

GRACIOUS VANIJYA LIMITED

Registered Office : 10, Clive Row, Calcutta-700 001

PROSPECTUS

**Public Issue of
1,50,000 Equity Shares
of Rs. 10 each
for cash at par**

OPENING OF SUBSCRIPTION 19th JANUARY, 1983

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, Calcutta.
3. Application will be made to the Stock Exchange at Calcutta for permission to deal in and for an official quotation of the entire Equity Shares of the Company.
4. The attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act, 1956, which is reproduced below—

"ANY PERSON WHO—"

- (a) makes in a fictitious name an application to the company for acquiring or subscribing for any shares therein ; or
- (b) otherwise induces a company to allot, or register any transfer of shares therein to him or any other person in a 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 **Wednesday, the 19th January, 1983**, and will close at the close of banking hours on **Wednesday, the 2nd February, 1983** or earlier at the discretion of the Board of Directors of the company, but not earlier than the close of banking hours on **Monday, the 24th, January, 1983**.

GRACIOUS VANIJYA LIMITED

(INCORPORATED UNDER THE COMPANIES ACT, 1956, 2nd September, 1982)

Registered Office : 10, CLIVE ROW, CALCUTTA-700001

Amount
Rs.

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 sub-member of the Bankers Clearing Houses located at the places where there are Recognised Stock Exchanges), situated in town where the application is submitted. Outstation 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 crossed "Account payee only" and made payable to the Bankers to the Issue with whom the application is lodged and should bear the words "GRACIOUS VANIJYA LIMITED EQUITY ISSUE".

Disposal of Application and Application Money

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 respects 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. 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 applicant. If any 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 applicant, 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

SHARE CAPITAL ;

- A. Authorised :
2,50,000 Equity Shares of Rs. 10/- each
- B. Issued, Subscribed and paid-up :
70 Equity Shares of Rs. 10/- each fully paid-up for Cash at par
- C. Present Issue :
2,39,930 Equity Shares of Rs. 10/- each
- D. Out of the present Issue :
89,930 Equity Shares of Rs. 10/- each have been agreed to be allotted for cash at par to Promoters, Directors, their friends and associates.
- E. Now offered to the Public for Subscription in cash at par in terms of this prospectus :
1,50,000 Equity Shares of Rs. 10/- each

Terms of Payment :

On Application
On Allotment

Rs. 5 per share,
Rs. 5 per share,

Terms of Offer :

The Equity Shares hereby issued are subject to the terms of this prospectus, the Application Form and 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,

25,00,000	
700	
23,99,300	
8,99,300	
15,00,000	

- (a) on the prescribed application form accompanying the Prospectus,
- (b) for a minimum of 50 shares or multiples thereof.
- (c) in single name or in joint names (not more than three).
- (d) in the names of individuals, limited companies or statutory corporatory institutions AND NOT in the names of foreign national (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; and
- (e) in full name in block letters in English or Hindi.

Applications under power of attorney :

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

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 here by 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 not 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 remittance subject to *inter alia* 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 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 applications.

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, Principal Broker, 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/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 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

Name, Address, Occupation and Description	Other Directorship held
1. Narendra Kumar Jhota S/o Sri Pratap Singh Jhota Palm-Spring, J-1, 10th Floor Cuffe Parade, Bombay-400005 Service.	Jhota Investment Private Ltd. Dipak Finance & Investment Pvt. Ltd. NND Investment Pvt. Ltd. Trumatic Investment Pvt. Ltd. Bosco Investment Pvt. Ltd. Aerotex Holdings Pvt. Ltd.
2. Gopal Das Binnany S/o Sri B. D. Binnany 43, Strand Road Calcutta-700001 Business.	Edel Metal Contract Pvt. Ltd. Shree Fibre & Filament Pvt. Ptd.
3. Santosh Kumar Chaudhary S/o Sri Kanjilall Chaudhary 2, Chapal Road Hastings Calcutta-700022 Business.	Sarang Viniyog Ltd.
4. Shyam Sundar Maloo S/o Late Moolchand Maloo 71/A/3 Alipore Road Calcutta-700027 Service.	Star Company Ltd. Union Company Ltd. Western India Commercial Co. Ltd. M. B. Commercial Co. Ltd. Shree Sun Investment & Trading Co. Ltd. Amrit Killa Investment Co. Ltd. Jagadishpur Co. Ltd.
Auditors D. K. Chhajjar & Co. Chartered Accountants 5, Old Court House Street Calcutta-700001.	Registered Office 10 Clive Row Calcutta-700001.

Bankers to the Issue

Syndicate Bank
2B, Ganesh Chandra Avenue
Calcutta-700013

Bankers to the Company

Syndicate Bank
2B, Ganesh Chandra Avenue
Calcutta-700013

Principal Brokers

Brijnath Khandelwal & Co.
13, India Exchange Place,
Calcutta-700001.

Brokers to the issue**1. AHMEDABAD**

Laxminarayan Nathulal Gupta
2nd Floor, Stock Exchange
Manak Chowk,
Near Share Bazar,
Ahmedabad - 380031.

2. BOMBAY

Narendra M. Dalal,
Room No. 103 (1st floor),
Stock Exchange Place
Dalal Street,
Bombay - 400023.

3. BANGALORE

L.K.S. Murthy & Co.
No. 17, Third Floor,
Kempegowda Road,
Bangalore-560009.

10. NEW DELHI

Raja Ram Bhasin & Co.
"Jewan Mansion",
8/4, Desh Bandhu
Gupta Road,
New Delhi. 110055

Underwriters to the issue

No part of the Issue is Underwritten.

Consents

Consents in writing of the abovementioned Auditors, Bankers to the Company, Bankers 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, Calcutta.

M/s D. K. Chhajjar & Co. Chartered Accountants, the Auditors of the Company, have also given their written consent to the Issue of their Report in the form and context in which it appears upto the time of filing of a copy to this prospectus with the Registrar of Companies, West Bengal.

Incorporation

The Company was incorporated on 2nd day of September, 1982 at Calcutta in the State of West Bengal. The Certificate of Commencement of Business was obtained on 21st day of September, 1982.

A. PROFIT AND LOSS ACCOUNT

For the Period from 2nd September 1982 to 7th December 1982

Rupees

INCOME

Interest on Loan

EXPENDITURE

Other Expenses

Net profit (before taxation)

**B. ASSETS AND LIABILITIES
CURRENT ASSETS, LOANS
& ADVANCES****(i) CURRENT ASSETS****CASH AND BANK BALANCES**

Cash in hand

Balance in Current Account with a
Scheduled Bank

(ii) LOANS AND ADVANCES

(Unsecured, considered good)
Loans

Less : Liabilities

Credit balance of

profit & Loss Account

REPRESENTED BY :

70 Equity Shares of

Rs. 10/- each fully paid
up in cash

Share Application money

Less : Preliminary Expenses

(to the extent not written
off or adjusted

Notes : 1. Interest income on loan has been accounted for on cash basis.

2. Adjustments may be necessary to make the accounts for the period from 2nd September 1982 to 7th December 1982 to comply with the requirements of law, but at the date of signing this report we are not aware of any material adjustment, which would affect the results of the accounts of the company.

3. Provision for taxation is not being made considering the period covered under audit report.

Calcutta,
Dated, 8th December, 1982

OTHER STATUTORY AND GENERAL INFORMATION Main Objects of the Company

The main objects of the company are set out in its Memorandum which are :

1. To carry on business of manufacturers, dealers, importers, exporters, commission agents or otherwise of iron founders, mechanical engineers and agricultural implements and other machinery, manufacturers, tools makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron & steel converters, smith, wood workers, builders, painter, metallurgists, electrical engineer, water supply engineers, gas makers, farmers, printers, carriers and marchants.
2. To construct, purchase and sale or othwise acquire, purchase on auction, hire, lease or advance and loan money on or arrange loan or mortgage of any buildings, houses bunglows, factories, trade premises plant, machinery, publi buildings, lands farms, or any other kind of asset, estate or property (moveable or immoveable) rights or things in auction.
3. To carry on the business of an investment company and to invest in acquire, sell, transfer subscribe for hold and otherwise deal in and invest in any shares, bonds, stocks, obligations issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, state, sovereign commissioners central or provincial public body or authority supreme, municipal, local or otherwise whether in India or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any company and to transfer to any such company and property of this company either out of its own funds or out of funds that it might borrow.
4. To act as investors, guarantors, underwriters, financiers and to lend or deal with money either with or without interest or security, including in current or deposit account with any bank or banks, other person or persons upon such terms and conditions as the company may approve. Provided that company shall not do any banking business as defined under the Banking Regulation Act, 1949 and to carry on the business of financial Industrial enterprises.

Previous Capital Issue

No issue has been made by the Company since the incorporation of the Company.

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the management of the Company is vested in the Board of Directors which comprises persons with business, managerial and administrative experience.

Prospectus

The Directors feel that subject to unforeseen circumstances, the Company may earn reasonable profit and pay reasonable dividend in future.

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 from this company as the case may be u/s. 80 M of the Income Tax Act and in case of the Company's investments 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 of 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 dividend from Indian Companies under Section 80L of Income-tax Act, 1961 ; and
- (iii) Members shall be entitled to exemption from Wealth Tax on specified assets to the extent of Rs. 1.65 Lacs including shares in this Company under Section 5(1A) of the Wealth-tax Act, 1957.

Objects of the issue

The objects of the issue are to raise finance required for the company's business.

AUDITOR'S REPORT

The Board of Directors,
Gracious Vanijya Limited,
10 Clive Row,
Calcutta-700001

Dear Sirs,

We have examined the Books of Account of Gracious Vanijya Limited for the period from 2nd September, 1982 (being the date of its incorporation) to 7th December 1982, being the last date upto which the accounts of the Company have been made up for the purpose of this report.

In accordance with the provisions of Clause 24 Part II of Schedule II to the Companies Act, 1956, we report that the Profit and Loss Account for the period from 2nd September, 1982 to 7th December, 1982 and the Assets and Liabilities of the Company as at 7th December, 1982 are as set out below :

Minimum Subscription

The minimum subscription in respect of the present issue will be Rs. 15,00,000 being the aggregate amount of face value of equity shares offered under this prospectus. The directors will proceed to allot the shares covered by the prospectus on receipt of the amount of Rs. 5/- per share to be paid at the time of application for these shares i.e. Rs. 7,50,000.

Expenses of the Issue

The expenses of this issue including brokerage, printing, distribution and publication expenses, registration fees, advertisement, legal and profession charges, bank charges, and auditors fees are estimated at Rs. 50,000/- and the same will be met by the Company out of the proceeds of the present issue.

Brokerage

Brokerage will be paid by the Company at the rate of $1\frac{2}{3}\%$ of the nominal value of Equity Shares offered to the public on the basis of allotments made against applications bearing the stamps of member of any recognised stock exchange in India in broker's column. Brokerage at the same rate will be payable to the Bankers to the Issue in respect of allotments made against applications produced by them, provided the related forms of application bear their respective stamps in the Broker's column.

Class of Shares

The shares of the Company consist of only one class, namely, Equity.

Right of Share Holders in respect of Capital and Dividend

The nature and extent of the interest of shareholders in the property and profits of the Company are as provided in the Articles of Association of this Company (hereinafter referred to as "Articles") and are in conformity with the Companies and subject to the provisions of the Articles and to the right or members entitled to shares, if any, with preferential or special rights attached thereto, the profits of the Company shall be divisible among the members in proportion to the amount of Capital paid up or credited as paid up on shares held by them respectively.

Voting Rights and Restriction thereon

Voting rights of members are determined by the Articles of Association (the "Articles") and are in accordance with the provisions of Section 87 of the Act. Save as hereinafter provided on a show of hands member holding any equity share in the Company and, in the case of a body corporate by a representative duly authorised in this behalf, shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every Equity Share held by him.

Where there are members registered jointly in respect of any share the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For the purpose, seniority shall be determined by the order in which the name stand in the register of members. On a poll the voting right of members shall be as follows:

Directors & Restriction on their Powers

Article 86 of the Company's Articles of Association provides that the number of Directors of the Company shall not be less than three or more than seven. Subject to the provisions of the Act, the management of the business of the company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the company is by the Memorandum of Association or otherwise authorised to exercise and do, and are not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but, subject nevertheless to the provisions of the Act and any other Act and of the Memorandum of Association and these Articles of the Act from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of Directors which would have been valid if such regulations had not been made,

Directors Share Qualification

Directors shall not be required to hold any shares in the Company as qualification shares,

Remuneration of Directors

The remuneration of the Directors shall from time to time be determined by the Board of Directors of the Company and may by way of fees for meetings attended or monthly payments or otherwise as may be fixed by the Board, Any Director performing extra services or making any special exertion for any of the purposes of the Company or who is a managing or whole time director, may be paid such fixed sum of remuneration either by way of monthly payment or at specified percentage of profit or in any other manner as the Company may determine, subject to the provisions of the Act, The remuneration of the Directors shall be in so far as it consists of a monthly payment, be deemed to accrue from day to day, The Directors may allow and pay to any Director who, for the time being is residing out of the place at which any meeting or committee meeting of the Directors may be held and who shall come to that place for the purpose of attending such meeting, such sum the Directors may consider fair and reasonable for expenses in connection with attending the meeting in addition to his remuneration as specified hereinbefore, The Directors may also be paid or reimbursed all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.

None of the Directors or Promoters is in any way interested in the 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 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 expenditure on behalf of the Company.

Borrowing Powers

Return of Capital

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 losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid up at the commencement of the winding-up the shares held by them respectively. 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 paid-up or which ought to have been paid-up on the shares held by them respectively. these provisions, shall however, be without prejudice to the rights of the holders of shares issued upon special terms and conditions, if any.

Variation of Rights

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of the shares of that class, be deemed to be varied by the creation of further shares raking *pari passu* therewith.

Registration of Transfer of Shares

Save as provided in Section 108 of the Act. on transfer of share shall be registered unless as proper instrument of transfer duly stamp and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company within the time prescribed by section 108 of the Act. together with the certificate or if on such certificate is in existence, the letter of allotment of the share, The instrument of transfer of any share shall specify the name, address and occupation (if any) of the transferee and the transferor shall be deemed to remain the member in respect to such share until the name of the transferee is entered in the register in respect thereof, each signature of such transfer shall be duly attested by the signature of the credible witness who shall add his address and occupation.

Lien of Shares

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

The Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or any mortgage, or the other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being. The Board may from time to time at their discretion subject to the provisions of the Act, raise or borrow either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the company.

Issue at a Premium or Discount

No shares have been issued or agreed to be issued by the Company at a premium or at a discount since the incorporation of the Company.

Preliminary Expenses

Preliminary expenses estimated to Rs. 15,000/- has been borne by one of the promoters of the company. The same will be reimbursed to him by the Company.

Capitalisation of Reserves

The Company has not capitalised its reserves or profits since its incorporation,

Revaluation of Assets

The Company has not revalued any assets since its incorporation,

Option to Subscriber

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 shares in the Company,

Signatories to the Memorandum of Association

1. Narendra Kumar Jhota
S/o Sri Pratap Singh Jhota
Palm-Spring J-1, 10th Floor,
Cuffe Parade, Bombay-5
Service
2. Santosh Kumar Chaudhary
S/o Sri Kanjilal Chaudhary
2, Chapal Road, Hastings,
Calcutta-700 022
Business

3. Shyam Sundar Maloo
S/o Late Moolchand Maloo
71/A/3 Alipore Road,
Calcutta-700 027
Service

4. Gopal Das Binnany
S/o Sri B. D. Binnany
43, Strand Road,
Calcutta-700 001
Business

5. Dinesh Mehta
S/o Sri Sukumar Singh Mehta
5, Old Court House Street,
Calcutta-700 001
Service

6. Mahendra Chhajer
S/o Sri Roop Chand Chhajer
16, Synagogue Street
Calcutta-700 001
Business

7. Sardar Singh Shekhawat
S/o Sri Budh Singh Shekhawat
30B/1, Sarat Bose Garden Road,
Calcutta-700 031
Service

Each Signatory has subscribed for 10 equity shares of Rs. 10/- each.

Issue otherwise than for cash

No shares have been issued or agreed to be issued otherwise than for cash since the date of incorporation of the Company.

Previous commission, brokerage & discount on shares

Except for the commission and brokerage payable in respect of this issue, no sums have been paid by the Company since the incorporation of the Company or are payable as commission, brokerage or discount for subscribing or agreeing to subscribe or procure subscription for any shares in or debenture of the Company.

Indemnity

Every Director, Manager, Secretary and any person (whether an officer of the Company or not) employed by the Company and any person appointed as auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer, 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.

Material contract

The Company has not entered into any contract, not being contracts entered into the ordinary course of business by the Company, from the date of the incorporation of the Company to the date of the prospectus.

Inspection of documents

The documents mentioned below are kept at its Registered Office of the Company at, 10 Clive Row Calcutta-700001 and are open for inspection during office hours until the closure of the subscription list.

- (i) Memorandum and Articles of Association of the Company
- (ii) Certificate of Incorporation.
- (iii) Certificate for Commencement of Business.
- (iv) Auditors Report dated, 8th December 1982
- (v) Consents of Auditors, Bankers of the Company, Bankers to the Issue, Brokers to the issue.

Calcutta

27th December 1982

SIGNED

N. K. Jhota

S. S. Maloo

G. D. Binnany

S. K. Choudhary

DIRECTORS