

PROSPECTUS

GALAXY COMMERCIALS LIMITED

Registered Office :—

132/1, MAHATMA GANDHI ROAD,

CALCUTTA-700 007

PUBLIC ISSUE OF 1,50,000 EQUITY SHARES
OF RS. 10/- EACH FOR CASH AT PAR.

- PROSPECTUS
1. This issue of Equity Shares is within the exemption limit of Rs. 50 lacs, under the Capital Issue (Exemption) Order 1969.
 2. A copy of this Prospectus, having attached thereto the documents required to be filed under section 60 of the Companies Act, 1956, has been delivered for registration to the Registrar of Companies, West Bengal at Calcutta.
 3. Application will be made to the Stock Exchange at Calcutta for permission to deal in and for an official quotation for the Equity Shares of the Company.
 4. THE ATTENTION OF THE APPLICANTS IS DRAWN TO SUB-SECTION (1) OF SECTION 68-A OF THE COMPANIES ACT, 1956, WHICH IS REPRODUCED BELOW—

“Any Person Who—

- (a) makes in a fictitious name an application to a Company for acquiring or subscribing for, any shares therein ; or
- (b) otherwise induces a Company to allot, or register any transfer of shares therein to him or any other person in fictitious name.

SHALL BE PUNISHABLE WITH IMPRISONMENT FOR A TERM WHICH MAY EXTEND TO FIVE YEARS”.

5. THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY, THE 2ND DAY OF AUGUST 1982 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON TUESDAY, THE 24TH DAY OF AUGUST 1982 OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS OF THE COMPANY, BUT NOT EARLIER THAN THE CLOSE OF BANKING HOURS ON THURSDAY, THE 5TH DAY OF AUGUST 1982.
- PUBLIC ISSUE OF 1,50,000 EQUITY SHARES
OF RS. 10/- EACH FOR CASH AT PAR

GALAXY COMMERCIALS LIMITED

(Incorporated under the Companies Act, 1956 on 10th Day of March, 1982)

Share Capital

AMOUNT

Authorised :

Rs.

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

25,00,000

Issued, Subscribed and paid
up in cash :—

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

9,00,000

Present Issue :

Now offered to Public for
subscription 150000
Equity Shares of Rs. 10/-
each for cash at par

15,00,000

Terms of Payment :

Per Equity Share

On application

Rs. 5

On allotment

Rs. 5

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

Terms of Offer

The Equity Shares hereby issued are subject to the terms of this Prospectus, the Application Form and the Memorandum and Articles of Association (hereinafter referred to as Articles) of the Company. The Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects except that the holders of the Equity Shares now offered will be entitled to dividend, if any, which may be declared or paid on the Equity Shares in respect of and in proportion to the amount paid on the Equity Shares and pro-rata for the period during which such capital is paid up thereon.

Application and Allotment

Application must be made :

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

Applications under Power of Attorney

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

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

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

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

Criteria for Rejection

An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or in joint name (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 applications.

Receipt of Money

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

No receipt will be issued for the application money. However, the Bankers to the issue will acknowledge receipt of the application by stamping and returning the acknowledgement slip at the bottom of each application form.

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

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

Over Subscription

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

Availability of forms and places of acceptance

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

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

Issue of Share Certificates

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

Board of Directors

<i>Name, address, occupation and description</i>	<i>Particulars of other Directorships held</i>
1. Sri Surendra Kumar Saraogi S/o. Sri Champalal Saraogi 132/1, Mahatma Gandhi Rd. Calcutta-700 007. (Business)	1. a) Kaveri Plastic hem (P) Ltd. b) Kaveri Properties (P) Ltd.
2. Sri Arun Kumar Neotia S/o. Sri Kashi Prasad Neotia 6/1, Madhab Chatterjee St. Calcutta-700 020. (Business)	2. a) Shajali Investments (P) Ltd.
3. Sri Vinod Kumar Lath S/o. Sri Banwarilal Lath 19, Bysack Street Calcutta-700 007. (Business)	N O N E

Registered Office :

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

Auditors

Prakash Surana & Associates
Chartered Accountants,
157, Netaji Subhas Road,
Calcutta-700 001

Bankers to the Company

Syndicate Bank
133, Mahatma Gandhi Road,
Calcutta-700 007

Bankers to the Issue.

Syndicate Bank
133, Mahatma Gandhi Road,
Calcutta-700 007

Brokers to the Issue

Ahmedabad

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

Gordhandas N. Gupta
Anandji Kalyanji Bldg., Opp. Dhanasuthar Pole,
Relief Road,
Ahmedabad 380 001

Bombay

Precha Brothers
Room No. 811, 8th Floor,
Dalal Street, Fort,
Bombay-400 023

Bangalore

M. Nanjappaiah Jahgirdar
205, K. Kamaraj Road
Bangalore-560 042

Vijai & Company
Vijay Buildings
9, Eleventh Main Road,
Malleswaram
Bangalore-560-003

CALCUTTA

Gourdhandas Lakshminarayan
32, Baranashi Ghosh Street,
Calcutta-700 007

Khemka & Co.
161/1, Mahatma Gandhi Road
Bangur Building Room No. 71
Calcutta-700 007

Cochin

Mathew & Company
Mullassery Canel Road,
(Near Passport Office)
Ernakulam
Cochin-682-011
Kerala (S. India)

Hyderabad

Laxminarayan Rathi
4-5-173 & 174, Hasmat Gunj,
Sultan Bazar,
Hyderabad-500 001 (A.P.)

Ganpat Lal Sharma
44-288, Sulten Bazar,
Hyderabad-500 001

Indore

Santosh & Co.
29, Dhenu Market, 1st Floor
S.G.S. I.T.S. Road,
Indore-452 003

Madras

V. S. Krishnaswami & Co.
45, Armenian Street,
Post Box No. 265
Madras-600 001.

Madan & Co.
"Deccan House"
7, Ramanuja Iyer Street.
Madras-600 001

New Delhi

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

Underwriters to the issue

No part of the issue is underwritten.

Consents

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

of this Prospectus with the Registrar of Companies, West Bengal, Calcutta.

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

Incorporation

The Company was incorporated on 10th day of March, 1982 at Calcutta in the State of West Bengal. The Company obtained Certificate of commencement of Business on 23rd day of March, 1982.

Management

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

Business Prospects and Profitability

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

AUDITORS' REPORT

The Board of Directors,
Galaxy Commercials Limited.
132/1. Mahatma Gandhia Road,
Calcutta-700 007

Dear Sirs,

We have examined the books of accounts of GALAXY COMMERCIALS LIMITED for the period from 10th March, 1982 (the date of Incorporation of the Company) to 21st June, 1982. Based on our examination as aforesaid and in accordance with the requirements of the provisions of Clause 24 of Part II of Schedule II of the Companies Act, 1956, we report that :—

(1) The Profit of the Company for the aforesaid period is set out below : This Profit has been arrived at after charging all expenses of working and management and after making such adjustments as are in our opinion, appropriate :—

Object of the Issue

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

Tax Benefits

- i) The Company and in case where members of the company who are themselves companies shall be entitled to the benefits of total exemption from Surtax, partial exemption from income tax on dividends received by them from other companies or this company as the case may be u/s. 80M of the Income Tax Act, 1961 and in case of company's investment in new industries, the Company shall be entitled to exemption from income-tax on so much of the dividend paid to it as is attributed to the profits of the company exempted from income-tax under Section 80K of the Income Tax Act.
- ii) Members shall be entitled to claim deduction from their total income to the extent of Rs. 4,000/- per year in respect of specified items including dividends from this Company under Section 80L of Income Tax Act, and
- iii) Members shall be entitled to exemption from Wealth Tax on specified financial assets to the extent of Rs. 1.65 lacs including shares in this company under Section 5(1A) of the "wealth Tax Act,