

CANDID COMMERCIAL LIMITED

PROSPECTUS

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

Registered Office :

**9, Old Court House Street,
CALCUTTA-700 001**

CANDID COMMERCIAL 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, documents 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 Issues (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 25. 4. 1983 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON 5. 5. 1983 OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON 28. 4. 1983.

Attention of applicant is drawn to Sub-section (i) 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 person in a fictitious name shall be punishable with imprisonment for a term which may extend to five years.

| | |
|------------------------------|-----------|
| OPENING OF SUBSCRIPTION LIST | 25-4-1983 |
| CLOSING OF SUBSCRIPTION LIST | 5-5-1983 |
| BUT NOT BEFORE | 28-4-1983 |

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CANDID COMMERCIAL LIMITED

(INCORPORATED ON THE 8TH DAY OF DECEMBER, 1982 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 :

98,000 Equity Shares of Rs. 10/- each fully paid in cash,
allotted to Promoters, Directors, their friends
& Associates.

9,80,000/-

9,80,000/-

PRESENT ISSUE : (Offered to the public)

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

15,00,000/-

15,00,000/-

TERMS OF PAYMENT :

On Application

Rs. 2.50 per share

On Allotment

Rs. 7.50 per share

The amount of Rs. 7.50 per share is due on allotment and shall be payable within 90 days from the date of the letter of allotment. In the event of the balance of Rs. 7.50 per share not being received within 90 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 Indian Origin, resident abroad and must be for a minimum of Fifty Equity Shares or multiples of fifty Equity shares.

The Equity shares now being issued will rank pari passu in all respect with 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

| Director's Name & Address | Occupation | Other Directorships if any |
|--|----------------------|---|
| Sri Krishna Kumar Daga S/o. Late Ramdin Daga 8, South End Park, Calcutta-700 029 | Business | M/s. Nadia Acids & Allied Industries Ltd. " Associated Tar & Refractories Pvt. Ltd. " Kamrup Industries Pvt. Ltd. " International Mining Corpn. Pvt. Ltd. " Daga Rubber Works Pvt. Ltd. " Associated Aluminium Ind. Pvt. Ltd. " Associated Savings Pvt. Ltd. " Ace Rubber Industries Pvt. Ltd. |
| Sri Maghraj Daga S/o. Late Arjan Das Daga 11, Clive Row, Calcutta-700 001 | Chartered Accountant | M/s. Chemical Plastics Ltd. " Ruchi Vanijya Co., Ltd. " Carbo Industrial Holdings Ltd. " HPS Financial Consultants Pvt. Ltd. " Nadia Acids & Allied Indst. Ltd. |
| Sri Ramanlal Jagmohandas S/o. Late Jagmohandas 17/3, Ritche Roab, Cacutta-700 019 | | " Kripa Investments Ltd. " Crystal Tea (India) Ltd. |

REGISTERED OFFICE :

9, Old Court House, Street,
Calcutta-700 001

AUDITORS :

M/s. S. R. Mohta & Co.
Chartered Accountants
11, Clive Row, (2nd Floor)
Calcutta-700 001

BANKERS TO THE COMPANY :

1. Tamlanb Mercantile Bank Ltd.
53/D, N. S. Road,
Calcutta-700 001
2. Syndicate Bank
12/2, Clive Row.
Calcutta-700 001

BANKERS TO THE ISSUE :

Syndicate Bank
12/2, Clive Row,
Calcutta-700 001

AHMEDABAD
M/s. Champaklal
2252/2, Mahurat
Manek Chowk,
Ahmedabad-380

BOMBAY
M/s. Narandas
Union Bank Build
Dalal Street. For
Bombay-400 02

BANGALORE
M/s. M. Nanjap
205, K. Kamaraj
Post Box No. 4
Bangalore-560

COCHIN
M/s. Mathew a
Mullassery Can
Near Passport
Ernakulam
Cochin-68201

CALCUTTA
M/s. Bimal Ku
Stock Exchang
7, Lyons Rang
Calcutta-700

BROKERS TO THE ISSUE

AHMEDABAD

M/s. Champaklal Bhailal Chokshi
2252/2, Mahurat Pole,
Manek Chowk,
Ahmedabad-380 001

HYDERABAD

M/s. Vijaychand Shrimai
4-5-313, Kapurchand Bldg.
Sultan Bazar,
Hyderabad-500 001 AP

BOMBAY

M/s. Narandas & Sons
Union Bank Building,
Dalal Street, Fort,
Bombay-400 023

INDORE

M/s. Govind Das Shrikishan Agarwal
97, M. T. Cloth Market,
Indore-2 (M. P.)

BANGALORE

M/s. M. Nanjappaiah Jahgirar
205, K. Kamaraj Road,
Post Box No. 4271
Bangalore-560 042

KANPUR

M/s. H. C. Suchanti & Co.
19, Stock Exchange Building
14/76, Civil Lines,
Kanpur-208 001

COCHIN

M/s. Mathew and Company
Mullassery Canal Road,
Near Passport Office
Ernakulam
Cochin-682011

MADRAS

M/s. Kothart & Sons
Box No. 3309
"El Dorado Buildings" V Floor
112, Nungambakkam High Road,
Madras-600 034

CALCUTTA

M/s. Bimal Kumar Ghosh
Stock Exchange Building
7, Lyons Range, (1st Floor)
Calcutta-700 001

NEW DELHI

M/s. R. K. Chugh & Co.
6854, Stock Exchange Building,
Asaf Ali Road,
New Delhi-110 002

PUNE

M/s. Adolf Pinto
Thackers House,
General Thimmaya Road,
Pune-411 001

UNDERWRITERS :

No part of the issue is under written.

MANAGEMENT :

The Company is managed by its Board of Directors.

HISTORY AND BUSINESS OF COMPANY :

The Company was incorporated as a public company on 8th day of December, 1982, in the State of West Bengal and obtained the certificate for commencement of business on 23rd day of December, 1982.

The main object of the Company are fully set out in the Memorandum of Association of the Company and detailed later on in this prospectus. The immediate object of the Company is to carry on the business of buyers, sellers, producers, brokers, buying Agents, selling agents, Commission Agents, Stockists Agents and also to carry on the business as investors and to purchase acquire hold and dispose of shares, debentures and other securities and to act as investors guarantors, underwriters and financiers with the object of financing Industrial Enterprises, to lend or deal with the money either with or without interest or security.

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 partial exemption from income tax on dividends received by them from other companies of this company as the case may be u/s 80M of the Income Tax Act, 1961,

ii) The members shall be entitled to claim deduction from the total income to the extent of Rs. 4,000/- 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. 1.65 lacs including shares in this Company under Section 5(1A) of the Wealth Tax Act, 1957.

CAPITAL OUTLAY

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S. R. MOHATA
Chartered Account
The Directors
Candid Commere
9, Old Court Hou
Calcutta-700 001

Dear Sirs,

We have
for the period
accordance with
Companies Act,

1. PROFIT &

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which a

CAPITAL OUTLAY :

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

| | |
|---|-------------------------|
| Expenses of the Issue & Preliminary expenses | Rs. 70,000.00 |
| 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 & investment in goods as may be decided by the Directors. | Rs. 24,05,700.00 |
| | Rs. <u>24,75,700.00</u> |

SOURCE OF FINANCE :

| | |
|---|-------------------------|
| Issued, Subscribed and paid-up Capital | Rs. 9,75,700.00 |
| Balance amount receivable on 1,50,000 Equity Shares (present issue of Shares) | Rs. 15,00,000.00 |
| | Rs. <u>24,75,700.00</u> |

AUDITORS' REPORT

S. R. MOHATA & CO.
Chartered Accountants
The Directors
Candid Commercial Ltd.
9, Old Court House Street,
Calcutta-700 001

11, Clive Row,
Calcutta-700 001

Dear Sirs,

We have examined the books of Account of CANDID COMMERCIAL LIMITED for the period From 8th December 1932 (Date of incorporation) to 18th March 1933 in accordance with the requirements of Clause 24 (2) of Part II of Schedule II of the Companies Act, 1956, and we report that :—

1. PROFIT & LOSS ACCOUNT :

Profit of the Company which have been arrived at after making such adjustments which are in our opinion appropriate as under :—

| | Rs. | P. | Rs. | P. |
|------------------------|-----------|----|-----------|----|
| INCOME : | | | | |
| Interest | 12,663.02 | | | |
| Closing Stock (Shares) | 39,195.00 | | 51,858.02 | |
| Less : Expenditure : | | | | |
| Purchases (Shares) | 39,195.00 | | | |
| Miscellaneous Expenses | 3,204.30 | | 42,399.30 | |
| Net Profit : | | | 9,458.72 | |

2. ASSETS & LIABILITIES :

We also report that assets and liabilities of the Company as on 18th March, 1983 were as follows :—

| | Rs. | P. | Rs. | P. |
|---|-------------|----|-------------|----|
| A) CURRENT ASSETS : | | | | |
| Share Application money | 1,50,000.00 | | | |
| Stock in Trade (at cost) | | | | |
| (Shares) | 39,195.00 | | | |
| | 1,89,195.00 | | | |
| Cash & Bank Balances : | | | | |
| Cash in hand | 2,268.95 | | | |
| Balance in Current Account | | | | |
| With Scheduled Banks | 77,145.00 | | 2,68,608.95 | |
| B) LOANS AND ADVANCES : | | | | |
| LOANS : (Unsecured but considered good) | | | | |
| To Sundry Parties (including Interest) | | | 7,12,663.02 | |
| C) MISCELLANEOUS EXPENDITURE : | | | | |
| Preliminary Expenses | | | 10,027.75 | |
| | | | 9,91,299.72 | |
| LESS : LIABILITIES : | | | | |
| Sundry Creditors | | | 1,841.00 | |
| | | | 9,89,458.72 | |

REPRESENTED BY :

SHARE CAPITAL :

98,000 Equity Shares of Rs. 10/- each
fully paid up in cash

9,80,000.00

RESERVES & SURPLUS :

Net Profit As per P/L A/C

9,458.72

9,89,458.72

NOTES : i) Prov

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ii) No

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Dated 21st March

MAIN OBJECTS

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NOTES : i) Provision for taxation amounting to Rs. 4,400 for the period has not been made in the accounts.

ii) No Dividend has been declared by the Company since the date of incorporation of the Company.

Dated 21st March, 1983

Your's Faithfully,
For S. R. MOHATA & CO.
Chartered Accountants

Sd/- S. R. MOHATA
Proprietor

MAIN OBJECTS OF THE COMPANY :

1. To carry on the business of buyers, sellers, producers, brokers, buying agents, selling agents, Commission agents, Factors, distributors, Stockists, agents, traders exporters, importers and suppliers of and dealers in all kinds of coal, coal tar, tar buy-products, Coal Tar Enamel, Hard & Soft pitch of all grades, Bitumen Felt, Tarfabric, Rubber Bitumen Felt, Roofing compounds, Blown Bitumen Expansion joint, sealing compounds, cable compounds, Road Emulsions, silver shields paint, Tank mastic feroblack, tarastill tar, shalimastic, light & Heavy Oil, Cresylic acid Meta Paracesol, Hot pressed Napthalene, Dephenolised Tar Oil, Refractories, Mortars, Ramming Masses of all types & description, plywood, Tea Chest, Tea Chest Components of all types, Hard Boards, Tempared Boards, Insulation Boards Decorative Laminates, Synthatic resin ferrous & non-ferrous metals including mild, high carbon, spring, high speed, tool alloy, stainless and special steels, iron metals and alloys, ingots, Billets, wires rails, rolling materials, including all types of scraps, and other materials made wholly or partly of iron, steel, alloys and metals all classes and kinds, of chemicals organic and/or inorganic, fine or heavy, their mixtures and formulations. Pesticides and insecticides of all kinds, including its formulations jute, jute goods, jute cuttings jute rejections, cotton textiles, yarn, wool, silk, handicraft, flex, hemp, reyon, nylon, and other fibrous materials and man fibres ready made garments, food grains, food products, vegetable products iron steel, cement, paper, paper board, newsprint, straw board, hard board, tea, coffee, manuers, fertilizers, electrical goods, sugar, sugarcane, molasses, plant and machinery vehicles and other automobile spare parts, tractors and other agricultural implements, tyres tubes, tyre cord sheets, rubber and rubber products, plastic and plastic products, leather and leather products, foot wears, hides, skins, metals and minerals and all

other goods made there of or there from, electrical, chemicals Photographical, surgical, and scientific apparatuses, instruments, good and materials, cordials, drugs, tanins essence and pharmaceuticals mineral and other waters, oils, paints, pigment and varnishes, compounds, dye stuff, organic or mineral intermediates, paint and colour grinders, proprietary articles of all kinds and for which to carry on business of financiers, contractors, guarantors and warehousemen and generally to carry on business of merchants, traders, dealers export house of any goods commodities and merchandies of any other description whatsoever, as are incidental or conducive to the carrying on of all such business in India or abroad.

2. To carry on investment business and to purchase, acquire, hold and dispose of or otherwise invest in shares debentures, stocks, bonds, obligations and securities, issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debenture stocks, bonds, obligations and securities issued or guaranteed by any government, state, dominion, sovereigns ruler, commissioner public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere and to deal in and/or invest in real estates or properties either out of its own funds or out of funds that the Company might borrow and to vary or otherwise dispose of exchange, transfer of alienate any of the investments, real estates and properties of the Company.
3. To act as investors, guarantors, underwriters and financiers with the object of financing Industrial Enterprises, to lend or deal with the money either with or without interest or security, including in current or deposit account and manner as may from time to time be determined and to receive money on deposit or loan such terms and conditions as the Company may approve. Provided than the company shall not do any banking business as defined under the Banking Regulations Act, 1949.

MINIMUM SUBSCRIPTION :

Minimum amount on receipt of which the Directors will proceed to make allotment of shares is Rs. 3,75,000/- being the amount payable on application at the rate of Rs. 2.50 per share, in respect of 1,50,000 Equity Shares offered to the public for subscription under this prospectus.

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BROKERAGE AND UNDERWRITING COMMISSION :

Brokerage at the rate of 1½% on the issue price will be paid to Members of Stock Exchanges, 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 the brokers column. No commission is payable to underwriters as on part of the issue has been underwritten.

OPTION TO SUBSCRIBERS :

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 had 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.

EXPENSES 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. 70,000/- and are 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 not more than seven.

QUALIFICATION SHARES :

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

POWER OF BOARD :

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 Co., 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 sections 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 :

- i) 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 as may be fixed by the Board not exceeding Rs. 250/- per meeting of the Board or a Committee of the Board, attended by him. The directors (other than a Mng. Director of the Company) shall also be paid by way of further remuneration @ 3% of the annual net profits of the Company.

- 2) All other remuneration, if any, payable by the Company to each Director, whether in respect of his services as a Managing Director or a Director in the whole or part time employment of the Company shall be determined in accordance with an subject to the provisions of the Companies Act, 56.
- 3) The Directors shall be entitled to be paid their resonable travelling and hotel and other expenses incurred in consequence of their attending at Board and Committee Meetings or otherwise incurred in the execution of their duties as Directors.
- 4) If any Director, 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 a Committee of the Board then, subject to Section 198, 309, 310 of the Companies Act, 1956 the Board may remunerate the Director so doing either by a fixed sum 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.

ALTERNATE DIRECTORS :

The Board may appoint alternative Directors as envisaged under Section 313 of Companies Act, 1956.

NOMINEE DIRECTOR :

If at any time the Company obtains any loans or any assistance in connection therewith by way of guarantee or otherwise from any person, firm, body corporate local authority or public body (hereinafter called "the Institution") or if at any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution whereby the institution subscribes for or underwriters the issue of the Company's share debentures or provides any assistance to the Company in any manner and it is a term of the relative loan assistance, or contract or arrangement that the Institution shall have the right to appoint one or more Director or Directors to the Board of the Company, then subject to the provisions of Section 255 of the Act and subject to the terms and conditions of such loan, assistance, contract or arrangement the Institution shall be entitled appoint one one or more Director or Directors, as the case may be, to the Board of the Company and to remove from office any Director so appointed and to appoint another in his place or in the place of a Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the Office of the Company. The Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the relative loan, assistance, contract or arrangement as the case may be, subsists.

BORROWING POWERS :

The Board may, from time to time, at its direction, subject to the provision of Section 292, 293 and 370 of the Act, raise or borrow, 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 SHARE :

The Share capital of the Company is divided into 2,50,000 Equity Shares of Rs. 10/- each.

VOTING RIGHTS :

- 1) 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.
- 2) On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Companies Act, 1956.
- 3) 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 no body 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.

COMPANY'S LIEN ON SHARES :

The Company shall not have any lien on fully paid shares and in the case of partly paid shares Company's lien shall be restricted to moneys called or payable at a fixed time for such shares.

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 forms as may be prescribed by 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 on 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 add 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 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, 56 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.

DIVIDENDS :

Unclaimed dividends will be dealt with in accordance with provisions of Section 205A of the Companies Act, 1956.

CAPITALISATION OF RESERVE :

There has been no Capitalisation of Reserves of profit 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 or are 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 at 9, Old Court House Street, Calcutta-700 001, between 10-30 A. M. and 12-30 P. M. on any working day (except Saturday and Holiday) for a period of fourteen days from the date of publication of prospectus or until the closing of the subscription list whichever is earlier.

- i) Memorandum and Articles of Association.
- ii) Certificate of Incorporation.
- iii) Certificate for 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. S. R. Mohta & 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.

PRELIMINARY EXPENSES :

Preliminary expenses incurred will be reimbursed to promoters.

PREVIOUS CAPITAL :

Ninety seven thousand five hundred seventy Equity Shares of Rs. 10/- each fully paid up were taken up by the promoters, their friends and associates.

DEBENTURE ISS

No debenture

ISSUE AT PREM

No amount h
or agreed to
issued any

SUBSCRIBERS

Names, Address
of subscribers

Sri Krishna Kum
S/o. Late Ramdin
9, Old Court Hou
Calcutta-700 001

Sri Ramanlal J
S/o. Late Jagmo
17/3, Ritchie Ro
Calcutta-700 01

Sri Dilip Kumar
S/o. Kantilal Kes
64/1, Ritchie Ro
Calcutta-700 01

Sri Pardaman
S/o. Late Sant S
118/1A, Diamor
Calcutta.

Sri Megh Raj
S/o. Late Arjun
11, Clive Row,
Calcutta-700 01

Sri Ram Swaru
S/o. Late Gulra
15, Ballygunj P
Calcutta-700 0

DEBENTURE ISSUE :

No debentures have been issued so far by the Company.

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, Address and Descriptions of subscribers | Occupation | Number of Equity Shares taken by each subscribers |
|--|----------------------|--|
| Sri Krishna Kumar Daga S/o. Late Ramdin Daga 9, Old Court House Street, Calcutta-700 001 | Business | 10 (Ten) |
| Sri Ramanlal Jagmohandas S/o. Late Jagmohandas 17/3, Ritchie Road, Calcutta-700 019 | Business | 10 (Ten) |
| Sri Dilip Kumar Saha S/o. Kantilal Keshowjee 64/1, Ritchie Road, Calcutta-700 019 | Business | 10 (Ten) |
| Sri Pardaman Singh S/o. Late Sant Singh 118/1A, Diamond Harbour Road, Calcutta. | Service | 10 (Ten) |
| Sri Megh Raj Daga S/o. Late Arjun Das Daga 11, Clive Row, Calcutta-700 001 | Chartered Accountant | 10 (Ten) |
| Sri Ram Swarup Ganeriwala S/o. Late Gulraj Ganeriwala 15, Ballygunj Park Road, Calcutta-700 019 | Business | 10 (Ten) |

| Names, Address and Descriptions of subscribers | Occupation | Number of Equity Shares taken by each subscribers |
|---|------------|--|
| Sri Uma Shankar Agarwal S/o. Late J. P. Agarwal 93, Desh Bandhu Road, Calcutta-700 035 | Service | 10 (Ten) |
| TOTAL | | <u>70</u> (Seventy) |

APPLICATION AND ALLOTMENT OF SHARES :

An application 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 person 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 along with documentary evidence in this behalf must be delivered before the closing of the subscription list to the Bankers to the issue name 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 for its permission in the manner prescribed by the Reserve Bank of India to accept such application from non-resident Indian person of Indian Origin resident abroad and they need not apply direct to Reserve Bank of India for premission to purchase shares of the Company.

The application forms properly completed together with the amount payable on application at the rate of Rs. 2.50 per share must be lodged on or before the close of Banking hours on the closing date of subscription list with Syndicate 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 drawn on a Schedule Second Schedule member of clearing tendered. Application payable to the person lodged and maintained

Separate cheques provided share shall be issued within such further Directors of the whole or in part of shares offered Calcutta Stock Exchange

Where as application will be refunded balance of the amount, if any, applicant within period as may be in respect of the pay orders, will however, be paid are received.

Application for statutory corporation or a society (unlimited) hold share in a

Any application shall be rejected

ISSUE OF SHARE

If at the time of against the share of allotment.

We, the Directors of the information

Calcutta,
Dated, the 25th day

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 closure 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 exceed the number of shares offered, the basis of allotment will be decided in consultation with the Calcutta Stock Exchange.

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).

ISSUE OF SHARE CERTIFICATES :

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

Calcutta,
Dated, the 25th day of March, 1983.

Mr. KRISHNA KUMAR DAGA
Mr. MAGHRAJ DAGA
Mr. RAMANLAL JAGMOHANDAS

} DIRECTORS