

KALPATARU ENGINEERING LTD.

PROSPECTUS

**PUBLIC ISSUE OF 1,20,000 EQUITY SHARES
OF Rs. 10/- EACH ISSUED FOR CASH AT PAR**

REGISTERED OFFICE :

**157, NETAJI SUBHASH ROAD,
3RD FLOOR, ROOM NO. 212 CALCUTTA-700 001.**

KALPATARU ENGINEERING LTD.

Consent of the Controller of the Capital issue is not required as the present issue is exempted from the provision of Section 3, 4, and 5 of the Capital Issue Control Act, 1947 in terms of clause 4 of the Capital Issue (Exemption) Order, 1969.

A copy of this prospectus, having attached thereto to 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 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 THE BANKING HOURS ON THURSDAY THE 23RD JULY, 1981 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON THURSDAY THE 6TH AUGUST 1981 OR EARLIER AT THE DISCRETION OF THE DIRECTORS BUT NOT BEFORE AT THE CLOSE OF THE BANKING HOURS ON SATURDAY THE 25TH JULY, 1981.

Attention of the applicants is invited by sub-section (1) of the Section 68A of the Companies Act, 1956 which is produced below :—

ANY PERSON WHO—

- (A) MAKE IN A FICTITIOUS NAME IN 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 A FICTITIOUS NAME, SHALL BE PUNISHABLE WITH IMPRISONMENT FOR A TERM WHICH MAY EXTEND TO FIVE YEARS.
- REGISTERED OFFICE :
157, METALI SUBHASH ROAD,
3RD FLOOR, ROOM NO. 215, CALCUTTA-700 001.

KALPATARU ENGINEERING LIMITED

(Incorporated under the Companies Act, 1956)

Registered Office : 157, NETAJI SUBHASH ROAD, CALCUTTA-700 001.

SHARE CAPITAL :

Authorised :

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

Rs.

20,00,000

Issued, Subscribed & Paid up :

700 Equity Shares of Rs. 10/- each have been subscribed for Cash at par by the signatories to the Memorandum of Association

7,000

Present Issue for Cash at par :

1,99,300 Equity Shares of Rs. 10/- each

19,93,000

Out of the Present Issue :

79,300 Equity Shares of Rs. 10/- each have been reserved for allotment to promoters, Directors, their friends and relatives for cash at par to be paid simultaneously and in the same proportion with the allotment of Equity Shares offered to the public

7,93,000

Now offered to the Public for Subscription for Cash at par :

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

12,00,000

Terms of Payment :

(a) On Application	...	Rs. 2.50 per share
(b) On Allotment	...	Rs. 2.50 per share
(c) Balance in 1st Call and 2nd & Final Call @ Rs. 2.50 per share		Rs. 2.50 per share

Failure to pay the amount due on allotment will render the applicant liable to pay interest at the rate of 15% per annum and shall also render the share including the amount paid thereon liable to forfeiture.

Application must be made for minimum of 50 shares or multiples thereof. Every applicant should submit only one application for the number of shares required, multiple applications are liable to be rejected.

APPLICATION MAY BE MADE BY INDIAN NATIONALS AND MUST BE FOR A MINIMUM OF FIFTY SHARES OR MULTIPLES THEREOF.

APPLICATION MAY ALSO BE MADE BY NON-RESIDENT INDIANS/PERSONS OF INDIAN ORIGIN RESIDENT ABROAD SUBJECT TO WHAT IS STATED UNDER THE HEADING "APPLICATION AND ALLOTMENT" AT THE END OF THIS PROSPECTUS.

Applications must be made on the respective application forms accompanying the prospectus and in accordance with the instructions contained therein, and are liable to be rejected if not so made.

Rights of Share-holder concerned by this prospectus :

The 1,20,000 Equity Shares hereby issued are subject to the terms of this prospectus, the form of application and the Memorandum and Articles of Association of the Company and will rank paripassu in all respects with the existing issued Equity Shares of the Company.

BOARD OF DIRECTORS

Names, Addresses, Description and Occupation of Directors.	Other Directorship
1. SUBHASH AGARWAL, S/o. Shri Inderlal Agarwal, P-36, India Exchange Place, Calcutta-700 001. Company Director.	FOSTER ENGINEERING INDUSTRIES LTD. ACUMEN ENGINEERING INDUSTRIES LTD, FISONS ISPAT LIMITED PROSPEROUS ENGINEERING & PROCESSING INDUSTRIES LTD.
2. NIRANJAN AGARWAL, S/o. Shri Inderlal Agarwal, P-36, India Exchange Place, Calcutta-700 001. Business.	—do—
3. PATEL AGARWAL, S/o. Shri Inderlal Agarwal, P-36, India Exchange Place, Calcutta-700 001. Business.	—do—

REGISTERED OFFICE :

157, NETAJI SUBHASH ROAD,
3rd Floor, Room No. 212,
CALCUTTA-700 001.

BANKERS TO THE COMPANY :

THE VYSYA BANK LIMITED,
77, Netaji Subhas Road,
Calcutta-700 001.

AUDITORS :

M/s. D. N. AGRAWAL & ASSOCIATES,
Chartered Accountants,
26, Burtolla Street,
Calcutta-700 007.

BANKERS TO THE ISSUE :

PUNJAB NATIONAL BANK,
135/136, Biplabi Rash Behari Basu Road,
Calcutta-700 001.

BROKERS TO THE ISSUE

AHMEDABAD : Champaklal Bhailal Chokshi,
Manek Chowk (Near Share Bazar),
Ahmedabad-380 001.

COCHIN : Mathew & Co.,
38/1048(2), Malleshwamy Canal
Road (Near Passport Office),
Ernakulam,
Cochin-682 011.

BOMBAY : Jamnadas Virji & Sons,
Stock Exchange Plaza,
Room No. 812, 8th Floor,
Dalal Street,
Bombay-400 023.

HYDERABAD : Lakshminarayan Rathi,
4-5-173 & 174, Hasmat Gunj,
Sultan Bazar,
Hyderabad-500 001.
A. P.

BANGALORE : Vijai & Company,
9, Eleven Main Road,
Malleshwaram,
Bangalore-560 003.

INDORE : Pushkarlal Ghudawala,
44, Bada Sarafa,
Indore-452 002.

CALCUTTA : Luxmi & Co.,
16, India Exchange Place,
Calcutta-700 001.

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

Day Co.,
7, Lyons Range,
Calcutta-700 001.

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

CONSENTS :

Consents in writing of the above named Auditors, Bankers and Brokers to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal and none of the consents has been withdrawn. The Auditors have given their written consent to the issue of this Prospectus with their reports included in the form and context in which it appears and such consent has not been withdrawn upto the date of delivery of the copy of this prospectus for registration with the Registrar of Companies, West Bengal.

INCORPORATION AND OBJECTS :

The Company was incorporated as a Public Limited Company on 18th November, 1980 in West Bengal and obtained the Commencement of Business Certificate on 28th November, 1980. The objects for which the company has been incorporated are given in the Memorandum of Association.

MANAGEMENT :

The Company is presently managed by the Board of Directors. All the Directors of the Company are experienced in commercial, administration etc. in business field.

COMPANY'S BUSINESS AND PROSPECTS :

The Company proposes to start the business as manufacturers, processors, producers, exporters, importers, traders, dealers, distributors, buyers, sellers in steels.

Traders or manufacturer of Iron founders and allied products dealings in machinery and hardware of all kinds.

To work as electrical, civil and mechanical engineers, contractors and to carry on the business concerning all kinds of electrical goods and dealings in forgings of all types of ferrous and non-ferrous metal etc. The Directors feel that, subject to unforeseen circumstances, the Company will keep on earning profits and will be in a position to declare reasonable dividend on Equity Shares within a reasonable time.

TAX BENEFIT :

The Directors are advised that according to the current laws, the following tax benefits will be available to the members of the Company :

1. Members of the Company, who are themselves companies will be entitled to a total exemption from surtax on dividends received by them from the company as also to the benefit under Income-tax Act of deduction of 60% of the dividends received by them from the Company under section 80-M of the Income-tax Act, 1961.
2. Members of the Company, who are individuals would be entitled to claim deduction from the total income to the extent of Rs. 3,000/- per year, in respect of specified items including dividends received from the Company as provided in section 80-L of the Income-tax Act, 1961.
3. Under section 5(1) (xxiii) of the Wealth-tax Act, 1957, Wealth-tax will not be payable by members of the Company who are individuals of Hindu Undivided Family on specified assets upto an aggregate amount of Rs. 1,50,000/- including shares in the Company.

OBJECTS OF THE ISSUE :

The objects of the present issue are to enable the Company to meet its requirement of working capital. The funds obtained through this issue could be utilised for providing finance required for the Company's business.

AUDITORS' REPORT

D. N. AGRAWAL & ASSOCIATES,
Chartered Accountants,
26, Burtolla Street,
Calcutta-700 007.

To
The Directors,
Kalpataru Engineering Limited,
157, Netaji Subhash Road,
3rd Floor, Room No. 212,
Calcutta-700 001.

Dear Sirs,

We have examined the books of accounts of Kalpataru Engineering Limited from 18th November, 1980 (the date of Incorporation) to 23rd June, 1981.

Based on our examination as aforesaid and in accordance with the requirements of Clause 24(1) of Part II of Schedule II of the Companies Act, 1956. We report that the Profits & Losses and Assets & Liabilities of the Company are :

I. PROFIT & LOSS ACCOUNT :

Income :

Rs.

Rs.

Expenditure :

Nil

Rent	...	700.00	
Salary	...	3,000.00	
Filing Fees	...	2,200.00	
Printing & Stationery	...	257.00	
Trade Licence Fees	...	50.00	
Miscellaneous Expenses	...	215.00	6,422.00
Deficit	...		6,422.00

Note : The Company has not carried out any business activity during the above period.

II. ASSETS & LIABILITIES AS AT 23RD JUNE, 1981

Assets :

Current Assets, Loans & Advances :

Cash in Hand	...	7,866.00	
Balance with Schedule Bank in Current Account	...	501.00	8,367.00

Less : Liabilities :

Unsecured Loan from a Company	...		15,000.00
Net Assets	...		(-) 6,633.00

Represented by :

Share Capital :

700 Equity Shares of Rs. 10/- each fully paid up in Cash	...		7,000.00
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Less : Miscellaneous Expenditures :

(To the extent not written off or adjusted)

Preliminary Expenses	...	7,211.00	
Profit & Loss Account	...	6,422.00	13,633.00
Shareholders Fund	...		(-) 6,633.00

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

Yours faithfully,

For D. N. AGRAWAL & ASSOCIATES
(D. N. AGRAWAL)

Proprietor.

Chartered Accountants.

26, Burtolla Street,
Calcutta-700 007.

The 24th June, 1981.

MAIN OBJECTS OF THE COMPANY :-

The main objects of the Company are set out in its Memorandum of Association which includes the following :-

1. To carry on the business of manufacturers, processors, melters, converters, producers, exporters, importers, traders, dealers, distributors, buyers, sellers in steels including mild, high speed, high carbon steels, special steels, stainless steels, iron, metals and alloys, ingots billets, bars joists, angles, rounds, squares, flats, sheets, casting wires, rails, rolling materials.
2. To carry on the business of trader or manufacturer of Iron foundries, iron masters, plate makers, smiths steel makers, steel fabricators, mechanical engineers, manufacture of machinery and implements of all kinds. Brass foundries, boiler maker, metallurgists and to buy & sell, manufacture repair, alter, let on hire and deal in machinery, implements and hardware of all kinds.
3. To work as electrical, civil and mechanical engineers and to carry on the business of manufacturers, dealers, exporters and importers of all kinds of electrical goods, instruments, apparatus, appliances, machinery and wires and to carry on the business as contractors and to execute contracts for works involving the supply or other works comprised in such contracts.
4. To carry on the business of designing manufacturing improving, buying, hiring, repairing, selling and dealing in forgings of all types of ferrous and non-ferrous metals of any weight for any industry.

MINIMUM SUBSCRIPTION :

The minimum amount which in the opinion of the Directors must be raised by the issue of share capital is Rs. 3,00,000/- being the aggregate amount payable on applications at the rate of Rs. 2.50 per share in respect of 1,20,000 Equity Shares of Rs. 10/- each now issued to the public. The Directors will proceed to allot the said shares on receipt of Rs. 3,00,000/- being the aggregate amount payable on application for the subscription of 1,20,000 Equity Shares of Rs. 10/- each at the rate of Rs. 2.50 per Equity Share.

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.

PREVIOUS OFFER :

No shares have been offered before to the public for subscription.

ISSUE OF SHARES FOR CONSIDERATION OTHERWISE THAN FOR CASH :

No shares have been issued as fully or partly paid up for consideration otherwise than for cash within two years preceding the date of this prospectus.

ISSUE AT PREMIUM OR DISCOUNT :

No amount has been paid or is payable by way of premium on any share issued and agreed to be issued by the Company at any time so far. The company has neither issued or agreed to issue any share at a discount.

- 5) To act as investors by way of acquiring holding, selling, buying, transferring, subscribing any shares, bonds, stocks, debentures, debenture stocks and other obligations and securities issued, guaranteed by any government, publicbody or authority whether in India or elsewhere and to act as underwriters, guaranters, financiers and to lend or deal with money either with or without interest or securities to such individuals, firms, bodies corporate and institutions and upon such terms and conditions as the Company may think fit but not amounting to banking business as defined under the Banking Companies Act, 1949.

machinery and implements of all kinds. Brass foundries, power maker, metallurgists and to buy & sell, manufacture repair, alter, let on hire and deal in machinery, implements and hardware of all kinds.

3. To work as electrical, civil and mechanical engineers and to carry on the business of manufacturers, dealers, exporters and importers of all kinds of electrical goods, instruments, apparatus, appliances, machinery and wires and to carry on the business as contractors and to execute contracts for works involving the supply or other works comprised in such contracts.
4. To carry on the business of designing manufacturing improving, buying, hiring, repairing, selling and dealing in forgings of all types of ferrous and non-ferrous metals of any weight for any industry.

MINIMUM SUBSCRIPTION :

The minimum amount which in the opinion of the Directors must be raised by the issue of share capital is Rs. 3,00,000/- being the aggregate amount payable on applications at the rate of Rs. 2.50 per share in respect of 1,20,000 Equity Shares of Rs. 10/- each now issued to the public. The Directors will proceed to allot the said shares on receipt of Rs. 3,00,000/- being the aggregate amount payable on application for the subscription of 1,20,000 Equity Shares of Rs. 10/- each at the rate of Rs. 2.50 per Equity Share.

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ISSUE AT PREMIUM OR DISCOUNT :

No amount has been paid or is payable by way of premium on any share issued and agreed to be issued by the Company at any time so far. The company has neither issued or agreed to issue any share at a discount.

EXPENSES OF THE ISSUE :

The expenses of the issue payable by the Company inclusive of brokerage, printing, distribution, publicity, expenses, registration fees, legal charges, bank charges and Auditors fees etc., are estimated at Rs. 30,000/- and are to be met out of the funds of Company including proceeds of the issue,

BROKERAGE :

Brokerage will be paid by the Company at the rate of 1% (one percent) on the nominal value of shares offered to the public on the basis of allotments made against applications bearing the stamp of brokers named earlier in the Prospectus as well as to member of any recognised stock exchange in India. Brokerage at the same rate will be payable to the bankers to the issue in respect of allotments made against application produced by them provided that the relative forms of application bear their respective stamp in the brokers column. No brokerage will be payable on shares which may be subscribed for by the Directors in view of the undertaking given by them to take up shares remaining unsubscribed by the public.

PREVIOUS COMMISSION, BROKERAGE AND DISCOUNT ON SHARES :

No sums have been paid within the two years period preceding the date of this prospectus or are payable as commission, brokerage or discount for subscribing or agreeing to be subscribed for procuring or agreeing to procure subscription for any other charges of the Company. The company has also not paid or agreed to pay any commission, brokerage or discount in respect of the Equity Shares that may be subscribed by the Directors as stated above.

UNDERWRITING COMMISSION :

No underwriting commission is payable by the company. No part of this issue is underwritten.

CAPITALISATION OF RESERVES :

There has been no capitalisation of reserves of the Company since incorporation.

REVALUATION OF ASSETS :

No revaluation of any assets has been made since the incorporation of the Company.

OPTION TO SUBSCRIBER :

The company has not entered into any contract or arrangement whereby any option or preferential right of any kind has been given to any person to subscribe for any share in the Company except the shares reserved for allotment to Directors and their associates in view of their undertaking mentioned herein-before.

PAYMENT OF RECEIPTS TO THE PROMOTERS OR OFFICERS :

Save as mentioned herein the company has not paid any money or given any benefit nor does it intend to pay any money or given 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.

CLASSES OF SHARES :

The Shares of the Company presently consist of one class namely Equity Shares.

RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL AND DIVIDEND :

The nature and extent of interest of shareholders in the property and profits of the Company are as provided in the Company's Articles of Association and the Companies Act, 1956.

VOTING RIGHTS :

Subject to any right or restriction for the time being attached to any class or classes of shares.

- (a) On a show of hands, every member present in person shall have one vote and
- (b) On a poll, the voting rights of members shall be as laid down in Section 87 of the Act.

In the case of the joint Holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders, for this purpose, seniority shall be determined by the order in which the names stand in the register of members.

No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares of the Company have been paid.

RESTRICTION ON TRANSFER OF SHARES :

The Board may, subject to the right of appeal conferred by section 111 of the Companies Act, 1956 decline to register.

- (a) the transfer of a share not being a fully paid share, to a person to whom they do not approve, or
- (b) any transfer of shares on which the company has a lien.
- (c) the instrument of transfer is not accompanied by the instrument of the share to which it relates and such other evidence as the board may responsibly require to show the right of the transferor.

LIEN ON SHARES :

The Company shall have first and paramount lien upon all partly paid up shares registered in the name of each member (whether solely or jointly with others) and shall also have such lien upon the proceeds of sale thereof for his debts, liabilities and engagements solely or jointly with any other persons to or with the company in respect of the shares in question and no equitable interest in any such share shall be created except upon the footing and condition, that provisions of these presents is to have full effect and 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 such shares shall operate as waiver of the Company's lien, if any, on such shares. Provided that the Company's lien shall be restricted to money called or made payable at a fixed time in respect of such shares.

DIRECTORS :

Subject to the provisions 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 Nine. 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 AND RESTRICTIONS THEREON :

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 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 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 of 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.

BORROWING POWERS :

The Board may from time to time at its discretion, subject to the provisions of the Companies Act., raise or borrow any sum, or sums of money for purposes of the Company and may secure payment or repayment of same in such manner and upon such terms and conditions in all respects as it think fit provided that the Board shall not without the sanction of the Company in general meeting borrow any sums of money which together with money already borrowed by the Company (apart from temporary loans obtained from the Company bankers in the ordinary course of business) will exceed the aggregate for the time being of the paid up capital of the Company and its free reserves that is to say reserves not set aside for any specified purpose.

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, a sum not exceeding Rs. 100/- 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 at Meetings of the Board of Directors or any committee thereof or general meetings of the company. Subject to the provisions of the 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 and 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.

MANAGING DIRECTOR :

Subject to the provisions 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 Director or Managing Director shall not be liable to retire by rotation. The Company so far has not appointed any Managing Director.

INTEREST OF PROMOTERS & DIRECTORS :

The Directors are interested to the extent of the remuneration payable to them as commission or fees for attendance at the meeting of the Board or of Committee thereof. All the Directors are also interested to the extent of reimbursement of travelling, hotel and other expenses if any, under the provisions of the Articles. All the Directors or promoters may be deemed to be interested in the Company to the extent of their respective shareholdings in the company and the shares, if any, that may be subscribed for by and allotted to them.

No Director or Officer of the Company has any interest in any of the brokers, the Bankers herein named.

SIGNATURES TO THE MEMORANDUM OF ASSOCIATION :

Names, Addresses, Description and Occupation of Subscribers.	Number of Equity shares taken by each subscriber.
1. SUBHASH AGARWAL, S/o. Shri Inderlal Agarwal, P-36, India Exchange Place, Calcutta-700 001. Occupation—Company Director.	100 (Hundred)
2. NIRANJAN AGARWAL, S/o. Shri Inderlal Agarwal, P-36, India Exchange Place, Calcutta-700 001. Occupation—Business.	100 (Hundred)
3. NAND KISHORE PATWARI, S/o. Shri Bansilal Patwari, 157, Netaji Subhas Road, Room No. 212 (3rd Floor), Calcutta-700 001. Occupation—Company Director.	100 (Hundred)
4. Smt. SULOCHANA DEVI AGARWAL, 297, Bangur Park, Rishra (Hooghly) W/o. Shri Shyam Sunder Agarwal, Occupation—Company Director.	100 (Hundred)
5. BABULAL AGARWAL, S/o. Shri Hari Narayan Agarwal, 5, Narayan Prasad Lane, Calcutta-700 007. Occupation—Commercial Executive.	100 (Hundred)
6. PATEL AGARWAL, S/o. Shri Inderlal Agarwal, P-36, India Exchange Place, Calcutta-700 001. Occupation—Business.	100 (Hundred)
7. SAJJAN KUMAR MITTAL, S/o. Shri Banarsi Lal Mittal, 11, Burtolla Street, Calcutta-700 007. Occupation—Business.	100 (Hundred)

INDEMNITY :

Every Officer or agent for the time being of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal 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 Court.

MATERIAL CONTRACTS & INSPECTION OF DOCUMENTS :

The contracts together with the documents referred to below, copies of all of which have been delivered to the Registrar of Companies, may be inspected at the Registered Office of the Company between 10-30 a.m. to 12-30 p.m. on any working day during a period of 22 days from the date of publication of this prospectus or until the closing of subscription list whichever is earlier.

- (1) Memorandum and Articles of Association of Company.
- (2) Certificate of Incorporation of the Company dated 18th November, 1980 and Business commencement certificate dated 28th November, 1980.
- (3) Auditors Report dated 24th June, 1981.
- (4) Consents of Bankers, Auditors and Brokers.

APPLICATION AND ALLOTMENT :

Application forms from Indian Nationals Resident in India properly completed together with cash, cheque or draft for the amount payable on application must be delivered before the closing of the subscription list to any of the bankers to the issue named in the prospectus at any of their branches at the place mentioned against their names in the application form. Application forms from non-resident Indians/ Persons of Indian Origin resident abroad, properly completed together with remittance from abroad towards the amount payable on application through approved banking channels or out of the funds held in the non-resident external accounts alongwith documentary evidence in this behalf must be delivered before the closing of 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 for its permission in the manner prescribed by the Reserve Bank of India to accept such investment from non-resident Indians/Persons of Indian Origin resident abroad.

Allotment of shares to non-resident, Indians/Persons of Indian Origin resident abroad shall be subject to the Company obtaining such permission from the Reserve Bank of India. Non-resident Indians/ Persons of Indian Origin resident abroad need not apply direct to Reserve Bank of India for permission to purchase shares of the Company.

No receipt will be issued on receipt of application money, however, the bankers to this issue will send to the applicant an acknowledgement slip attached to the application forms. Applicants to be notified in due course by despatch of allotment letter or shares certificates or letter of regret. The Directors reserve the full and uncontrolled right to reject any application in whole or in part without assigning any person. Where an application is rejected or not accepted in full the whole or any balance of the application money will be refunded to the applicants in terms of Section 73 of Act. In case of application in joint names refund pay orders will be issued in the same name of the first applicant. Allotment letter of share

certificates or letters of regret together with refund pay orders, if any, will be despatched to the applicants at the applicants risk within two months from the date of closing of the subscription lists, or such extended time as may be granted by the stock exchange at Calcutta from the date of closing of the subscription list but if allotment letters are issued share certificate in exchange will be ready for delivery to the allottees within three months from the date of allotment. Refund pay orders issued to the applicants will be payable at par at all places where recognised stock exchange exist namely Ahmedabad, Bombay, Bangalore, Calcutta, Delhi, Hyderabad, Indore, Madras, Srinagar, Kanpur, Puna, Nagpur, Lucknow, Coimbatore, Madurai, Jaipur, Agra, Varanasi, Jabbalpur, Allahabad, Cochin and Jammu. 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 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) and must be completed in full in block letters in English. Where applications are signed under a Power of Attorney the name must be lodged with the Company for registration and return.

An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or in joint names (not more than three). Two or more applications in single 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 the absolute discretion all or any multiple applications.

Permanent account number of the applicant allotted by the Income-tax authorities must be mentioned in the application form, where the application for shares exceeds the value of Rs. 20,000/- (Rupees twenty Thousand).

Cheques or Drafts should be made payable to the Bankers to the issue with whom the application is lodged and marked "A/C. KALPATARU ENGINEERING EQUITY ISSUE". A separate cheque or draft should accompany with each application and should be drawn in any bank (which is member or sub-member of clearing house located at Centres where there are stock exchanges) suitable in the town where the application is submitted. Out-station cheques or Drafts will not be accepted and applications accompanied with such cheques or drafts are liable to be rejected. Money Orders will not be accepted.

Refunds, if any, will be made by cheques or by Pay Orders drawn on the Bankers, to issue at Calcutta and Bank charges, if any, for encashing such cheques or Pay Order will however be payable at par at all branches of the Bankers where there are recognised Stock Exchanges and also at Srinagar.

Application forms with copies of the Prospectus may be obtained from the registered office of the Company, Brokers to the issue, Bankers to the issue named herein and from the branches of the bankers to the issue as stated in the application form. Application forms duly completed together with cash/cheque/bank draft should be delivered before the closing of the subscription list to the Bankers to the issue or to their branches and to the Company.

For further instructions please read the Application form carefully.

Place : Calcutta,

Date : 30th June 1981.

Sd/- SUBHASH AGARWAL
Sd/- NIRANJAN AGARWAL
Sd/- PATEL AGARWAL