty of directors to pay out of the Company all costs, losses and expenses ( including travelling expenses ) which any such director, manager, secretary or officer or employee may incur or become liable to by reason



of any contract entered into or act or deed done by him as such director, manager, secretary or officer or employee or in any way in the discharge of the duties. Subject as aforesaid every director, manager, secretary or other officer or employee of the Company shall be indemnified against any liability incurred by them in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.

Subject to the provision of Section 201 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects, or default of any other Director or officer or for joining in any receipts or other act of conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Company or for the sufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company, body corporate or corporation with whom any money securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through willful misconduct or neglect or dishonesty.

#### CLASSES OF SHARES

The Authorised Share Capital of the Company is Rs. 24,90,000 ( Rupees Twenty four lacs and ninety thousand ) only divided into 2,49,000 ( Two lacs forty nine thousand ) only. Equity Shares of Rs. 10/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such right, privileges or condition in such manner as may for the time being, be provided by the regulations of the Company.

#### RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL & DIVIDENDS

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 ( other than the amount of calls paid in advance ), at the commencement of the winding up, on the shares held by them respectively, and 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, or which ought to have been paid on the shares held by them respectively. But the clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in special or kind, the whole or any part of the assets of the Company, whether it shall consist of property, of the same kind or not. For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefits of the contributories as the Liquidator, with the like sanction, think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

The profits of the Company, subject to special rights, if any, relating thereto created or authorised to be created by the Memorandum of the Article, and subject to the provisions of the articles, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that subject as aforesaid, any capital paid up on a share during the period in respect of which a dividend is declared shall unless the Board otherwise determine only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.

#### VOTING RIGHTS

Subjects to the provisions of the Act ( and particularly of the Section 87 and 92 (2) thereof ) and of these Articles :

1. Upon a show of hands every member holding Equity Shares and entitled to vote and present in person ( Including an attorney or a representative of a body corporate as mentioned in Article 89 ) shall have one vote.



2. Upon a poll the voting right of every member holding Equity Shares and entitled to vote and present in person ( including a body corporate present as aforesaid ) or by proxy shall be in proportion to his share in the paid-up equity capital of the Company.
3. The voting right of every member holding preference Shares if any shall upon a show of hand or upon a poll be subjected to the provisions, limitations and restrictions laid down in Section 87 of the Act.

#### RESTRICTION ON EXERCISE OF VOTING RIGHTS

Subject to the provisions of the Act, no member shall be entitled to voting right in respect of any shares, registered in his name on which any calls or other sums presently payable by him, have not been paid or in regard to which the Company has and has exercised any right of lien.

#### RESTRICTIONS ON TRANSFER OF SHARES

Shares in the Company shall be transferred by an instrument in writing in the prescribed form under the Companies ( Central Government ) General Rules & Forms 1956.

Subject to the right of appeal as conferred by Section 111 of the Act, the Directors may at their own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has lien upon the shares or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain un-paid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member.

#### MODIFICATION OF RIGHTS

If at any time the capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of act, be modified, abrogated or dealt with subject to the consent of the holders of not less than three fourth of the issued shares of that class or the sanction of special resolution passed at a sepatate meeting of the holders of the issued shares of that class.

#### LIEN

The Company shall have no lien on its fully paid-up shares. In the case of partly paid-up shares, the company shall hov a lien only to the extent of all moneys called or payable at a fixed time in respect of such shares, otherwise such partly paid up shares shall be free from any lien of the Company. Any lien on shares shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board of Dsrectors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

#### REVALUTION 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 snbscription for any shares in or debentures of the Company.

#### PREVIOUS CAPITAL ISSUE

70 Eauity 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 AGREEMENTS

No contract which may be deemed marerial have been or are proposed to be entered into by the Company.

#### INSPECTION OF DOCUMENTS

Copies of documents mentioanted below may be inspected at the Registered office of the Company at any time during the usual business hours from the date of issue of this prospectus till date ate of closing of snbscription list.



- (1) Copy of the Company's Memorandum and Articles of Association.
- (2) Certificate of incorporation dated 3-12-1981
- (3) Certificate of commencement of business dated 8-1-1982
- (4) Report of Auditors dated 3-2-1982
- (5) Consent of Bankers, Solicitors Auditors and Brokers.

#### APPLICATION AND ALLOTMENT

Application must be made only

- (a) on the prescribed application form accompanying the prospectus,
- (b) for a minimum of 50 shares and in multiples thereof,
- (c) in single name or in joint names ( not more than three ),
- (d) in the names of Individuals, Limited Companies, Statutory Corporations or Statutory Institutions AND NOT in the names of non-residents or foreign nationals ( except as hereinafter stated ), partnership firms, minors, trust ( unless the trust is registered under the Society Registration Act of 1860 and is authorised under its constitution to hold shares in the company ). Applications which are not completed in every respect are liable to be rejected.
- (a) in full name in BLOCK LETTERS IN ENGLISH.

#### APPLICATIONS BY NON-RESIDENT INDIANS / PERSONS OF INDIAN ORIGIN RESIDENT ABROAD.

In terms of relaxation of Rules to non-resident investment in India, non-resident Indian/person 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 apply direct to the Reserve Bank of India for permission for 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-residents/ 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 the funds held in non-resident ( external ) accounts as per the guidelines of the Reserve Bank of India.

#### CRITERIA FOR REJECTION

An applicant should submit only one application ( not more than one ) for total number of shares required. Application may be made in single or in 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 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 application(s).

#### APPLICATIONS UNDER POWER OF ATTORNEY

In the cases of applications under power of attorney or by Limited Companies or Corporate bodies, the relevant power of attorney as the case may be or duly certified copy thereof must be attached to the application form or lodged separately with the Company.

#### RECEIPT OF MONEY

Payment should be made in Cash or by Cheque/Draft drawn on a branch of a Scheduled Bank or a State Co-operative Bank included in Second schedule to the Reserve Bank of India Act 1934 or any Bank which is a member or sub-member of clearing house at the centres where there are recognised Exchanges situated at particular places where the application is submitted. Outstation cheque will not be accepted and applications accompanied by such Cheque are liable to be rejected. Money Orders will not be accepted and applications accompanied by such Cheques are liable to be rejected. Money order will not be accepted. All Cheques or Drafts accompanying the applications should be crossed "Account Payee Only" and made payable to the Bankers to the issue with whom the application is lodged and should bear the words "CALIBRE TRADES AND FINANCE LTD. Equity Issue". No receipt will be issued for application money. However the issue will acknowledge receipt of the application by stamping and returning the acknowledgement slip at the bottom of each application.



## DISPOSAS OF APPLICATIONS ANE MONEYS

The Company shall inform the applicants in respect of allotments within two months of the closing of the subscription list or within such period as may be extended by the Stock Exchange at Calcutta in the case of unforeseen circumstances. The Directors reserve their full and unqualified rights to accept or to reject any application in whole or in part and in either case without assigning any reason. 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 adjusted against allotment money due on the shares allotted and the balance if any, will be refunded in terms of section 73 of the Act to the applicants. Payable at par at centres where there are recognised Stock Exchanges and Jammu and Srinagar by Cheque or Draft on the Bankers to the issue through post or other wise at the risk of the applicant. In case of joint applications refund Pay Order, if any, will be made out in the first name and all communications will be addressed to the applicant whose name appears first at the address stated in the Application Form.

### AVAILABILITY OF THE FORMS AND PLACES OF ACCEPTANCE

Application form with copies of prospectus may be obtained from the Brokers to the issue, and Bankers to the issue named herein and from the Branches of the Bankers to the issue is stated in application form and at the Company's registered office.

All application forms duly completed together with Cash/Cheque/Bank Draft should be delivered before the closing of the subscription list to the Bankers to the issue named herein or to any of their branches a list of which incorporated in the application form and not to the Company. For further instructions please read the application form carefully.

### BASIS OF ALLOTMENT

In the event of the Public Issue being ever subscribed the basis of allotment will be decided in consultation with Calcutta Stock Exchange.

### ISSUE OF SHARES CERTIFICATE

The share certificates will be ready for delivery within three months from the date of allotment in exchange of allotment letters issued, if any.

Place—Calcutta

Dated : 6-2-82

*Atish Chandra Sinha*  
*Archana Sinha*

*Gopendra Krishna Chatterjee*  
*Pallav K. Banerji*

Signed by

Atish Chandra Sinha  
Archana Sinha  
Gopendra Krishna Chatterjee  
Pallav Kumar Banerji

} Directors