

J. J. AUTOMOTIVE LIMITED

(Incorporated on the 19th August, 1981 under the Companies Act, 1956)

Public Issue of 1,20,000 Equity Shares of Rs. 10/- each at Par.

This issue of Equity Shares is within the description of Rs. 10/- under the Capital Issue (Exemption) Order, 1957. A copy of the Prospectus, having attached thereto the documents required to be filed under Sec. 60 of the Companies Act, 1956 has been delivered for registration to the Registrar of Companies, West Bengal.

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

PROSPECTUS

FOR PUBLIC ISSUE OF

1,20,000 Equity Shares of Rs. 10/-

each for cash and at par

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

ANY PERSON WHO:

- (a) Makes a false statement in an application to a Company for acquiring or subscribing for any Shares therein, or
- (b) Otherwise induces a Company to allot or register any issue of Shares therein to him, or any other person in contravention of the provisions of the ACT.

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

Registered Office :

25/B, PARK STREET,

CALCUTTA-700 016

J. J. AUTOMOTIVE LIMITED

(Incorporated on the 19th August, 1981 under the Companies Act, 1956)

Public Issue of 1,20,000 Equity Shares of Rs. 10/- each at Par.

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

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

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY 23RD NOVEMBER 1981 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON THURSDAY 3RD DECEMBER 1981 OR EARLIER, AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON WEDNESDAY 25TH NOVEMBER 1981.

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

ANY PERSON WHO :

- (a) Makes in a fictitious name 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 23-11-81

EARLIEST CLOSING DATE 25-11-81

SHARE CAPITAL :

Authorised :

2,00,000 Equity Shares of Rs. 10/= each Rs. 20,00,000.00

50,000 Unclassified Shares of Rs. 10/= each Rs. 5,00,000.00

Rs 25,00,000.00

Issued, Subscribed and Fully Paid up :

50,000 Equity Shares of Rs. 10/- each
fully paid up in cash

Rs. 5,00,000.00

Present Issue for cash at par :

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

Rs. 15,00,000.00

Out of the present Issue :

30,000 Equity Shares of Rs. 10/- each have been
reserved for promoters, their relatives, and
friends and business associates

Rs. 3,00,000.00

Now offered to the public for subscription at par in terms of this prospectus :

1,20,000 Equity Shares of Rs. 10/= each

Rs. 12,00,000.00

TERMS OF PAYMENT :

Per Equity Share :

On application

Rs. 5/-

On allotment

Rs. 5/-

Application may be made only by Residents in India and non-resident Indians/ persons of Indian origin residing abroad and must be for a minimum of fifty shares or multiples thereof.

Applications must be made on the form accompanying the Prospectus and in accordance with the instructions contained in the form, and will be refused if not so made. The shares hereby issued are subject to the terms of this prospectus, the said application form and the Memorandum and Articles of Association of the Company.

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

Applicants should submit only one application (and not more than one) for the total number of shares required. Application may be made in single or joint names of not more than three persons. Two or more applications in single and/or joint names will be deemed to be multiple application if the sole and/or first applicant is one and the same. The Board of Directors reserve their right to reject in its absolute discretion, all or any multiple applications. There are no Preference Shares.

Application Forms from non-resident Indians persons of Indian origin residing abroad, properly completed together with remittance from abroad towards the amount payable on application through approved Banking Channel or out of funds held in the non-resident (external) account along with documentary evidence in this behalf must be delivered before closing of the subscription list to any of the Bankers to the issue named in the prospectus at any of the branches at the places mentioned against their names in the application form.

The Company, as required by the Reserve Bank of India, shall apply to the Reserve Bank of India for its permission in the manner prescribed by the Reserve Bank of India to accept such application from non-resident Indians/persons of Indian Origin residing abroad. Non-resident Indians/persons of Indian origin residing abroad need not apply direct to Reserve Bank of India for permission to purchase shares of the Company.

The application form properly completed together with the amount payable on application at the rate of Rs. 5/- per share must be lodged on or before the closing of banking hours on the closing date of the subscription list with the Bankers to the issue named hereunder at their branches and offices mentioned on the application form. No receipts will be issued for the application money. However, the Bankers to the issue will acknowledge their receipt of the application by stamping and returning to the applicant the perforated acknowledgement slip at the bottom of such application form.

Payment may be made in cash or by cheque or draft. Cheques or Drafts should be drawn on a Scheduled Bank included in the second Schedule to the Reserve Bank of India Act, 1934 or any bank which is member or sub-member of Clearing House located at the particular place where the application is tendered. Application tendered with out-station cheques will be liable to be rejected. Cheques or drafts should be made payable to the bankers to the issue aforesaid with whom the application is lodged and marked 'A/C. J. J. Automotive Ltd.-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. Where a letter of Allotment is issued to notify the allotment, Share Certificate will be ready for delivery in exchange for the letter of allotment within three months from the date of Allotment. The Directors reserve the right to accept or reject any application in whole or in part without assigning any reason.

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

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

Application for Shares must be made in the names of individuals, limited companies, statutory corporations or institutions and not in the names of minor, partnership firm, or a trust (unless the trust is registered under the 'Societies Registration Act' and is authorised by its Memorandum and Rules to hold Shares in a Company).

Copies of this Prospectus and Form of Application may be obtained from the Brokers and Bankers named herein.

DIRECTORS :

1. Sri Kailash Prasad Jhunhunwala,
S/o. Lt. Jhabar Mal Jhunhunwala,
3, Loudon Street,
Calcutta-700017,
(Business).
2. Sri Anil Jhunhunwala,
S/o. Sri K. P. Jhunhunwala,
3, Loudon Street,
Calcutta-700 017,
(Business).
3. Sri Ramesh Kumar Almal,
S/o. Sri Murlidhar Almal,
4, Gurusaday Road,
Calcutta-700 019,
(Business).
4. Sri Anand Raj Jain,
S/o. Late R. L. Jain,
7, Kiran Shankar Ray Road,
Calcutta-700 001,
(Advocate).

REGISTERED OFFICE :

25B, Park Street,
Calcutta-700016.

BANKERS TO THE ISSUE :

1. Indian Overseas Bank,
Free School Street Branch,
14, Park Mansions,
Calcutta-700 016.

and their Main Office at :

Agra, Allahabad, Ahmedabad, Bangalore, Bombay,
Coimbatore, Cochin, Hyderabad, Indore, Jaipur,
Jabalpur, Jammu, Kanpur, Lucknow, Madurai,
Madras, New Delhi, Nagpur, Pune, Srinagar and
Varanasi.

2. United Commercial Bank,
Rafi Ahmed Kidwai Road Branch,
44A, Rafi Ahmed Kidwai Road,
Calcutta-700 016.

and their main Offices at :

Agra, Ahmedabad, Allahabad, Bombay, Banga-
lore, Cochin, Coimbatore, Hyderabad, Indore,
Jammu, Jaipur, Jabalpur, Kanpur, Lucknow,
Madras, Madurai, Nagpur, New Delhi, Pune,
Srinagar and Varanasi.

BROKERS TO THE ISSUE :

CALCUTTA

1. S. K. Bhattar,
7, Lyons Range,
Calcutta-700001.
2. Singhanian Bros.,
16, India Exchange Place,
Calcutta-700001.

BOMBAY

Jamunadas Virji & Sons,
5, Haman Street,
Bombay-400001.

DELHI

Bharat Bhusan & Co.
H-45, Cannaught Place,
New Delhi-110001.

MADRAS

V. S. Krishnaswami & Co.
42, Armenian Street,
Post Box No. 265,
Madras-600001.

COCHIN

Mathew & Co.,
Mullassery Canal Road,
ERNAKULAM,
COCHIN-682 011.

BANGALORE

Vijai & Company,
Vijai Building,
9, Eleventh Main Road,
Post Box 319,
Malleswaram, Bangalore-560003.

INDORE :

Pushkarlal Ghudewala,
44, Bada Sarafa,
Indore-452002.

AHMEDABAD :

Champaklal Bhailal Chokshi,
Manek Chowk,
Near Share Bazar,
Ahmedabad-380001.

HYDERABAD :

Laxminarayan Rathi,
4-5-173 & 174, Hasmat Ganj, Sultan Bazar,
Hyderabad-500001.

AUDITORS :

G. P. AGRAWAL & CO.
7, Kiran Shankar Ray Road,
Calcutta 700001.

UNDER WRITING :

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 Commercial and Business field.

Tax Benefits :

- i) The Company and in case where member of the Company who are themselves companies shall be entitled to the benefits of total exemption from Sur-tax and partial exemption from Income-Tax on dividends received by them from this company to the extent provided under section 80-M of the Income-tax Act, 1961.
- ii) The members of the Company being individuals shall be entitled to claim deduction from their total income to the extent of Rs. 3000/- per year in respect of specified items including dividends from Indian Companies, Under section 80-L of the Income-Tax Act, and
- iii) The Members of the company being individuals shall be entitled to exemption from Wealth Tax on specified financial assets to the extent of Rs. 1.5 Lacs, including Shares in this Company under Section 5 (1A) of the Wealth Tax Act, 1957.

AUDITORS REPORT

To
The Directors,
J. J. Automotive Limited,
25/B, Park Street,
Calcutta-70016.

Dear Sirs,

We have examined the Books of Account of M/S. J. J. AUTOMOTIVE LIMITED for the period from 19th August, 1981, (the date of incorporation) to 30th September, 1981 and in accordance with the provisions of Clause 24 (2) (a) and (b) of Part 11 of Schedule II of the companies Act, 1956 we are to report as follows :

1. Profit and Loss Account :

The Company has not yet started the business activities during the above period.
The working results of the Company for the period ended on 30th September, 1981 are as under :

Income Nil

Expenditure Nil

2. Assets and Liabilities :

We further report that the Assets and Liabilities as at 30th September, 1981 are as stated below :—

Assets—

Rs. P.

i) Current Assets

Cash in hand 408 25

Cash at Bank

In Current Accounts 2,77,000 00

ii) Miscellaneous Expenditure

(To the extent not written off or adjusted)

Preliminary Expenses 9,573 75

Share Issue Expenses 18 00

2,87,000 00

Represented by :

Share Capital :

27,700 Equity Shares of Rs. 10/- each
fully paid in cash

2,77,000 00

Unsecured Loan :

Free of Interest From Director

10,000 00

2,87,000 00

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

7, Kiran Shankar Ray Road,
Calcutta-1, the 12th day of October, 1981

For G. P. AGRAWAL & CO.
Chartered Accountants.
A. K. AGRAWAL
Partner.

OTHER STATUTORY AND GENERAL INFORMATION

Incorporation & Main Objects of the Company :

The Company was incorporated on 19th August, 1981 in the State of West Bengal under the Companies Act, 1956 and obtained the Commencement of Business Certificate on 21st September, 1981.

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 :—

Name, Father's Name, Address and Occupation of the Subscribers	Number of Equity Shares taken by each Subscriber
1. Kailash Prasad Jhunjunwala, S/o. Late Jhabarmal Jhunjunwala, 3, Loudon Street, Calcutta-700 017, (Business).	100
2. Sri Anil Jhunjunwala, S/o. Sri K. P. Jhunjunwala, 3, Loudon Street, Calcutta-700 017, (Business).	100
3. Sri Ramesh Kumar Almal, S/o. Sri M. D. Almal, 4, Gurusaday Road, Calcutta-700 019, (Business).	100
4. Anand Raj Jain S/o. Late Ranulal Jain, 7, Kiran Shankar Ray Road, Calcutta-700 001, (Advocate).	100
5. Kanaklata Jhunjunwala, W/o. K. P. Jhunjunwala, 3, Loudon Street, Calcutta-700 017, (Business).	100
6. Sharat Chandra Agarwal, S/o. Sri B. P. Agarwal, 92F, Alipore Road, Calcutta-700 027, (Service).	100
7. Sri Bhupen Kumar Vyas, S/o. Late K. G. Vyas, 67/B, Ashutosh Mukherjee Road, Calcutta-700 025, (Service).	100
	700

The objects of the Company are as set out in the Companies Memorandum of Association, a printed copy of which is available for inspection. The main objects of the Company are :

Main objects to be pursued on incorporation :

1. To carry on all or any of the business of manufacturers, assemblers, fitters, engineers, erectors, founders, smelters, refiners, makers, drawers, sinkers, workers, repairers, hirers, hire purchase dealers, importers, exporters, agents, distributors, representatives, stockists, proprietors, contractors, merchants, suppliers, manipulators and dealers of and in all kinds of automobile and motor vehicle parts and accessories, ball, roller, needle and taper bearings, bearing parts, mill stores, hardware, engineering and mining stores and equipments, pig iron & steel of all kinds, all kinds of ferrous and non-ferrous metals and alloys, Iron and metals Scraps, power equipments, machinery, machinery parts and accessories, engineering goods of all kinds, tools and implements of all kinds, machine tools, cast iron, steel and metal goods, iron, steel and other metal castings and forgings, agricultural machinery & implements & accessories, wagons, trolleys, coaches, chassis, handling and loading equipments, hydraulic presses, diesel engines, compressors, winches, motors, tools, structural & building materials, lathes, milling machine, drilling machines, grinding, lapping & hopping machines, presses, shears, bending machines, thread cutting machines, household appliances, electronic & radio products, storage batteries, dry cells, and all other machinery, accessories, parts, raw materials and produces required in connection therewith.
2. To carry on all or any of the business of manufacturers, assemblers, fitters, engineers, repairers, buyers, sellers, hirers, hire purchase dealers, exporters, importers, selling agents, representatives, stockists, commission agents, del credere agents, distributors, brokers, proprietors, merchants, supp-

liers and dealers of motor boats, automobiles, and all other vehicle and means of transport by land, water and air, their components, parts & accessories of all kinds, tyres and tubes, raw materials, stores, semi-finished & finished goods required in connection therewith.

3. To carry on all or any of the business of financiers of industrial, commercial and other enterprises; general financiers; film financiers, producers, distributors and exhibitors, money lenders, sahkars, trustee, real estate owners, landlords, real estate agents, builders, underwriters, hire purchase dealers, investors, promoters, brokers and dealers of and in shares, stock, debentures, securities, bonds, obligations, claims, licenses and charges, land, buildings, houses, casements, negotiable instruments, decrees, bookdebts, patents, factories, mines, industrial undertaking, business concerns, warehouses, property and rights of all kinds, agricultural land, farms, gardenes, flats, show rooms, offices, residential units, shops and godowns, business of insurance agents, trust 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 Companies Act, 1949.

Promoters :

The company has been promoted by a group of businessmen having good experience in different types of trade and business, whose names appear under the heads Signatories to the Memorandum of Association in this prospectus.

Business prospectus and profitability :

The company has been established with the object of manufacturing, dealing and trading in automobile and motor vehicles parts and accessories etc. and financiers of industrial and commercial enterprises and general financiers etc. At present the company proposes to enter into partnership for carrying on business of dealing and trading in automobile parts.

Keeping in view of the growing demand for automobiles in the country there exists very good opportunity for this line of business. Therefore the directors are of the opinion that the company would be able to pay reasonable dividend on the capital of the company within a reasonable time barring unforeseen circumstances.

Object of 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 'Sources of finance'.

Minimum Subscription :

The minimum Subscription in respect of the present issue will be subscription of 1,20,000 Equity Shares offered to the public 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. 6,00,000/=. The entire minimum subscription will be utilised for the Company's business.

Expenses of the Issue :

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

Brokerage and Under-writing Commission :

Brokerage at the rate of 1% on the issue price will be paid to Brokers and Bankers named hereabove

in this Prospectus, as well as to the members of recognised Stock Exchanges in India in respect of Shares allotted as a result of applications procured by them and bearing their stamp. No Commission is payable to under-writers, as no part of the issue has been under-written.

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

Classes of Shares :

The Share Capital of the Company is Rs. 25,00,000/= divided into 2,00,000 Equity Shares of Rs. 10/= each and 50,000 Unclassified 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 profits of the Company 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, if any, in the payment of 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 rights of the holders of the Preference Shares of the Company, if any, 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 insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of 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 either as a general proxy on behalf of a holder of Equity Share if he is not entitled to vote in his own right, or as a duly authorised representative of a body corporate being a holder of Equity Shares, shall have one vote and on poll the voting right of Equity Shareholders shall be as specified in Section 87 of the Companies Act, 1956.

The Articles of Association of the Company also provide that no Member shall be entitled to exercise any voting right either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

Modification of Rights :

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

Restriction on the Right to Transfer Share :

The Company's Articles of Association provide 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 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.

Lien :

The Company has a first and paramount lien upon Share not being a fully paid up Share registered in the name of each member (whether solely or jointly held) and upon the proceeds of sale thereof for monies called or payable at a fixed time in respect of such Shares whether the time for payment thereof shall have actually arrived or not and no Equity interest in any Shares shall be created except upon the footing and condition that Article 42 is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such Shares. Unless otherwise agreed, the registration of a transfer of a Share shall operate as a waiver of the Companies lien, if any, on such Shares.

Managing Directors :

Subject to the provisions of Section 316 & 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 person in his place.

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

Directors and Restrictions 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 powers, and to do all such acts and things as the Company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or 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 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 Act or any other statute or in the Memorandum of the Company or in these 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 had not been made.

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

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

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

The Directors are not required to hold any qualification shares.

Unless otherwise determined by the Company in General Meeting each Director shall be entitled to receive, out of the fund of the Company for his services in attending meetings of the Board or a Committee of the Board a fee not exceeding Rs. 250/= per meeting of the Board or Committee of 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 whether in respect of his service as a Managing Director, in the whole or part-time employment of the Company shall be determined in accordance with and subject to the provisions of the Articles of Association of the Company and of the Act).

With the approval of the Board in appropriate cases, the Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses (including expenses so incurred by him for an escort) incurred in consequence of their attending Board and

Committee meetings or otherwise incurred in the execution of their duties as Directors.

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of residence for any of the purposes of the Company or in giving special attention to the business of the Company or any member of a committee of the Board than, subject to Sections 198, 309 and 310 of Act, the Board may remunerate the Directors so doing either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

Indemnity :

The Articles of Association of the Company provides that every Director or Officer of the Company or any person whether officer of the Company or not employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Officer, Employee or Auditor 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 Act, in which relief is granted to him by the Court.

Preliminary Expenses :

The amount of preliminary expenses including the issue expenses has been estimated to be Rs. 60,000/-. Expenses amounting to Rs. 10,000/- were borne by the Promoters of the Company, and are to be reimbursed to them.

Revaluation of Assets and Capitalisation of Reserves :

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

Material Contracts :

The company has entered into an agreement with Smt. Kanaklata Jhunjhunwala and Sri Anil Jhunjhunwala on the 1st day of October, 1981 to become a Partner in a Partnership firm carrying on business under the name and style of M/s Federal Automotives. Sri Anil Jhunjhunwala is interested in the aforesaid agreement as a partner of the firm and Sri K. P. Jhunjhunwala is interested in the aforesaid agreement as a relative of some of the partners of the firm.

This contract (not being contract entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of this prospectus) or may be deemed to be material have been entered into by the Company.

Interest of Directors and Promoters :

Directors and Promoters are or may be deemed interested to the extent of the remuneration which they are entitled in the Company's Articles of Association and to the extent of any share being held by them or which may be subscribed by and allotted to them and Shri K. P. Jhunjhunwala and Sri Anil Jhunjhunwala are interested in the agreement entered into by the Company on 1st October, 1981 to become a partner in M/s. Federal Automotives in which Shri Anil Kumar Jhunjhunwala himself is a partner and the relatives of Sri K. P. Jhunjhunwala are partners as stated under the heading Materials Contract in this prospectus.

Payment of benefit to promoters and Officers :

Save as stated in this Prospectus no amount of benefit has been paid and none of the directors or promoters is in any way interested in the promotion of the company except as Director or Shareholder or partner or relative of partner in the Partnership Firm of

M/s. Federal Automotives as stated under the heading Interest of Promoters and Directors. No benefit has been paid or given or is intended to be paid or given to any Promoter or Officer except the normal remuneration and/or perquisites for services as Directors, Officers or employees of the Company.

Borrowing Powers :

The Board may from time to time at their discretion but subject to the provision of the act raise or borrow any sum or sums of money for the purposes of the Company and may secure payment or repayment of the same in such manner and upon such terms and conditions in all respect as it think fit and in particular, by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present & future).

PREVIOUS CAPITAL ISSUE :

50,000 Equity Shares of Rs. 10/= each fully paid up have been taken by the subscribers, promoters, directors, their friends, relatives and business associates.

Inspection of Documents :

Documents referred to below may be inspected at the Registered office of the Company situated at 25B, Park Street, Calcutta-700016 between 10-30 A. M. to 12-00 Noon and 2-30 P. M. to 4-00 P. M. on any working day (except Saturday and Holidays) for a period of fourteen days from the date of publication of the Prospectus or until 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 the Auditors of the Company,
- v) Consent letters of Bankers, Auditors & Brokers.

vi) Agreement entered into between the company and Smt. Kanaklata Jhunjunwala and Sri Anil Jhunjunwala on 1st October 1981.

Registered Office :

25/B, Park Street,
CALCUTTA-700 016,

Date the 29th day of October, 1981

Previous Commission, Brokerage and Discount on Shares :

Save for the Brokerage payable as mentioned above, no sum 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.

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 Act and have not been withdrawn.

Messrs G. P. Agrawal & 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.

Capital Outlay :

The Capital outlay of the Company's business as stated therein is estimated as follows :

Working Capital	Rs. 19,40,000.00
Expenses of this issue and other preliminary expenses.	Rs. 60,000.00
	<u>Rs. 20,00,000.00]</u>

Sources of Finances :

Shares already issued and subscribed for	Rs. 5,00,000.00
Shares Reserved for promoters, their relatives, friends, and business associates.	Rs. 3,00,000.00
Present public issue as per this Prospectus	Rs. 12,00,000.00
	<u>Rs. 20,00,000.00</u>

KAILASH PRASAD
JHUNJHUNWALA

Per. pro. ANIL JHUNJHUNWALA

BHUPEN VYAS

Per. pro. RAMESH KUMAR ALMAL

KAILASH PRASAD
JHUNJHUNWALA

} Directors

ANAND RAJ JAIN