

ELLORA TRADING LIMITED

PROSPECTUS

FOR PUBLIC ISSUE OF
1,45,000 EQUITY SHARES OF Rs. 10/- EACH
FOR CASH AT PAR

Registered Office :

138, CANNING STREET, (4TH FLOOR)

CALCUTTA-700001

ELLORA TRADING LIMITED

(Incorporated on the 9th day of February, 1983 under the Companies Act, 1956)

Public issue of 1,45,000 Equity Shares of Rs. 10/ at par.

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

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

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY THE 11TH APRIL, 1983 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON TUESDAY THE 26TH APRIL 1983 OR EARLIER, AT THE DISCRETION OF THE BOARD OF DIRECTORS BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON THURSDAY THE 14TH APRIL, 1983.

Attention of applicants is drawn to Sub-section (1) of Section 68-A of the Companies Act, 1956 (hereinafter referred to as 'Act') which is reproduced below :

ANY PERSON WHO :

a) Makes in a fictitious name an application to a Company for acquiring or subscribing for any Shares therein, or

b) Otherwise induces a Company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name.

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

SUBSCRIPTION LIST OPENS ON 11TH APRIL, 1983
EARLIEST CLOSING DATE 14TH APRIL, 1983

SHARE CAPITAL :

Authorised :

2,40,000 Equity Shares of Rs. 10/- each Rs. 24,00,000

Issued, Subscribed and Paid up :

700 Equity Shares of Rs. 10/- each fully paid up in cash Rs. 7,000

Present Issue :

2, 39,300 Equity Shares of Rs. 10/- each Rs. 23,93,000

OUT OF THE PRESENT ISSUE :

94,300 Equity Shares of Rs. 10/-each have been
agreed to be allotted for cash at par to promoters,
Directors, their friends and associates Rs. 9,43,000

Now offered to the Public for subscription for cash
at par in terms of this prospectus 1,45,000 Equity
shares of Rs. 10/- each

Rs. 14,50,000
Rs. 23,93,000

TERMS OF PAYMENT :

On Application Rs. 2.50 Per Share
On Allotment Rs. 7.50 per Share

Application for shares must be made by Indian Nationals Residents in India and from non-resident Indian persons of Indian origin resident abroad and must be for a minimum of 50 shares or multiples thereof.

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. 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.

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

Copies of this Prospectus and forms of application may be obtained from the Brokers, Bankers named herein.

Board of Directors :

Name, Address & Occupation

1. Shri Prabhat Kumar Kothari
S/o Shri Kanhaiyalal Kothari
15, B. K. Paul Avenue,
Calcutta-700 005
(Business)
2. Shri Ram Ratan Modi
S/o. Shri Trilok Chand Modi
4, Ram Sett Road,
Calcutta-700 006
(Business)
3. Shri Krishna Murari Tapuriah
S/o. Shri Lakhi Prashad Tapuriah
203/1, Mahatma Gandhi Road,
Calcutta-700 007
(Service)

Registered Office :

138, Canning Street, (4th Floor),
Calcutta-700 001

Brokers :

AHMEDABAD

Champaklal Bhailal Chokshi
Manek Chowk,
Near Share Bazar,
Ahmedabad-380 001

INDORE

Gavinddas Shrikrishandas Agrawal
97, M. T. Cloth Market,
Indore-452 002

BOMBAY

L. K. Pandey
45/47, Apollo Street,
Bombay-400 023

BANGALORE

Bhagya & Co,
8/4, National High School Road,
Bangalore-560 004

CALCUTTA

Mukul Bhattacharjee
9, Old China Bazar Street,
Calcutta-700 001.

COCHIN

A. Aaron & Co.
Hospital Road,
Ernaculam,
Cochin-682 011.

KANPUR

D. D. Sarda & Co.
24/18, Mall Road,
Kanpur-208 001.

MADRAS

- i) V, S. Krishnaswami & Co.
45, Armenian Street,
Madras-600 001
- ii) Dalal & Company
National Insurance Building
224, N. S. C. Bose Road,
P. Box No. 149
Madras-600 001

NEW DELHI

Vinod Kumar & Co.
A-6, Cannaught Place,
New Delhi-110 001

HYDERABAD

Laxmi Narayan Rathi
4-5-173 & 174 Hasmatganj
Sultan Bazar,
Hyderabad-500 001

Bankers to the Issue :

Punjab National Bank
P. S. cell Branch
3, Chittaranjan Avenue,
Calcutta-700 072

Bankers of the Company :

- i) Tamilnad Mercantile Bank Ltd.
58D, Netaji Subhas Road,
Calcutta-700 001
- ii) Punjab National Bank
P. S. Cell Branch
3, Chittaranjan Avenue,
Calcutta-700 0072

Auditors :

J. P. Agrawal & Associates
Chartered Accountants
18/1, Maharshi Devendra Road,
Calcutta-700 007

AUDITORS' REPORT

The Directors
Ellora Trading Limited.
138, Canning Street,
CALCUTTA-700 001.

Dear Sirs,

We have examined the Books of Accounts of M/S. ELLORA TRADING LIMITED for the period from 9th February 1983 (the date of incorporation) to 23rd February 1983 and in accordance with the provisions of clause 24 of Part II of Schedule II of the Companies Act 1956, we are to report as follows :

1. **Profit & Loss Account :** As the Company has not commenced any business no profit & loss account has been prepared for the above mentioned period

2. **The Assets & Liabilities** of the Company as at 23rd February, 1983 are set out as under.

ASSETS :

Current Assets, Loan & Advances :

Current Assets :

Cash in hand

Rs. P.

3,068.60

Cash at Bank (with Schedule Bank)

501.00

Rs. P.

3,569.60

Miscellaneous Expenditure :

(To the extent not written off or adjusted)

Preliminary expenses

10,920.40
14,500.00

Less :

LIABILITIES :

Unsecured Loan :

From a Director of the Company

5,000.00

Current Liabilities & Provisions :

Liabilities for Expenses

2,500.00

7,500.00

NET ASSETS

7,000.00

PRESENTED BY :

Share Capital :

700 Equity Shares Rs. 10/-each fully paid up in cash

7,000.00

3. We further report that the Company has not declared any dividend since its incorporation.

For J. P. AGRAWAL & ASSOCIATES
Chartered Accountants
(J. P. Agrawal)

Dated : The 24th day of February, 1983.

Proprietor

Signatories to the Memorandum of Association :

Names, Father's Name, Addresses and occupations of the Signatories to the Memorandum of Association of the Company and the number of Shares Subscribed for by each of them are set out below :

Names, Father's name, Address and Occupations of the Subscribers	Number of Equity Shares taken by each Subscriber.
1. Ram Ratan Modi S/o. Sri Trilok Chand Modi 4, Ram Sett Road. Calcutta-700 006 (Business)	100 (Hundred)
2. Krishna Murari Tapuriah S/o, Shri Lakhi Prasad Tapuriah 203/1, Mahatma Gandhi Road, Calcutta-700 007 (Service)	100 (Hundred)
3. Kanhaiyalal Kothari S/o. Late Meghraj Kothari 15, B. K. Paul Avenue, Calcutta-700 005 (Business)	100 (Hundred)
4. Binod Kumar Biyani S/o. Shri Fatehchad Biyani 3B, Noormal Lohia Lane Calcutta-7 (Service)	100 (Hundred)
5. Chand Ratan Modi S/o. Sri Trilok Chand Modi 4, Ram Sett Road, Calcutta-700 006 (Business)	100 (Hundred)
6. Prabhat Kumar Kothari S/o. Sri Kanhaiyalal Kothari 15, B. K. Paul Avenue, Calcutta-700 005 (Business)	100 (Hundred)
7. Lakhpatt Kumar Choradia S/o. Sri Sikharchand Choradia 138, Canning Street, (Business)	100 (Hundred)
Total	<u>700 (Seven Hundred)</u>

Underwriters :

No part of the issue is underwritten.

Management :

The Company is managed by its Board of Directors. All the Directors of the Company are well experienced in Company's line of business.

Tax Benefits :

1. Members are domestic companies will be entitled to deduction under Section 80 M of the Income Tax Act, 1961 of the dividend received by them from the company.

2. The members of the company being individuals shall be entitled to claim deduction from their total Income to the extent of Rs. 3000/- per year in respect of specified items including dividends from Indian Companies under Section 80 L of the Income Tax Act, and

3. Member shall be entitled to exemption from Wealth-Tax on specified financial assets to the extent of Rs. 15 lacs including shares in this company under Section 5(1A) of the Wealth-Tax Act, 1957.

History of business of the Company :

The Company was incorporated as a Public Limited Company on 9th February, 1933 in West Bengal and obtained the Certificate of Commencement of Business on 19th February, 1933.

The main objects, as stated in the Company's Memorandum of Association which are reproduced hereafter in this prospectus are to conduct the business in shares, securities, other investments and other business

Main Objects to be Pursued by the Company on Incorporation :

1. To carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, packers, stockists, distributors and dealers of and in industrial and other gases, Alcohol Wines and Beverages, edible and non-edible oil, hardware and stores, plant and machinery, stores, spare parts and accessories, commercial, natural and man-made fibres, textiles of all kinds, all types of yarn, jute and jute products, cement, chemicals, building materials, vehicles, vehicle parts, automobile parts, machine parts industrial components, plastic

and electronic parts & devices & in all kinds of machinery, accessories and other things required in connection therewith

2. To carry on all or any of the business of financiers of industrial, commercial and other enterprises & general financiers, film financiers, producers & distributors & exhibitors, money lender, sahukars' trustees, real estate owners, land lords, real estate agents, builders, underwriters, guarantors, hirepurchases dealers, investors, promoters, brokers and dealers of and in shares, stock debentures, securities bonds, obligations, claims, licences and charges, land, buildings, houses, easement, negotiable instruments, decrees, book-debts, patents, factories, mines, industrial undertaking business concerns, warehouses property and rights of all kinds, agricultural land, farms, gardens, flats, showroom, offices, residential units, shops and godowns business of insurance agents, trust company, safe deposit company and such other business and acts required connection therewith and to received on deposit or borrow and and raise money provided that the company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.

Objects to the Issue :

The issue is being made with the object of providing finance required for the business of the company.

Minimum Subscription :

The minimum subscription in respect of the present issue will be subscription of Rs. 3,62,500/- being application money @ 2.50 per share on 1,45,000 Equity Shares of Rs. 10/- each.

Expenses of the Issue :

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

Brokerage & Under-written Commission :

Brokerage at the rate of 1.5% on the issue price will be paid to Brokers and Bankers names in this Prospectus, as well as to the members of recognised Stock Exchanges in India in respect of Shares allotted as a result of applications procured by them and bearing their stamp.

Issue otherwise than for Cash :

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

Issue at Premium :

No amount has been paid or is payable by way of premium on any share issued or agreed to be issued by the company at any time.

Option to Subscribe :

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

Classes of Shares :

Subject to the provisions of the Companies Act, 1956 and to the Articles of Association of the Company the profits, of the company from time to time determined to be dividend in respect of any year or other period shall be applied subject to the payment of preferential dividend, in the payment of a dividend to the holders of a Equity shares of the company in proportion to the amount paid up on the Equity shares held by them respectively and where capital is paid up in advance of calls upon the footing that the same shall carry interest such capital shall not rank for dividends or confer a right to participate in profit.

Subject to the rights of the holders of the Preference share of the company the Equity shareholders shall be entitled to be repaid the amount of capital paid up on such shares and all surplus assets there-after shall belong to the holders of the Equity shares in proportion to the amount paid or which ought to have been paid on the Equity shares held by them respectively at the commencement of the winding up. If however, the assets 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 which ought to have been paid at the commencement of the winding up on the shares held by them respectively.

Voting Rights :

The Articles of Association of the company provide inter alia that on a show of hands of every member present in person and being holder of Equity shares shall have one vote and every person present either as general proxy on behalf of the 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 and on poll the voting right of Equity shareholders shall be as specified in Section 87 of the Companies Act, 1956

The Articles of Association of the company also provide that no member shall be entitled to exercise any voting right either personally or by proxy at any meeting of the company 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.

Modification of Rights :

All or any of the rights attached to the different classes of shares of the company (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act, be varied either with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a special Resolution passed at a separate general meeting of the holders of the shares of that class.

Transfer :

No transfer of a share shall be registered unless an instrument of transfer in accordance with Section 108 of the Act, 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 creditable witness who shall add his address and occupation.

Application for the registration of the transfer of a share may be made by either 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 provision of these Articles, the Company shall, unless objection is made by the transferee within two weeks from the

date of receipt of notice, enter in the Register the name of the transferee in the same manner and subject to the same condition as if the application for registration of the transfer was made by the transferee.

Lien :

The Company has a first and paramount lien upon share not being a fully paid up share registered in the name of each member (whether solely or jointly held) and upon the proceeds of sale thereof for monies called or payable at a fixed time in respect of such shares whether the time for payment thereof shall have actually arrived or not and no equity interest in any shares shall be created except upon the footing and condition that Article 13 is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such Shares. Unless otherwise agreed, the registration of a transfer of a Share shall operate as a waiver of the Company's lien if any, on such Shares.

Managing Directors :

Subject to the provisions of Sections 316 and 317 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director or Managing Directors of the Company either for a fixed term not exceeding five years for which he is to hold such office, 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.

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

Directors and Restriction on their Powers :

Subject to the provisions of the Act, the control of the Company shall be vest 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 things which is directed or required whether by the acts or any other statute or by the Memorandum of the Company or by the 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 this behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles, or in any regulations not in consistant 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 the regulation had not been made.

Until otherwise determined in the general meeting, by special Resolution the number of the Directors of the Company shall not be less than three nor more than Twelve. The Company in general meeting may from time to time increase or reduce the number of Directors within the limit fixed as above.

The board shall have power, at any time and from time to time, to appoint any person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company, and shall then be eligible for re-election.

The Articles of Association contain (inter alia) provisions to the following effect.

The Directors are not required to hold any qualification share.

Unless otherwise determined by the Company in General Meeting each Director shall, be entitled to receive, out of the fund 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 Committee of Board attended by him as may determined by the Board from time to time (All other remuneration, if any, payable by the Company to each Directors whether in respect of his service as a Managing

Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of the Articles of Association of the Company and the Companies Act, 1956.

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

If any, Director, being willing, is called upon to perform extra services or to make any special exertions in going or residing away from his usual place of residence 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 Sections 198, 309, 310 and 314 of the Act, 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.

Interest of Promoters & Directors:

The Promoters and Directors are or may be deemed interested to the extent of remuneration to which they are entitled under the Company's Articles of Association and to the extent of any share in the Company held by them or which may be subscribed by and allotted to them.

Indemnity :

The Articles of Association of the Company provide that every Director or officer of the Company or any person whether officer of the Company or not employed by the Company and any person appointed as Auditor shall be idemnified out of the funds of the Company against all liabilities incurred by him as such Directors, Officers, Employee or Auditor in defending any proceeding, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act, in which relief is granted to him by the Court.

Preliminary Expenses :

The amount of preliminary expenses including the issue expenses has been estimated to be

Rs. 50,000/- Expenses amounting to Rs. 10,000/- were borne by a promoter of the Company, which the Company is liable to reimburse.

Revaluation of Assets and Capitalisation of Reserves :

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

Material Contracts :

No contracts (not being contracts entered into in the ordinary course of business carried on by the Company) 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 situated at 138, Canning Street, Calcutta-700 001 between 10.30 A.M. to 12.00 Noon and 2.30 P.M. to 4.00 P.M. on any working day (except Saturdays) for a period of fourteen days from the day of publication of the prospectus or until the closing of the Subscription list whichever is earlier :

- i) Memorandum and Articles of Association.
- ii) Certificate of incorporation.
- iii) Certificate commencement of business.
- iv) Report of the Auditors of the Company.
- v) Consent letter of Bankers, Auditors and Brokers.

Previous Commission, Brokerage & Discount on Shares :

Save for the Brokerage payable as mentioned above, no sums have been paid or are payable as commission for subscribing for or procuring for agreeing to procure subscription for any Shares in or debentures of the Company.

Consent :

Consent in writing of the Bankers to the issue Auditors and Brokers to act in their respective Capacities have been obtained and filed with the Registrar of Companies, West Bengal as required by Act and have not been withdrawn.

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 name will be deemed to be multiple application if the sole and/or first applicant is one and the same. The Board of Directors reserve their right to reject in its absolute discretion, all or any multiple applications. There are no Preference Shares. The Board of Directors reserve the right to reject in their absolute discretion all or any applications in joint names and multiple applications by the same applicants.

Application Form from non-resident Indian persons of Indian origin 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 closing of the subscription list to any of the Banks 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 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. Allotment of shares to non-resident Indian persons of Indian origin resident abroad need not apply direct to Reserve Bank of India for permission of purchase shares of the Company.

The application form 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 closing of banking hours on the closing date of the subscription list with the Bankers to the issue named hereunder at their branches and offices mentioned on the application form. No receipts will be issued for the application money. However the Bankers to the issue will acknowledge their receipt of the application by stamping and returning to the applicant the perforated acknowledgement slip at the bottom of such application form.

Payment 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 included in the Second Schedule to the Reserve Bank Act, 1934 and which is member or sub-member of clearing house located at the particular place where the Application is tendered. Applications tendered with out-station cheques will liable to be rejected. Cheques or drafts should be made payable to the banker to the issue aforesaid with whom the application is lodged and marked A/c. ELLORA EQUITY ISSUE and crossed A/c. Payee only.

A Seperate cheque or draft must accompany each application form. A receipt will be issued for application money in the perforated space of the application form and final acknowledgement will be made by despatch of letter of Allotment or share Certificate or Letter of Regret within two months from the date of closing of the subscription list. Where a Letter of Allotment is issued to notify the allotment. Share Certificate will be ready for delivery in exchange for the letter of allotment within three months from the date of allotment. The Directors reserve the right to accept or reject any application in whole or in part without assigning any reason.

Where an application is rejected in full, the whole of the application money received and where

an application is rejected in part the balance of the application money received will be refunded simultaneously with the despatch of Letter of Allotment or Share Certificate. No interest will be paid in respect of money so refunded. Refund will be made by cheques or pay orders drawn on the Company's Bankers to the issue and will be payable at par at all centres where there are recognised Stock Exchange.

Refund Pay orders, if any, will be made in the name of, and all communications will be sent to the applicant whose name appears on the application form at the address given by him.

Application, for Shares must be made in the names of individuals, limited Companies, statutory corporations or institutions and not in the names of minors, partnership firm, or a trust (unless the trust is registered under the "Societies Registration Act" and is authorised by its Memorandum and Rules to hold Shares in a Company). Any application not in conformity with this or by persons not entitled to apply for shall be rejected.

Issue of Share Certificate :

If at the time, allotment letters have been issued, they will be exchanged against the share certificates which will be ready within 3 months from the date of allotment.

Registered Office :

138, Canning Street, (4th Floor)
Calcutta-700 001.

Dated : 9 7 MAR 1983

RAM RATAN MODI

KRISHNA MURARI TAPURIAH

PRABHAT KUMAR KOTHARI

Directors