

HILTON TRADING COMPANY LIMITED

PROSPECTUS FOR PUBLIC ISSUE OF

1,50,000 Equity Shares of Rs. 10/-

each for cash at par

Registered Office :

2, GANESH CHANDRA AVENUE

CALCUTTA-700 013

HILTON TRADING COMPANY LIMITED

(Incorporated under the Companies Act, 1956)

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

This issue of Equity Shares is within the exemption limit under the Capital Issue (Exemption) Order, 1969.

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.

An application has been 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 TUESDAY THE 1ST MARCH, 1983 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON TUESDAY THE 15TH MARCH, 1983 OR EARLIER, AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF THE BANKING HOURS ON FRIDAY THE 4TH MARCH, 1983.

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

ANY PERSON WHO :

- a) makes in 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.

SUBSCRIPTION LIST OPENS ON—1ST MARCH, 1983 EARLIEST CLOSING DATE—4TH MARCH, 1983

SHARE CAPITAL :**Authorised :**

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

Issued, Subscribed & Paid-up :

55,700 Equity Shares of Rs. 10/-
each fully paid-up in cash. Rs. 5,57,000

Present Issue :

1,84,300 Equity Shares of
Rs. 10/- each. Rs. 18,43,000

Out of above 34,300 Equity
Shares of Rs. 10/- each have
been reserved for allotment
to the Directors, their friends,
relatives & associates. Rs. 3,43,000

Now offered to the public
for subscription for cash at par
1,50,000 Equity Shares of
Rs. 10/- each. Rs. 15,00,000

Rs. 18,43,000

TERMS OF PAYMENT :**Per Equity Shares :**

On Application Rs. 2.50
On Allotment Rs. 7.50

Failure to pay the amount due on allotment will render the allottee liable to pay interest at the rate of 12% per annum or such lower rates as the Directors may determine and shall also render the shares (including the amount already paid thereon) liable to forfeiture, in accordance with the Articles of Association of the Company.

Application must be for a minimum of fifty shares or multiples thereof.

Application must be made by Indian Nationals who are residents in India and also by non-resident Indians/Persons of Indian Origin subject to the conditions set out under paragraph 'Application by Non-resident'.

An applicant should submit only one application and not more than one. Application may be made in single or joint names (not more than three). Two or more applications in single and/or joint names will be deemed to be multiple applications if the sole and/or the first applicant is one and the same. The Board reserves the right to reject in its absolute discretion all or any multiple applications.

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 application form properly completed together with the amount payable on application must be lodged before the closing of banking hours on or before the closing date of the subscription list with the Bankers to the issue named hereunder at Calcutta or any of their Main Offices, a list of which is incorporated in the application form.

Payment may be made in cash or by cheques or draft. Cheques or drafts should be drawn on a Scheduled Bank including State Co-operative Bank included in the Second Schedule to the Reserve Bank of India Act, 1934, or any Bank which is a Member or sub-member of clearing houses located at centres where there are recognised Stock Exchanges located at the particular place where the application is tendered. Applications tendered with outstation cheques will be rejected. Cheques or drafts should be made payable to the bankers to the issue with whom the application is lodged and marked "A/c, Hilton Trading Equity Issue" and crossed "A/c Payee only".

A separate 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 or such time as may be extended by the Calcutta Stock Exchange Association Limited, 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 reserves the right to accept or reject of any application in whole or in part without assigning any reasons.

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 regret or 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 Order or Demand Draft drawn on Company's Bankers to the issue and will be payable at par at all the places where subscription moneies were collected.

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

Application for shares must be made in the names of individuals, Limited Companies, Statutory Corporation or Institution and not in the names of minors, partnership firms or 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).

In the case of an application under power of Attorney or by Limited Companies the relevant power or other authorities must be lodged with the Company at its Registered Office for registration and return.

Application by Non-Resident :

In terms of 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 in accordance with the rules of the Reserve Bank of India. The Company will obtain necessary permission in this connection of Reserve Bank of India and the applicant need not apply directly to the Reserve Bank of India for permission for subscription to the said Shares. Allotment of shares to non-resident Indian/person of Indian origin resident abroad shall be subject to the Company's obtaining such permission from the Reserve Bank of India.

Copy of this Prospectus and forms of application may be obtained from the Brokers and Bankers named herein and from the Registered Office of the Company.

BOARD OF DIRECTORS : Other Directorship

- | | |
|--|---|
| 1. Shri Balchand Purohit
S/o Late Shermal Purohit
37/7, Mirpara Road,
Bhatnagar, Howrah
Profession | Veshanawi
Trading Com-
pany Pvt. Ltd. |
| 2. Shri Sajjan Kumar Sharma
S/o Shri Keshardeo Sharma
35/1, Daspara Road
Liluah, Howrah
Service | NIL |
| 3. Shri Puskar Lal Gupta
S/o Shri Rameshwar Lal Gupta
5/1, Guha Park,
Liluah, Howrah,
Service | Nil |

BANKERS TO THE ISSUE :

Syndicate Bank,
2/B, Ganesh Chandra Avenue
Calcutta-700 013

BROKERS TO THE ISSUE :

CALCUTTA
Khemka & Co.,
161/1, Mahatma Gandhi Road
Calcutta-700 007

AHMEDABAD

Champaklal Bhailal Choksi
Manek Chowk, Near Share Bazar,
Ahmedabad-380001

BANGALORE

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| 1. Vijai & Company
9, Eleventh Main Road,
Malleswaram
Bangalore-560 003 | 2. M. Nanjappaiah Jahgirdar
205, K. Kamraj Road,
Bangalore-560 042 |
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BOMBAY

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| 1. Jamnadas Virji & Sons.,
8/812, Stock Exchange
Tower
Dalal Street Port,
Bombay-400 023 | 2. L. K. Panday
45/47, Apollo Street,
Bombay-400 023 |
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COCHIN

Mathew and Company
Mullassery Canel Road,
Ernakulam,
Cochin-682011

HYDERABAD

Laxmi Narayan Rathi,
4-5-173 & 174 Hashmat Gunj
Sultan Bazar,
Hyderabad-500001

INDORE

Govinddas Shrikishan Agrawal
97, M. T. Cloth Market,
Indore-2

MADRAS

Kothari & Sons.
Eldorado Building,
112, Nungambakkam
High Road
Madras-600034

NEW DELHI

Vinod Kumar & Co.
A-6, Connaught Place,
New Delhi-110001

KANPUR

Jhanwar Bros.
14/76, Civil Lines,
Kanpur-208001

PUNE

Ravindra A. Patankar
436, Narayan Peth
Near Lokhandra Talem
Pune-411030

AUDITORS :

M. M. Chopra & Co.
Chartered Accountants,
134/4, Mahatma Gandhi Road,
Calcutta-700007

MANAGEMENT :

The Company is managed by its Board of Directors. All the Directors of the Company are well experienced in Commercial and Business fields.

TAX BENEFITS :

The Board of Directors are advised that according to the Taxation Laws presently in force, the following tax benefits would be available :—

1. The Company is entitled to deduction of a 1/10th of the Specified expenditure including the expenses incurred on the issue of shares for a period of 10 successive years under section 35D of the Income-tax Act, 1961.
2. Members of the Company who are themselves Indian Companies will be entitled to claim exemption from Sur-tax on the amount of dividends received by them from the Company. Such Companies can also have the benefits of appropriate deduction on dividends received by them from the Company under section 80M of the Income-tax Act, 1961.
3. Members of the Company who are individuals and Hindu undivided families would also be entitled to claim deduction from their total income the amount of dividends received from the Company together with other dividends etc., to the extent of Rs. 4,000/- per year under section 80L of the Income Tax Act, 1961.
4. Under Section 5(1A) of the Wealth Tax Act, 1957 the Wealth Tax will not be payable by members of the Company, being individuals and HUF on specified assets up to an aggregate amount of Rs. 1,65,000/- including shares in this Company.

AUDITOR'S REPORT

To

The Directors,
Hilton Trading Company Ltd,
2, Ganesh Chandra Avenue,
Calcutta-700013

Dear Sirs,

We have examined the accounts of M/s. HILTON TRADING COMPANY LIMITED, for the period from 16th October, 1982 (the date of incorporation) to 19th January, 1983 the last date upto which the accounts of the Company have been made up and found the same correct.

- (i) In accordance with the requirements of Clause 24 (2) of part II of Schedule II to the Companies Act, 1956, we report that no Profit and Loss Account have been prepared for the said period.
- (ii) We further report that in accordance with Provisions of clause 24 (2) of Part II of Schedule II to the Companies Act, 1956, the assets and liabilities of HILTON TRADING CO., LIMITED, as at 19th January 1983, are as under :—

ASSETS & LIABILITIES :

Current Assets :

Share Application Money

Cash in hand

Balance with Scheduled Bank

LOANS & ADVANCES :

Loan (Unsecured, considered good)

Miscellaneous Expenditure :

(To the extent not written off or adjusted)

Preliminary Expenses

Other Miscellaneous Expenses

Represented by :

Share Capital

55,700 Equity Shares of Rs. 10/- each

- (iii) We further report that the Company has not declared any Dividend so far.

134/4, Mahatma Gandhi Road,
Calcutta-700007

Dated, the 20th January, 1983

For M. M. CHOPRA & CO.,

Chartered Accountants,

M. M. CHOPRA

Proprietor.

THE STATUTORY AND GENERAL INFORMATION :

Incorporation & Main Objects of the Company :

The Company was Incorporated in the State of West Bengal under Companies Act, 1956 on 16th October 1982 and obtained the certificate for commencement of business on 11th November 1982. The Company has started the business of Investment and Financing since then.

The objects of the Company are as set out in the Company's Memorandum of Association, a printed copy of which is available for inspection. The main objects of the Company inter-alia are :—

1) To carry on all or any of the business of buyers, sellers, suppliers, Investors, traders, merchants, Importers, exporters, hirers, hire-purchase dealers, lessors, indenters, brokers, agents, assemblers, packers, stockists, distributors, and dealers of and in all kinds of agricultural products, food articles, forest products plantations crops like Tea, Coffee, Tobacco, minerals, metals, industrial and other wastes and bye-products, industrial and other gases, fire wood, coal and coke, oils and lubricants, fuels, Alcohol, wines and beverages, edible and non-edible oils, and fats, sugar and molasses, consumer goods, household goods, hardware and stores, plant and Machinery, generating sets, earth moving equipments, stores, spare parts and accessories, commercial, natural and man made fibres, textiles of all kinds, all types of cements, chemicals, drugs, building materials.

2) To carry on all or any of the business of Financiers of industrial, commercial and other enterprises and general financiers, film financiers, producers, distributors and exhibitors of Motion pictures and films, money lenders, sahuks, trustees, real estate owner, landlord, real estate agents, builders, underwriters, guarantors, hire-purchase dealers, Investors promoters, brokers and dealers of and in shares, debentures, securities, bonds obligations, claims, licences and charges, land, buildings, houses, easements, negotiable instruments, decrees, book-debts, patents, factories mines, industrial undertaking, business concerns, warehouses, property and right of all kinds, agricultural land, farms, gardens, flats, showroom, officers, residential units; shops and godowns, business of Insurance agents, safe deposit company and such other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949

3) To carry on the business of Investment and Financial Company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying

on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Dominion, Sovereign Ruler, Commissioner, Public Body or Authority, Supreme, Municipal, Local or otherwise, whether in India or elsewhere.

Names, Father's Name, Address 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 :—

Sl. No.	Names, Father's Name, Addresses and Occupation	Number of Equity Shares taken
1)	Balchand Purohit, S/o, Late Sherma' Purohit, 37/7, Mirpara Road, Bhatnagar, Howrah. (Profession)	200 (Two hundred)
2)	Sajjan Kumar Sharma, S/o, Shri Keshor Deo Sharma, 25/1, Das Para Road, Liluah, Howrah. (Service)	200 (Two hundred)
3)	Puhskar Lal Gupta, S/o, Shri Rameshwar Lal Gupta. 5/1, Guha Park, Liluah, Howrah. (Service)	200 (Two hundred)
4)	Ramji Lal Goenka, S/o, Late Jhabarmal Goenka, 2, Jagmohan Mallick Lane, Calcutta-7. (Business)	100 (one hundred)
5)	Gyan Prakash Agarwal, S/o, Radhe Shyam Agarwal, 2, Ganesh Chandra Avenue, Calcutta-13. (Service)	100 (one hundred)
6)	Raj Kumar Joshi, S/o, Hanuman Prasad Joshi, 115, Cotton Street, Calcutta. (Service)	100 (one hundred)
7)	Sushil kumar Purohit, S/o, Sri Balchand Purohit, 37/7, Mirpara Road, P. O Bhatnagar, Dist. Howrah. (Business)	100 (one hundred)
8)	Jagdish Prasad Purohit, S/o, Sri Balchand Purohit, 2, G. C. Avenue Calcutta-700013. (Business)	100 (one hundred)
9)	Basudeo Agarwal, S/o, Sri Ramdeo Agarwal, 2, Ganesh Chandra Avenue, Calcutta-13. (Service)	100 (one hundred)
Total :		1200 (One thousand two hundred)

OBJECTS TO THE ISSUE :

The issue is being made with the object of providing finance required for the Company's Business set out in detail under the heading "Capital Outlay."

CAPITAL OUTLAY :

Investment in shares and debentures of Joint-Stock by Government and Statutory bodies and to invest as loans, advances and for other business of the Company as may be decided by the Directors :—

Rs. 23,00,000/-

Working Capital :—

Rs. 43,000/-

Expenses of the Issue :—

Rs. 45,000/-

Preliminary expenses

Rs. 12,000/-

Rs. 24,00,000/-

Source of Finance :

Shares already Issued & Subscribed for

Rs. 5,57,000/-

Present Issue as per this Prospectus (including Shares reserved for

Rs. 18,43,000/-

Directors, their friends, relatives & associates).

Rs. 24,00,000/-

Minimum Subscription :

The minimum subscription in respect of the present issue will be subscription of 1,50,000 Equity Shares offered to the Public under the Prospectus. The Directors will proceed to allot shares covered by this Prospectus on receipt of the full amount to be paid at the time of application for these shares i. e. Rs. 3,75,000/-. The entire minimum subscription will be utilised for the Company's business and to meet the expenses of this issue.

Preliminary Expenses :

Preliminary Expenses amounting to Rs. 11,755/- have been incurred so far. A sum of Rs. 10,000/- was advanced by Sri B. C. Purohit, a Director of the company, for meeting the preliminary expenses.

Expenses of the Issue :

The expenses of the issue are payable by the Company inclusive of brokerage, legal charges, auditors and other fees estimated at Rs. 45,000/- and are to be met out of the proceeds of this issue

Brokerage and Underwriting Commission :

Brokerage at the rate of 1.5% on the issue price will be paid to Borkers and Bankers named earlier in this prospectus, as well as to the members of recognised Stock Exchange in India in respect of shares allotted as a result of application procured by them and bearing their stamp. No commission is payable to underwriters as no part of the issue has been underwritten.

Previous Commission, Brokerage and Discount of shares :

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

Issue otherwise than for Cash :

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

Issue at a Premium or Discount :

No amount has been paid or is payable by way of premium on any shares issued or agreed to be issued by the Company at any time. The Company has not issued any shares at a discount.

Option to Subscribe :

The Company has not entered into any contract or arrangement where by 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 :

The Share Capital of the Company is Rs. 24,00,000/- divided into 2,40,000 Equity Shares of Rs. 10/- each,

Rights of the Equity Shareholders :

Subject to the provisions of the Companies Act, 1956 and to the Articles of Association of the Company, the Profit of the Company which shall from time to time determined to be divided 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 the 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 right of the holders of the preference shares 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 thereafter 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 in 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 on which ought to have been paid up 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 every member present in person and being holder of Equity Shares shall have one vote and every person present either as a general proxy on behalf of a holder of Equity Shares if he is not entitled to vote in his own right or as a duly authorised representative of a body

corporate, being a holder of Equity Shares, shall have one vote, and on poll the voting right of Equity Shareholders shall be as specified in section 87 of the Companies Act, 1956.

The holders of Preference shares shall not be entitled to vote at general meeting of the Company except as provided for in section 87 of the Act.

No body corporate shall vote by proxy so long a resolution of its Board of Directors under the provisions of section 187 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote is tendered.

The Articles 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.

Where a body corporate (hereinafter called 'Member Company') is a member of the Company a person duly appointed by resolution in accordance with the provisions of Section 187 of the Act, to represent such member company at a meeting of the Company shall not by reason of such appointment, deemed to be proxy and the lodging with the Company at the office or production at the meeting of a copy of such resolution duly signed by one Director of such member company and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same right and power, including the right to vote by proxy on behalf of the member company which he represents as that member company could exercise if it were an individual member.

Any person entitled under the Transmission Articles to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that fortyeight hours at least before the time of holding the meeting or adjourned meeting

as the case may be at which he proposes to vote he shall satisfy the Board of his right to transfer such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic idiot or NON COMPOSMENTIS, he may vote whether on a show of hands or at a poll by proxy by his committee, CURATORBONIS or other legal curator and such last mentioned persons may give their votes by proxy.

Where there are joint registered holders of any share any one of such persons may vote at any meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, and if more than one of such joint-holder be present at any meeting either personally or by proxy, then one of the said persons, so present whose name stands first on the Register in respect of such shares alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of these Articles be deemed joint holders thereof.

On a poll votes may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

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 the issue of the shares of that class) may subject to the provisions of the Companies Act, 1956 and clause 51 of the Articles of Association of the Company, 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.

Restrictions on the Right to Transfer Shares :

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 shares.

Application for the registration of the transfer of a share may be made either by the transferor or the transferee provided that where such application is

made by the transferor no registration shall in case of a partly paid share be effected, unless the Company gives notices of the application to the transferee in the manner prescribed by Section 110 of the Act and subject to the provisions of these articles. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

The Company's Articles of Association provides that subject to section 111 of the Companies Act, 1956, the Board without assigning any reason, may within two months from the date on which the instrument was delivered to the Company may refuse to register any transfer of or the transmission by operation of law of the right to share.

No transfer shall be made to a minor or a person of unsound mind unless the shares are fully paid-up. No more than three persons shall be registered as joint holders of any shares.

Lien :

The Company has a first and paramount lien upon shares, not being fully paid-up shares, registered in the name of each member (whether solely or jointly hold) and upon the proceeds of sale thereof, for moneys 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 equitable interest in any shares shall be created except upon the footing and condition that articles 30 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 transfer of a share operate as a waiver of the Company's lien, if any, on such share.

Managing Directors :

Subject to the provisions of section 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. Presently the Company does not have any Managing Director.

Directors and Restriction on their powers :

Subject to the provisions of the Act, the Control of the Company shall be vested in the Board who shall be entitled to exercise all such acts and things as the Company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act, or any other statute or by the Memorandum of the Company or by the Articles or otherwise to be exercise 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 Act 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 regulation made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation has 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 and not more than nine. 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 Director as an addition to the Board but so that the total number of Director shall not any time exceed the maximum number fixed by the 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.

In the event of the Company borrowing any money from the Industrial Financial Corporation or Life

Insurance Corporation of India or any Government Body or Financial Institution or Bank while any money remains due to the said Corporation or the Government Body, or the Institution the said Corporation or the Government Body and Institution or Bank shall have and may exercise the rights and power to appoint from time to time any person or persons to be Director or Directors of the Company. Any person or persons so appointed at any time may be removed from office by the said Corporation or Government Body who may from the time of such removal or in case of death or resignation or the person or persons so appointed, appoint any other persons in his/their place, such appointment or removal shall be in writing signed by the Corporation or Government Body and served on the Company. Such nominated Directors shall not be required to hold any qualification shares nor they will be liable to retire by rotation provided that at no time the Directors not liable for retirement should not exceed 1/3rd of the number of the Directors of the Company for the time being.

The Directors are not required to hold any qualification shares.

Remuneration of Directors :

Unless otherwise determined by the Company in General Meeting each Directors shall be entitled to receive out of the funds of the Company for his services in attending meeting of the Board or Committee of the Board, a fee not exceeding Rs. 250/- per meeting of the Board or Committee of the Board attended by him, as may be determined by the Board from time to time. All other remuneration if any payable by the Company to each 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 to 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 connection of the attending Board and Committee meeting or otherwise incurred in the execution of their duties as director.

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 or the purpose of the Company or in giving special attention to the business of the

Company or as a member of Committee of the Board then subject to Section 198, 309 and 314 of the Act, the Board may remunerate the Director so doing whether by a fixed sum or by a percentage of profits or otherwise and such remuneration may be in addition to or in substitution for any other remuneration to whom he may be entitled.

Borrowings :

Articles 53 provides that the Board may from time to time at its discretion subject to the provisions of Section 58A, 292, 293 and 370 of the Act, raise or borrow, either from the directors or from elsewhere and secure the payment of any sums of money for the purpose or the Company.

Interest of Promoters and Directors :

The Promoters and Directors are or may be deemed to be interested to the extent of the 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.

Payment to Promoters and Directors :

A sum of Rs. 10,000/- has been paid to Sri B. C. Purohit, a Director or Promoter of the Company, being reimbursement of amount advance by him.

Indemnity :

The Articles of Association of the Company provided that every Director or Officer of the Company or any person employed by the Company and any person appointed as Auditors shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Directors, Officer, Employee or Auditors 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 633 of the Companies Act, 1956, in which relief is granted to him by the Court.

Revaluation of assets and Capitalisation of Reserves :

There has been no revaluation of assets or

capitalisation of reserves of the Company since Incorporation.

Previous Share Capital Issue :

12,00 Equity Shares of Rs. 10/- each fully paid up were taken by the subscribers to the Memorandum of Association of the Company. 54,500 shares of Rs. 10/- each fully paid-up have been subscribed by and allotted to the friends and associates of the promoters.

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 2, Ganesh Chandra Avenue Calcutta-700 013 between 10-30 a.m. to 12-00 noon and 2-00 p.m. to 4-00 p.m. on any working day (except Saturday and holiday) for the period from the date of Publication of the Prospectus until the closing of the subscription list :

1. Memorandum and Articles of Association.
2. Certificate of Incorporation.
3. Certificate for Commencement of Business.
4. Report of the Auditors of the Company.
5. Consent Letter of Bankers, Auditors' and Brokers.

Consent :

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

M/s. M. M. Chopra & Co., Auditors of the Company have given their written consent to the issue of this Prospectus with the inclusion herein of the report in the form and context in which it appears and such consent has not been withdrawn.

Registered Office :

2, Ganesh Chandra Avenue,
Calcutta-700 013
Dated, the 21st January 1983

BALCHAND PUROHIT
SAJJAN KUMAR SHARMA
PUSHKAR LAL GUPTA

} Directors