

Issue opens on Monday
the 14th Day of February, 1983

PROSPECTUS

HERALD COMMERCE LIMITED

Regd. Office :

86, Maharshi Debendra Road,

CALCUTTA-700 006

Public Issue of 1,50,000 Equity Shares of Rs. 10/- at par

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

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.

This issue of Equity Shares is within the Exemption limit under the Capital issue (Exemption) order, 1969, and no consent or acknowledgement of the Controller of Capital Issues is needed.

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

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON **MONDAY, 14TH DAY OF FEBRUARY, 1983** AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON **SATURDAY, 26TH FEBRUARY 1983** OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON **THURSDAY THE 17TH DAY OF FEBRUARY 1983**

Attention of 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 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.”

HERALD COMMERCE LIMITED

(INCORPORATED ON 16TH DAY OF OCTOBER 1982 UNDER THE COMPANIES ACT, 1956)

SHARE CAPITAL

- (A) Authorised
2,50,000 Equity Share of Rs. 10/- each
- (B) Issued, Subscribed and paid up in cash
98,200 Equity Shares of Rs. 10/- fully paid up

Rupees
25,00,000

9,82,000

PRESENT ISSUE

Now offered to public for subscription
1,50,000 Equity Shares of Rs. 10/- each for cash at par

15,00,000

TERMS OF PAYMENT

On Application
On Allotment

ON EQUITY SHARES

Rs. 2.50

Rs. 7.50

Rs. 10.00

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 thereon liable to forfeiture. The Equity Shares now being issued will rank pari passu in all respect with the existing Equity Shares of the Company.

Application must be made on the forms 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. The Equity share now being issued will rank pari passu in all respects with the existing Shares of the Company.

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

BOARD OF DIRECTORS

Directors	Son of	Address	Occupation	Other Directorship
1. Surendra Kumar Choraria.	Late Nauratmal Choraria	107E, Hazra Road. Calcutta-700026	Business	Sohanlal Mohanlal (P) Ltd. Maxworth Industrial Services Ltd. Capin Services Ltd.
2. Bishwambharlal Gupta	Late Jwalaprasad Gupta	P-10, New Howrah Bridge Approach Road, Calcutta	Business	Maxworth Industrial Services Ltd.
3. Krishana Gopal Khemka	Ram Kumar Khemka	123, Brabourne Road, Calcutta-700 001	L.I.C. Development Officer	

Bankers to the issue :
CANARA BANK
College Street Branch
Calcutta.

REGISTERED OFFICE
86, Maharshi Debendra Road,
Calcutta-700 006

Bankers to the Company
THE FEDERAL BANK LTD.
Chittranjan Avenue
Calcutta.

Brokers to the Issue :

CALCUTTA

Khemka & Co.
161/1, M. G. Road,
Room No. 71,
Bangur Building, 3rd floor,
Calcutta-700 007

Gourdhandas Lakshmi Narayan
32, Baranasi Ghosh Street,
Calcutta-700 007

NEW DELHI

Bharat Bhushan & Co.
H-45, Connaught Place,
New Delhi-110 001

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

MADRAS

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

BANGALORE

M. Nanjappaiah Jahgirdar
205, K. Kamraj Road,
P. B. No. 4271
Bangalore-560 042

BOMBAY

L. K. Panday
Maharashtra Bank Building,
45/47, Appollo Street,
Bombay-400 023

Porecha Brothers
19, Stock Exchange Building,
Bombay Samachar Marg,
Bombay-400 023

HYDRABAD

Ganpatlal Sharma
4-4-288, Sultan Bazar,
Hyderabad-500 001

COCHIN

Jones & Co.
Old Telephone Office Building,
P. B. No. 2589
Broadway, Ernakulam,
Cochin-682031

INDORE

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

AHMEDABAD

Champaklal Bhailal Chokshi
Manek Chowk,
Ahmedabad-380 001

PUNE

Ravindra A. Patankar
436, Narayan Peth,
Kotiwal Building,
Pune-411030

KANPUR

Mahendra Kumar Agarwal
C/o. Shri Madanlalji Sarawgi
47/95, Hatia Wamaijika Mandir,
Kanpur-208001 (U.P.)

AUDITORS :

Saraogi & Associates
Kent House
14, Ganesh Chandra Avenue,
Calcutta-700 013

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 the Company's line of business having been in business for a number of years.

HISTORY & BUSINESS OF THE COMPANY

The Company was incorporated as a Public Limited Company on 16th October 1982 in West Bengal and obtained the commencement of certificate on 16th November 1982.

The main objects as stated in the Memorandum of Association, which are reproduced hereafter in the prospectus is to carry on the business of exporters, importers, buyers, sellers & commission agents, of general goods and commodities and to act as financiers and investors in shares and securities.

The Directors feel that subject to unforeseen circumstances, the Company will be in a position to pay a reasonable rate of dividend on its Equity Shares.

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.,
- 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 Indian Companies, under Section 80L of Income-Tax Act.,
- 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, 1957.

AUDITOR'S REPORT

To

The Directors,

HERALD COMMERCE LIMITED,

86, Maharshi Debendra Road,

Calcutta-700 006.

We have examined the accounts of HERALD COMMERCE LIMITED from 16th October, 1982 (the date of incorporation) to 15th January, 1983 with the books and records of the Company, which have been found to be correct and in accordance therewith. In terms of the requirements of clause 24 of part II of the schedule II of Companies Act, 1956, We report that the Profits & Losses, Assets & Liabilities of the Company are as set out below :

I. PROFIT & LOSS ACCOUNT :

INCOME :

EXPENDITURE :

Salary	4,261.00
Printing & Stationery	1,816.65
Office Expenses	1,954.50
Bank Charge	470.00
Miscellaneous Expenses	414.20
	8,916.35

Expenditure carried forward to Balance Sheet

- Notes : i) The Company is incorporated on 16th October, 1982. Expenditure shown in Profit & Loss account relate to the period from 16th October, 1982 to 15th January, 1983 which is the last date to which, we have examined the accounts for the purpose of this report ;
- 2) In the Profit & Loss Account, accrued interest on loan but not due has not been considered and hence, no income is shown.

II. ASSETS & LIABILITIES AS AT 15TH JANUARY, 1983

A S S E T S

CURRENT ASSETS LOANS & ADVANCES

CURRENT ASSETS :

Stock of Equity Shares	50,000.00
Balance with Scheduled Bank in Current Account :	
The Federal Bank Limited	30.00
Cash Balance in hand	10,265.65
Loans & Advances :	
Loans	9,00,000.00
	9,60,295.65

NET WORTH

REPRESENTED BY

SHARE CAPITAL :

Authorised Share Capital

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

Subscribed, Issued & Paid up Share Capital

98,200 equity Shares of Rs. 10/- each fully paid up

Less—Miscellaneous Expenditures :

(to the extent not written off)

1) Profit & Loss Account

2) Preliminary Expenses

8,916.35

12,788.00

25,00,000.00

9,82,000.00

21,704.35

9,60,295.65

Note : It is the first Balance Sheet of the company as on 15-1-83 which is the last date to which we have examined the accounts for the purpose of this report.

III. DIVIDENDS : : No dividends have been declared by the Company since its incorporation.

CALCUTTA.

The 16th January, 1983.

Yours faithfully,
For SARAOGI & ASSOCIATES
Chartered Accountants.
(SANTOSH KUMAR JAIN)
Partner.

OTHER STATUTORY & GENERAL INFORMATION :

Main objects of the Company :

The Company's Memorandum of Association states the following objects of the Company :

1. To carry on the business as factors, brokers, agents, dealers, distributors, Exporters, importers and to buy, sell, barter, Exchange, export, import, or otherwise deal in, either as wholesalers or retailers, or both, and either as principals or agents, goods, wares, merchandise, produce, materials substage, articles, and commodities such as papers, boards, electric & electronic goods, cotton, jute, polyster, metals, alloys, chemicals, stores, spares, tools & accessories of all description.
2. To manufacture, import, export, buy sell, let off, hire, exchange alter, improve, manipulate, prepare, for market and/or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus, utensils, engineering goods vehicle spares, raw materials, including all kinds of electronic products, iron and steel pipes, metals, minerals, hardware and mill stores.
3. To invest, buy, sell, transfer, hypothecate, get hypothecated, deal in and dispose of any shares, whether equity, preference or any other kind, stocks, debentures, whether perpetual or redeemable, securities, bonds, whether of Central or State Government or any Local authority.
4. Subject to the provisions of the Act and directions issued by the Reserve Bank of India, to receive money, deposit on interest or otherwise with or without security from Companies, firms or persons, whether movable or immovable properties and to lend money and negotiate with or without security whether of movable and immovable properties to such companies, firms or persons on such conditions as may seem expedient and to guarantee the performance of contracts by any person, companies or firms provided that the Company shall not carry on the business of banking.
5. To acquire by purchase, lease, exchange or otherwise acquire land, building and other immovable properties of any type or description and rights connected with the land and turn the same into account in any manner, whatsoever and in particular by preparing building, sites, opening road and by constructing, altering, improving, decorating furnishing and maintaining offices, flats, houses, factories' warehouses, shops, building etc. and by consolidating or subdividing properties and by leasing or depositing of the same
6. To carry on the business of of financing Industrial Enterprises whether by way of making loans or advances or subscribing to the capital of Private Industrial Enterprises in India.

Names addresses, descriptions and occupation of the signatories of Memorandum & Articles of Associations

Name	Addresses	Occupation	No. of equity Shares taken
RAJENDRA PRASAD AGRAWAL	A-3, Vivek Vihar Delhi	Business	100
DILIP KUMAR AGRAWAL	145-B, Cotton Street, Calcutta-700 007	Student	100
ARUN KUMAR AGRAWAL	Jooria Phatak Road, Dhanbad	Business	100
BISHWAMBHAR LAL GUPTA	P-10, New Howrah Bridge Approach Road, Calcutta-1	Business	100
SUSHILA PRASAMPURIA	51/52, Burtolla Street, Calcutta-700007	Business	100
SURENDRA KUMAR JOSHI	181/D, C. R. Avenue, Calcutta-700007	Business	100
RAJKUMAR AGRAWALA	12, Bandal Road, Ballygunge, Calcutta-700019	Business	100
			<hr/> 700

These signatories are interested in the company to the extent of equity shares subscribed by them.

MINIMUM SUBSCRIPTION:

The minimum subscription in respect of the present issue will be subscription of the entire Equity Shares offered under this prospectus. The Directors will proceed to allot shares covered by this Prospectus on receipt of the amount to be paid at the time of application for these shares i. e. Rs. 3,75,000. The minimum subscription is assured in view of the undertaking by the Directors of the Company to take up shares to the extent they remain unsubscribed by the public.

OBJECTS OF THE PRESENT ISSUE:

This issue is being made with the object of inviting public to participate in the Equity Shares Capital of the Company. The entire subscription will be utilised for the Company's business.

EXPENSES OF THE ISSUE:

The expenses of the issue payable by the Company inclusive of brokerage, legal charges, Auditors' and Registrar's fees are estimated to be approximate Rs. 40,000 which would be met out of the proceeds of this issue.

BROKERAGE AND UNDERWRITING COMMISSION:

Brokerage at the rate of 1% to 1½% on the issue price as negotiated will be paid to the members of Stock Exchange, 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. Brokerage at the same rate will be payable to the banker to the issue in respect of allotments made against application procured by them provided that the relative forms of application bear its stamp in the brokers' column. No commission is payable to underwriter as no part of the issue has been underwritten.

ISSUE OTHERWISE THAN IN CASH:

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

ISSUE AT A PREMIUM:

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.

OPTION TO SUBSCRIBE:

The Company has not entered into any contract or arrangements and does not at present propose to enter into any contract or arrangements 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.

INTEREST OF PROMOTERS AND DIRECTORS:

Save as mentioned herein the Company has not paid any money or given any benefit nor does it intend to pay any money or give any benefit to any promoter or officer of the Company except their remuneration, fees and other expenses etc. to which they are entitled or may become entitled under the articles of the Company or otherwise by law.

DIRECTORS:

Subject to the provisions of Section 252 of the Companies Act, 1956 and unless otherwise determined by a general meeting, the number of Directors shall not be less than three and more than eleven. The Articles of Association provide that a Director shall not be required to hold any share in the Company as qualification shares.

POWER OF DIRECTORS:

Under article 146 of the Articles of Association and subject to the provisions of the Companies Act, 1956 the control of the Company shall be vested in the Board of Directors who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Companies Act, 1956 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 that behalf contained in the Companies Act, 1956 or any other statute or in the Memorandum of the Company or in the Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting and no such regulation shall invalidate any prior act of the Board which have been valid if that regulation had not been made.

MANAGING DIRECTOR :

Subject to the provisions of Article 157 and Sections 268 and 269 of the Companies Act, 1956 the Company in General Meeting or the Directors may at any time appoint one or more Directors as Managing Directors or whole time Directors on such remuneration, terms and conditions as may be decided by them in such meeting. A whole time or Managing Director shall not be liable to retire by rotation. The Company has not so far appointed any Managing Director.

REMUNERATION OF DIRECTORS :

Subject to the provisions of the Act, each Director shall be paid out of the fund of the company by way of remuneration of a sum not exceeding Rs. 250/- for every meeting of the Board attended by him. The Directors shall be entitled to be paid reasonable travelling expenses incurred in connection with their attendance of meetings of the Board of the Directors or any committee thereof or general meetings of the company. Subject to the provisions of Act, the Directors shall also be entitled to receive commission (to be divided between them equally or in such a manner as they have determined) not exceeding 3 per cent of the net profit of the company computed in the manner provided under the companies Act, 1956. If any Director, being willing shall be called upon to perform extra service for the purposes of the company or to make any special exertion for the purpose of the company or in giving special attention to the business of the company as a member of committee of Directors may be remunerated in such manner as may be determined. The remuneration payable to Directors is subject to the provisions of Sections 198, 309 and 314 and other applicable provisions of the Companies Act, 1956.

QUALIFYING SHARE :

A Director shall not be required to hold any share as qualification share.

BORROWING POWERS :

The Company's Articles of Association Clause No. 81 reads as under :

The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purpose of the Company subject to the provisions of Section 292 and 370 of the Act and may secure payment of repayment of same in such manner and upon such terms and conditions in all respects as may be prescribed by the Board in particular by the creation of any mortgage, hypothecation, pledge or charge in and over Company's stocks, book debts and movable properties.

INDEMNITY :

Every Director, Manager, Secretary or Officer of the Company or any person (whether officer of the company or not) employed by the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Manager, Secretary, Officer or employee in defending any proceedings 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 63 of the Companies Act in which relief is granted to him by the Court,

CLASSES OF SHARES AND THEIR RESPECTIVE RIGHTS :

The Authorised Share Capital of the Company is Rs. 25,00,000/- divided into 2,50,000 Equity Shares of Rs. 10/- each. There is no other class of Shares in the Company.

VOTING RIGHTS :

Subject to any special conditions or restrictions as to voting upon which any shares may be issued, on a show of hands every members present in person and being holder of equity shares shall have one vote and every person present either as a proxy on behalf of an Equity Shareholder or as a representative of a body corporate being holder of Equity Share shall have one vote. The voting rights of holders of Preference Shares if issued afterwards, shall be in accordance with the provisions of Section 87 of the Companies Act, 1956.

TRANSFER :

The Articles provide, inter alia, that the Board shall not refuse registration of transfer of shares in the case of fully paid up Shares or in the case of shares in which the Company has no lien. No transfer shall be made to a minor or a person of unsound mind and the Board may refuse to register a transfer of shares on which Company has lien and in the case of shares not fully paid up. The Company shall give notice of the refusal in accordance with the provisions of Section 111(2) of the Companies Act, 1965.

RETURN OF CAPITAL :

Subject to the provisions of the Companies Act and without prejudice to the rights of the holders of shares issued upon special terms and conditions if the company shall be wound-up, the assets available for distribution among the members is as such shall be less than sufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses, shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of winding up on the shares held by them respectively. And if in winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up on the commencement of winding up, the excess shall be distributed among the members in proportion to the capital paid up at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.

Under Section 85 of the Companies Act, 1956, on winding up or repayment of capital, Preference share capital carries a Preferential right to be repaid the amount of capital paid up or deemed to have been paid up.

MODIFICATION OF RIGHTS :

Any of the rights, privileges attached to each class of shares, may be varied, modified commuted, affected, abrogated or dealt with in the manner and subject to the provisions laid down in Sections 106 and 107 of the Companies Act, 1956 and Article 9 of the Articles of the Company.

LIEN :

The Company shall have no lien on its full paid-up shares. In case of partly paid up shares, the Company shall have a first and paramount lien only in respect of all money called or payable at fixed time in respect of shares. Any 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 shares shall not operate as a Waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any share to be wholly or in part exempt from these provisions.

REVALUATION OF ASSETS AND CAPITALISATION OF RESERVES :

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

INSPECTION OF DOCUMENTS :

Documents referred to below may be inspected at the Registered Office of the Company situated at 86, Maharshi Debendra Road, Calcutta-700 006 between 10-30 A. M. and 2-30 P. M. on any working day (except Saturday and holidays) 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 of Commencement of Business
- iv) Report of Auditors of the Company
- v) Consents of Bankers, Auditors and Brokers.

PREVIOUS COMMISSION, BROKERAGE AND DISCOUNT OF SHARES :

Save for the brokerage payable as mentioned above, no sums have been paid within two years of the date of the prospectus or 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 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 the Companies Act, 1956 and have not been withdrawn. Messrs. Saraogi & Associates, Chartered Accountants, 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 AND PAYMENT TO PROMOTERS :

The amount of preliminary expenses estimated to be Rs. 12,788 has been borne by Shri Bishwambhar Lal Gupta and Promoter. Actual expenses incurred by him has already been reimbursed to him.

PREVIOUS CAPITAL :

98200 Equity Shares of Rs. 10/- each fully paid up were taken up by the applicants and subscribers to the Memorandum of Association of the Company.

No debentures have been issued so far by the Company.

CAPITAL OUTLAY :

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

	Rs.
Furniture and equipment	10,000
Preliminary expenses to be reimbursed to Director	12,000
Expenses of issue	40,000
Working Capital (including investment in proprietor)	24,20,000
	<u>24,82,000</u>

SOURCES OF FINANCE :

The above capital outlay of the Company's business as stated herein is estimated to be met as follows :

	Rs.
Issued, Subscribed and paid-up Capital	9,82,000
Present issue of Shares	15,00,000
	<u>24,82,000</u>

APPLICATION AND ALLOTMENT OF SHARES :

Applications must be made on the respective application form accompanying the prospectus in accordance with the instructions contained therein and will be liable to be rejected if not so made. 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 joint names (not more than three). Two or more applications in the single 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 reserve the right to reject in its absolute discretion all or any multiple applications.

Application forms from non-resident Indians/persons of Indian Origin resident abroad properly completed together with remittance from abroad towards the amount payable on the application through approved banking channels or out of funds held in non-resident (External) Accounts along with documentary evidence in this behalf must be delivered before the closing date of subscription list with the bankers to the issue named in this prospectus or in the column mentioned against their names in the application form. The Company as required by 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 Indians/persons of Indian Origin resident abroad. The allotment of Shares to Non-Resident Indians/Persons of Indian Origin resident abroad shall be subject to the Company obtaining such approval from the Reserve Bank of India. Non-Resident/Indians/persons of Indian Origin Resident abroad need not apply direct to the Reserve Bank of India.

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 the subscription List with CANARA BANK (being the Bankers to the 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 returning to the application the perforated acknowledgement slip at the bottom of such application form. Payments 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 specified in the Second Schedule to the Reserve Bank of India Act, 1934 or any Bank which is a member or sub-member of clearing House located at the particular place where the application is tendered. Application tendered with out station cheques or

drafts will be liable to be rejected. Cheques or Drafts should be made payable to the particular Bankers to the issue aforesaid with whom the application is lodged and marked "A/c. HERALD COMMERCE LIMITED. EQUITY ISSUE" and crossed "A/c. Payee only." A separate Cheque or Draft must accompany each application Form. Save as herein after 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 reserves 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 will be refunded to the applicant; and where an application is rejected in part, the balance of the application money received will be refunded after adjustment of the amount if any due on allotment, in both cases, refunds will be made at the risk of the applicant within two months of the closing of the Subscription List or within such period as may be extended by the Calcutta Stock Exchange, but no interest will be paid in respect of the Application money received. Refunds will be made by cheques or Pay Orders drawn on the Company's Bankers to the issue at Calcutta and Bank Charges. If any, for encashing such cheques or pay Orders will be payable by the applicants. Such Cheques or pay orders will, however, be payable at par at all the Branches of the Bankers where applications are received.

Applications for shares must be in the names of individuals, Limited Companies, statutory corporations or institutions and not in the names of minors, partnership firms, trust or a society (Unless the trust or society 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 shall be rejected.

ISSUE OF SHARE CERTIFICATES:

If at the time of allotment, Allotment Letters have been issued they will be exchange against the Share Certificates which will be ready for delivery within 3 months from the date of allotment.

For further instructions read the application Forms carefully.

Signed

K. G KHEMKA
B. L GUPTA
S. K. CHORARIA

}

DIRECTORS

Place : Calcutta
Dated 4. 2. 83