

# **PROSPECTUS**

## **KAMDHENU Engineering Industries Limited**

**Public Issue of 1,45,000 Equity Shares  
of Rs. 10 each for cash at par**

This issue of Equity Shares is within the exemption limit of Rs. 50 lacs under the Capital Issues (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.

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

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY THE 17TH DAY OF AUGUST, 1981 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON SATURDAY, THE 22ND DAY OF AUGUST, 1981 OR EARLIER, AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON THURSDAY, THE 20TH DAY OF AUGUST, 1981.

Attention of applicant is drawn to sub-section (I) of section 68A of the Companies Act, 1956 (hereinafter referred to as the ACT) which is reproduced below :—

“Any person who

- (a) Makes in a fictitious name an application to a Company for acquiring 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”.



# Kamdhenu Engineering Industries Limited

( INCORPORATED UNDER THE COMPANIES ACT, 1956 )

## SHARE CAPITAL :

Rs.

### A. Authorised :

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

### B. Issued, Subscribed and paid up :

95,000 Equity Shares of Rs. 10/- each fully paid up  
Allotted for cash at per to promoters,  
Directors, their friends and associates. 9,50,000

### C. Present Issue :

**Now offered to the public for subscription for  
cash at par in terms of this Prospectus :**

1,45,000 Equity Shares of Rs. 10/- each 14,50,000

## TERMS OF PAYMENT

On application	Rs. 5/- per share
On allotment	Rs. 5/- per share

Failure to pay the amount due on allotment will render the allottee liable to pay interest thereon at such rate as may be fixed by the Directors not exceeding 12% per annum and also render the shares including the amount already paid on them liable to forfeiture.

Application 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 Memorandum & 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 except that they will qualify for dividend only from the date of allotment and that such dividend will be paid pro-rata to the period and the extent to which they are paid. 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 as mentioned in the application form.



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## BOARD OF DIRECTORS

### Name, address, description & occupation

1. SHRI VITHAL NATH KHANDELWAL  
Son of Shri M. C. Khandelwal  
5, Madan Chatterjee Lane,  
Calcutta-700 007.  
Business.
2. SRI ANIL KUMAR DUGGAL  
son of Sri D. D. Duggal  
2 R-183, H. M. Colony,  
Hindmotor, Hooghly ( W. B. )  
Chartered Accountant
3. SHRI DINESH SHANKAR NAGAR  
son of Shri P. S. Nagar  
395/1, Bangur Park,  
Rishra, Hooghly.  
Service.

### Other Directorships

**Director**  
EMERALD STEEL INDUSTRIES LTD.

### REGISTERED OFFICE

: 5. Ram Kumar Rakshit Lane,  
Calcutta-700 007.

### AUDITORS

: Agarwal Khaitan & Associates,  
Chartered Accountants,  
12, Waterloo Street,  
Calcutta-700 069.

### BANKERS OF THE COMPANY

: Allahabad Bank,  
India Exchange Place,  
Calcutta-700 001.

### BANKERS TO THE ISSUE

: ALLAHABAD BANK  
India Exchange Place,  
Calcutta-700 001.

## BROKERS TO THE ISSUE

### 1. CALCUTTA

- (i) R. C. NANDY  
7, Lyons Range,  
Calcutta-700 001.

- (ii) BIMAL KUMAR GHOSH  
7, Lyons Range,  
Calcutta-700 001.

### 2. NEW DELHI BHARAT BHUSHAN & CO. H-45, Cannaught Place, New-Delhi-1.

### 3. BOMBAY

JAMNADAS VIRAJ & SONS  
5A, Hamam Street,  
Bombay-400 001.

### 4. MADRAS

V. S. KRISHNASWAMI & CO.  
106, Armenian Street,  
P. B. No. 265, Madras-600 001.



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|---|--|
| <p>5. BANGALORE<br/>VIJAY &amp; CO.<br/>9, Eleventh Main Road,<br/>Malleswaram, Bangalore-560 003.</p> <p>6. INDORE<br/>PUSHKARLAL GHUDAWALA<br/>44, Bada Sarafa,<br/>Indore-452 002.</p> | <p>7. AHMEDABAD<br/>CHAMPAKLAL BHAILAL CHOKSHI<br/>Manek Chowk, Near Share Bazar,<br/>Ahmedabad-380 001</p> <p>8. HYDERABAD<br/>LAXMINARAYAN RATHI,<br/>Hashmat Gunj, Sultan Bazar,<br/>Hyderabad-500 001.</p> <p>9. MATHEW &amp; COMPANY<br/>Mullessery Canal Road,<br/>Near Passport Office,<br/>Ernakulam,<br/>Cochin-682 011</p> |
|---|--|

**Underwriting :**

No part of the issue is underwritten.

**Consents :**

Consents in writing of the above named Auditors, Bankers to the Company. Bankers to the Issue and Brokers to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal and have not been withdrawn till the time of filing of this prospectus with the Registrar of Companies, West Bengal.

The Auditors of the Company have also given their written consent for inclusion in this prospectus of their report in the form and context in which it appears later in this Prospectus and such consent has not been withdrawn upto the time of filing of this prospectus with the Registrar of Companies, West Bengal.

**Management :**

The Company is managed by its Board of Directors. All the Directors of the Company are well experienced in commercial and business field.

**History and Business of the Company :**

The Company was incorporated on 23.4.81 and obtained the certificate of Commencement of Business on 7.5.81 from the Registrar of Companies, West Bengal. The objects of the Company are as set out in Memorandum of Association of the Company, a printed copy of which is available for inspection at the Registered Office of the Company. The main objects, inter alia which are reproduced later in this prospectus are to do engineering, and investment business and also to deal in Iron & Steel.

**Promoters :**

The Company has been promoted by Shri Anil Kumar Duggal, an experienced executive, his friends and associates.

**Prospects and Profitability :**

In a developing economy the business proposed to undertaken by the Company can be carried on profitably. The Directors are of the opinion that barring any unforeseen circumstances the Company shall be able to earn reasonable profits.



## AUDITORS' REPORT

The Directors,  
Kamdhenu Engineering Industries Limited  
5, Ram Kumar Rakshit Lane,  
Calcutta-700 007.

Dear Sirs,

We have examined the books of accounts of KAMDHENU ENGINEERING INDUSTRIES LIMITED for the period from 23rd April, 1981 (the date of incorporation) to 7th July, 1981. In accordance with the relevant provisions of clause 24 (2) (a) of Part II of Schedule II to the Companies Act, 1956, we report that profit has been arrived at after charging all expenses of working and management and after making such regrouping and adjustments as, in our opinion are appropriate.

**A. Profit and Loss Account :**

**Income**

Interest on Loan

Rs.

5,185.77

**Expenditure :**

Administrative and other expenses

5,185.77

2,186.95

Profit before Taxation

2,186.95

2,998.82

5,185.77

**B. Assets and Liabilities :**

The assets and liabilities of the Company as at 7th July, 1981, which we have examined, are as set out below and the same have been arrived at after making such regrouping and adjustments as are, in our opinion appropriate.

**ASSETS :**

As at 7th July, 1981

**Current Assets, Loans & Advances :**

Rs.

Rs.

a) **Current Assets :**

Interest accrued on Loan

5,185.77

Cash and Bank Balances

8,067.05

(b) **Loans and Advances ;**

(Unsecured considered good)

9,30,000.00

9,43,252.82

**Miscellaneous Expenditure :**

(To the extent not written off or adjusted)

Preliminary Expenses

9,746.00

**Less : LIABILITIES :**

9,52,998.82

Nil

Net Assets

9,52,998.82

**REPRESENTED BY :**

**Share Capital :**

95,000 Equity Shares of Rs. 10/- each fully paid-up in cash

9,50,000.00

Profit & Loss Account

2,998.82

9,52,998.82

- Notes :** 1. No dividend has been declared by the Company since its incorporation.  
2. No provision has been made for Income Tax Liabilities for the above period.

Place : Calcutta

Dated : 10th July, 1981

AGARWAL KHAITAN & ASSOCIATES  
Chartered Accountants  
KISHAN LAL AGARWAL  
Partner.



### **Tax Benefits :**

The directors are advised that under the current laws the following benefefits will be available to the members of the Company.

1. Members of the Company who are individuals or Hindu Undivided families will be entitled to claim deduction to the extent of Rs. 3000 out of the dividends received from the Company alongwith other income from specified investments under section 80L of the Income-tax Act, 1961.

2. Members of the Company who are themselves companies will be entitled to the benefit of total exemption of dividends received by them from the Company in computing chargeable profits under the Companies (Profits) Sur-tax Act, 1964. Such members will also be eligible for deduction @ 60% of the dividends received from the Company as per the provisions of section 80M of the Income Tax Act, 1961.

3. Members of the Company who are individuals or Hindu Undivided Families will be entitled to exemption in respect of the value of the shares of the Company as per the provisions of Section 5 (1) (xxiii) of the Wealth Tax Act, 1957, subject to a maximum of Rs. 1,50,000 including other specified assets as provided under section 5(1A) of the said Act.

4. The Company shall be entitled to the benefit of total exemption from Income Tax in respect of its dividend income from investment, if any, in a Company registered after 28th February, 1975 and engaged exclusively in the manufacturing of articles specified in items 11, 12, 23 (excluding refractories) and item 24 in the list in the Ninth Schedule under Section 80M of the Income Tax Act, 1961.

5. The Company will be entitled to deduction from its profits and gains at 25% of the cost of the new plant and machinery by way of Investment Allowance in respect of the previous year in which such plant & machinery is installed and put to use as per the provisions of Sec. 32A of the Income Tax Act, 1961.

### **OTHER STATUTORY & GENERAL INFORMATION :**

#### **Objects of the Present Issue :**

The purpose of the present issue is to invite public to participate in the Equity Share Capital of the Company. The Capital so raised will be utilised for Engineering, steel and investment business.

#### **Main Objects of the Company :**

The main objects of the Company set out in the Memorandum of Association, inter alia are :



1. To carry on the business as producers, makers, dealers, analysts, investigators and consultants in Public Health and Environment Engineering, water, sewage and Effluent treatment, water, Air and Land Pollution control, industrial Engineering and for the purpose to carry on Civil, Structural, Mechanical, Chemical, Electrical, Metallurgical, Hydraulic, Ecological or any other branches of Engineering and Science and to develop/or provide technical or industrial know-how, formula, process and applied technology and to act as Engineer, Architects, Planners, Designers, Technical Advisers, analysts, investigators, Consultants, Contractors, Builders, Fabricators, Founders, Manufacturers and Suppliers of all kinds of Plant, Machinery Apparatus, Implements, Rolling Stocks, Chemicals and their derivative products or substances, necessary, allied auxiliary or ancillary thereto.

2. To carry on the business of traders and manufacturers of all sorts and categories of Iron and Steel and to undertake the business as Iron and Steel makers, converters, steel fabricators, Iron ore miners, steel reprocessors and re-rollers, metal workers and manufacturers and dealers in Ferrous & Non-Ferrous Castings and Forgings of all types and also of machinery parts, components, tools and implements and such other goods, materials and merchandise incidental thereto or connected therewith.

3. To manufacture, buy, sell, import, export, stock and deal in Machine Tools, Grinding Machine, Automotive Lathe, Drilling Machine, Planing Machine, Planogrinders and Machinery of every description, Precision Tools, Electric Motors, Electric Meters, Cables, Wires, Switch Gears, Flame and Drip Proof Motors, Electric Fans, Regulators of all types, Electric kilowatt Hour Meters, Magnets, Ammeters, Volt Meters and other type of Measuring Instruments, Air Compressors, Weldors, Refrigerators, Air Conditioners, Domestic Washing Machine, Transformers of all types, Circuit Brakers, Hoists, Elevators, Gears Gear-Boxes, Wireless apparatus, Valves, Resistors Electronic instruments, conductors, Agricultural instruments and all other parts and components relating thereto or connecting therewith.

4. To act as investors by way of acquiring, holding, selling, buying, transferring, subscribing any shares, bonds, stocks, debentures, debenture stocks and other obligation and securities issued, guaranteed by any government, publicbody or authority whether in India or elsewhere and to act as underwriters, guarantors, 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.

#### **Number of Directors :**

Unless otherwise determined by the Company in General Meeting number of Directors shall not be less than three and more than nine.



**Qualification shares :**

The Articles does not provide for holding of any qualification shares by the directors.

**Nominee Directors :**

If it is provided by any agreement deed or other documents securing or otherwise in connection with any loan taken by the Company or in connection with taking of any shares by any person that any such person or persons shall have power to nominate one or more Directors on the Board of Directors of the Company then and in case of taking of any such loan or shares or entering into such agreement the person or persons having such power may exercise his power from time to time and appoint one or more Directors accordingly. Such Director may be removed from office at any time by the person or persons in whom the power under which he was appointed is vested and another Director may be appointed in his place but while holding such office he shall not be liable to retire by rotation nor hold any qualification shares.

**Restrictions on the power of Board :**

Subject to the provisions of the Act, Memorandum & Articles of Association of the Company, the control of the Company is vested in the Board of Directors who are entitled to exercise all such powers & do all such acts and things which the Company is authorised to exercise and do.

**Remuneration :**

Under the Articles of the Company, unless otherwise determined by the Company in General Meeting the Directors are entitled to the following remuneration, sitting fees, reimbursement of expenses etc.

1. A fee not exceeding Rs. 250 for a meeting of the Board or Committee thereof for attending it.
2. A commission upto 3% on the net profits of the Company as computed in accordance with the Act payable to all the Directors, which shall be subject to the provisions of the Act and the Articles.
3. Reasonable travelling, hotel and other expenses incurred for attending meeting of the Board or Committee thereof or otherwise incurred in execution of duties as Director.
4. Other remuneration for extra services or special exertions undertaken by a Director either by a fixed sum or by way of profit or otherwise in addition to or in substitution of his remuneration as may be offered.



**Managing Director/Manager :**

Article 100 of the Articles of Association of the Company empowers that 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 Director or Whole-time Director on such remuneration, terms and conditions as may be decided by them in such meeting. A whole-time or Managing Director shall not be liable to retire by rotation. At present the Company is not having any Managing Director nor any manager. Article 101 empowers the Board to appoint a manager on such terms and conditions as it may think fit, subject to the provisions of the Act.

**Borrowing powers of the Board :**

The Articles provide that subject to the provisions of sections 58A, 292 and 293 of the Act, the Board may from time to time at its discretion raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of business of the Company.

**Payment of benefit to the promoters & Officers :**

Save as stated herein no amount or benefit has been paid or given since the incorporation of the Company or is intended to be paid or given to the promoters of this Company. No amount or benefit, other than the normal remuneration or benefit, has been paid or given, since the incorporation of the company or is intended to be paid or given to any officer of the company.

**Interest of Directors and Promoters :**

All the directors 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 the share, if any, held by them at present and to the extent of the further shares that may be allotted to them or to the companies in which they are Directors/Members pursuant to this prospectus.

**Capitalisation of Reserves :**

No Capitalisation of reserves and profits has been made since the incorporation of the Company.

**Revaluation of Assets :**

There has been no revaluation of the assets of the Company since the date of incorporation of the Company.



## SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION

Names, address, occupation and Father's name of Subscribers	No. of Equity shares taken by each subscriber
1. Shri Swatantra Kumar Rustagi S/o. Shri Milap Chand Rustagi 2/2, Old Mayors Court, Calcutta-700 005 Occupation : Student <b>Service</b>	10 (Ten)
2. Shri Anil Kumar Duggal S/o. Shri Dwarka Das Duggal 2R-183, H. M. Colony, Hindmotor, Hooghly (W. B.) Occupation : Chartered Accountant	10 (Ten)
3. Shri Dinesh Shankar Nagar S/o. Shri Pran Shankar Nagar 395/1, Bangur Park, Rishra, (Hooghly) Occupation : Service.	10 (Ten)
4. Suresh Kumar Gupta, S/o. Shri Ramji Dass Gupta, 62, Burtolla Street, Calcutta-700 007 Occupation : Business	10 (Ten)
5. Shri Bimal Kumar Agarwal S/o. Shri Mool Chand Agarwal 12, Waterloo Street, 3rd Floor, Calcutta-700 069 Occupation : Service	10 (Ten)
6. Shri Vithal Nath Khandelwal S/o. Shri Mool Chand Khandelwal 5, Madan Chatterjee Lane, Calcutta-700 007 Occupation : Business	10 (Ten)
7. Shri Mahabir Choudhary, S/o. Late Bishwa Nath Choudhary, 55/3, Dingsaipara, Bally, Howrah, Occupation : Business.	10 (Ten)
TOTAL	70 (Seventy)



**Previous Share Capital Issue :**

Except as stated in this Prospectus, the Company has not offered any shares for subscription for cash to the public since incorporation of the Company.

**Issues otherwise than for cash :**

No shares have been issued by the Company or agreed to be issued as fully or partly paid-up otherwise than for cash.

**Debenture Issue :**

No debentures have been issued or agreed to be issued since the incorporation of the Company.

**Preliminary Expenses :**

The amount of preliminary expenses has been estimated to Rs. 15,000/- of which Rs. 8,000/- approximately has so far been incurred by Shri A. K. Duggal, one of the directors, and out of the said amount of Rs. 8,000 Rs. 2,000 has already been reimbursed to Shri A. K. Duggal and the balance of Rs. 6,000 has been adjusted against 600 shares applied for by and allotted to him.

**Expenses of the Issue :**

Expenses of this issue payable by Company inclusive of brokerage, stamp duty, printing, legal charges, bank charges, etc. are estimated at about Rs. 35,000/- and will be met out of the proceeds of the present issue

**Minimum Subscription :**

The minimum subscription in respect of the present issue upon which the Directors will proceed to allot shares is Rs. 3,62,500 being the amount payable on application on 72,500 Equity shares of Rs. 5/- per share in order to provide finance as aforesaid.

**Brokerage & Underwriting Commission :**

Brokerage at the rate of 1% will be paid on the nominal value of the shares on the basis of allotments made against applications bearing the stamp of the member of any recognised Stock Exchange in India. Brokerage at the same rate will also be payable to the Brokers and Bankers to the Issue in respect of allotments made against applications procured by them provided the relative forms of application bear their respective stamps in the Brokers' column. No underwriting commission is payable in view of the fact that shares are not underwritten.



### **Previous Commission, Brokerage and Discount :**

Except for the brokerage payable as mentioned in the Prospectus no sums have been paid since the incorporation of the Company or are payable as commission, brokerage or discount for subscribing or agreeing to subscribe or for procuring or agreeing to procure subscriptions for any shares in or debentures of the Company.

### **Issue at Premium and 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 so far. The Company has also not issued any shares at a discount.

### **Option to subscribe :**

Except as otherwise stated earlier in this prospectus, the Company has not entered into nor does it, at present, propose to enter into any contract or an arrangement whereby any option or preferential right of any kinds has been or is proposed to be given to any person to subscribe for any shares in or debentures of the Company.

### **RIGHTS OF SHAREHOLDERS :**

#### **Voting Rights :**

Subject to any rights or restrictions for the time being attached to any class or classes of the shares :

On a show of hands, every member present in person shall have one vote and on a poll, voting rights of the member shall be one vote for every share held by him.

No member shall exercise any voting rights in respect of shares on which all calls or other sums presently payable in respect or charges held have not been paid.

#### **Dividends :**

Subject to the provisions of the Act and the Articles, the profits of the Company from time to time determined to be distributed as dividend in respect of any year or other period shall be applied (subject to rights of members entitled to shares, if any, with preferential or special right attached thereto) for payment of dividend on the shares, in proportion to the amount of capital paid up on the shares provided that unless the Board of Directors otherwise determines all dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend



is declared shall unless the Board otherwise determines or the terms of the issue otherwise provide as the case may be) only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment but so that where capital is paid up in advance of calls such capital shall not confer a right to participate in profits.

#### **Modification of Rights :**

All or any of the rights and privileges attached to each class of shares may be varied, modified, commuted, affected, abrogated or dealt with in the manner and subject to the provisions laid down in sections 106 and 107 of the Act.

#### **Restrictions on Transfer :**

Subject to the provisions of Section 111 of the Act, the Board without assigning any reason for such refusal, may within two months from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of a share upon which the company has a lien and, in the case of a share not fully paid up, may refuse to register a transfer to a transferee of whom the Board does not approve. Transfer shall be made to a minor or person of unsound mind through his legal guardian.

#### **Classes of shares and their respective rights :**

The Authorised Share Capital of the Company is Rs. 24,00,000 (Rupees Twenty four lakhs only) divided into 2,40,000 Equity shares of Rs. 10 each, with power to increase or reduce such capital from time to time in accordance with the regulation of the Company and the legislative provisions for the time being in force in this behalf, with power to divide the shares in the capital for the time being whether original or increased into several classes and attach thereto any preferential, special or qualified rights, privileges and conditions. The Company does not have any preference shares nor does it intend to issue any.

#### **Lien :**

The Articles provide that the Company shall have first and paramount lien upon shares not being fully paid up 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 fully 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 a transfer of 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.



**Indemnity :**

The Articles provided that every officer or agent of the Company shall be indemnified out of the funds of the Company against all liability incurred by him 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.

**Material Contracts :**

Save and except contracts entered into in the ordinary course of business, the company has not entered into any material contract.

**Inspection of documents :**

Copies of documents mentioned below have been attached to the copy of this prospectus which has been delivered to the Registrar of Companies, West Bengal, Calcutta for registration & may be inspected at the Registered Office of the Company at 5, Ram Kumar Rakshit Lane, Calcutta-700 007 at any time during office hours on any working day till the subscription list is closed.

1. Memorandum & Articles of Association of the Company.
2. Certificate of Incorporation No. 33579 of 1981, dated 23.4.81.
2. Certificate of Commencement of Business dated 7.5.81.
4. Report of the Auditors of the Company dated 19.7.81 as mentioned in the prospectus.
5. Consent letters of Auditors, Brokers to the Issue, Bankers to the Company & Bankers to the Issue.

**Application and Allotment :**

Application must be made for a minimum of 50 Equity shares or multiples of 50 shares on the Form accompanying the Prospectus and in accordance with the instructions contained herein and in the Application Form. Applications made otherwise will be liable to be rejected.

An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or joint names (not more than three). Two or more applications in single and/or joint names will be deemed to be multiple application 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 may be made by Indian nationals resident in India and also by non-resident Indians or persons of Indian origin resident abroad provided that the allotment of shares to non-resident Indian or persons of Indian origin resident abroad will be subject to the permission of the Reserve Bank of India under the Foreign Exchange Regulation Act,



1973. Non-resident Indians and persons of Indian origin resident abroad are eligible to invest in this issue from their funds held in the Non-Resident (External) Account or by inward remittances through banking channels. Applications forms from non-resident Indians and persons of Indian origin resident abroad properly completed together with remittance from abroad towards the amount payable on the application through approved banking channels or out of the funds held in the Non-resident (External) Accounts alongwith the documentary evidence in this behalf must be delivered before the closing date of the subscription list to the Bankers to the Issue named in this prospectus or to any of their offices mentioned in the Application Form.

As required by the Reserve Bank of India the Company will apply to the Reserve Bank of India for its permission in the manner prescribed by it to accept such applications from non-resident Indians and persons of Indian origin resident abroad, who need not apply direct to the Reserve Bank of India for such approval.

Applications must be in the names of individuals, limited companies, statutory corporations or statutory institutions and bodies corporate within the meaning of the Act, AND NOT in the names of trusts (unless the trust is registered under any Societies Registration Act and is authorised under its constitution to hold shares in a company), minor, partnership firm, foreign Company or foreign national or his or its nominees and must be completed in full in block letters in English. In the case of applications under power of attorney or by limited Company or corporate bodies, the relevant power of attorney of the relevant authority, as the case may be, or a duly certified copy thereof, must be attached to the application form or lodged at the Registered office of the Company forthwith after the application is made. In all cases, Application forms properly completed together with the full amount payable on application at the rate of Rs. 5/- per Equity Share must be lodged before the closure of the subscription list with the Bankers to the Issue named in this Prospectus or to any of their offices mentioned in the application form.

Payments may be made in cash or by cheque or by bank drafts. Money orders will not be accepted.

Cheques or bank drafts should be drawn on a scheduled Bank (Including a state Co-operative Bank included in the second schedule of the Reserve Bank of India Act, 1934) or on any other Bank (which is a Member or sub-Member of clearing Houses located at centres where the applications are accepted) situated in town in which the application is submitted. Outstation cheques or bank drafts will not be accepted and applications accompanied by such cheques or bank drafts will be rejected.

Cheques or bank drafts should be crossed "A/c payee only" and made payable to the Bankers to the Issue at the station where the application is lodged and should bear the words "A/c KAMDHENU-EQUITY ISSUE". A separate cheque or bank draft must accompany each application. No receipt will be issued for the application money, but acknowledgement will be made in due course by despatch of Allotment Letters/Share Certificates or letter of Regret. However, the Bankers to



the Issue receiving the application will acknowledge receipt of the application by stamping and returning to the applicant the perforated acknowledgement slip at the bottom of each application form.

Allotment Letters/Share Certificates or Letters of Regret together with refund orders, if any, will be despatched by post at the applicant's risk within two months (or in the event of unforeseen circumstances, within such further time as may be allowed by the Calcutta Stock Exchange) from the date of closing of subscription List. Where an Allotment Letter is issued, the relative Share Certificat(s) will be ready for delivery in exchange for the Allotment Letter duly discharged within three months from the date of allotment of the Shares. The Boards reserves the right to accept or reject any application in whole or in part without assigning any reason.

Where an application is rejected in full the whole of the application money received will be refunded to the applicant and where an application is rejected in part the balance of the application money received will be adjusted against allotment money due on the shares allotted and the balance, if any, will be refunded to the applicant in terms of Section 73 of the Act. In both cases, refunds will be made within two months (or in the event of unforeseen circumstances within such further time as may be allowed by the Calcutta Stock Exchange) from the date of closing of subscription list. No interest will be payable on application money so refunded. Refunds will be made by cheques or pay orders drawn on the Company's Bankers. Such cheques or pay orders will, however, be payable at par at all the branches of the Bankers where the applications are accepted.

In the case of joint applications, refunds will be made to the person whose name appears first in the application and all communications will be addressed to him.

In the case of the issue being over subscribed the basis of allotment will be determined in consultation with the Calcutta Stock Exchange.

#### **Prospectus and Forms of Application :**

Copies of this Prospectus and Forms of Application may be obtained from the Registered Office of the Company, Brokers and the Bankers to the issue mentioned herein or from any of offices of the Bankers to the issue mentioned in the Application Form,

Vithal Nath Khandelwal	}	Directors.
Anil Kumar Duggal		
Dinesh Shankar Nagar		

24 JUL 1981  
Dated 20th day of July 1981