

# KANUNGO FINANCIERS LIMITED

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REGISTERED OFFICE

P-40, INDIA EXCHANGE PLACE  
CALCUTTA-700 001

## PROSPECTUS

PUBLIC ISSUE OF :

1,44,000 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, Calcutta.

Application will be made to the Calcutta Stock Exchange 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 the 6TH DECEMBER, 1982 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON THURSDAY the 16th DECEMBER, 1982 OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON THURSDAY 9th DECEMBER, 1982.

Attention of applicants is drawn to sub-sections (1) 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 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”.**



# KANUNGO FINANCIERS LIMITED

( INCORPORATED UNDER THE COMPANIES ACT, 1956 )

Public Issue of 1,44,000 Equity Shares  
of Rs. 10/- each for Cash at Par.

## SHARE CAPITAL :

### Authorised :

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

Rs.  
24,00,000

### Issued, Subscribed and fully paid up :

70 Equity Shares of Rs. 10/- each  
fully paid up

700

### Present Issue :

95,930 Equity Shares of Rs. 10/- each  
have been agreed to be allotted for cash  
at par to Promoters, Directors, their  
friends and associates

9,59,300

Now offered to the Public for sub-  
scription for cash at par in terms of  
this prospectus 1,44,000 Equity Shares  
of Rs. 10/- each

14,40,000

23,99,300

### Terms of Payment :

a) On Application

...

Rs 2.50 per share

b) On Allotment

....

Rs. 7.50 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 render the shares including the amount already paid on them liable to forfeiture.

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 & Articles of Association of the Company. The application form properly completed together with the amount payable on application must be lodged before the closing 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.

## BOARD OF DIRECTORS

Name, Address,  
Description & Occupation.

Other Directorships

1. SRI DHARAMVIR SINGH YADAV  
( S/o. Late H. L. Yadav )  
P-4, C. I. T. Road,  
Calcutta-700014  
Business.

None

2. SRI KESHAB RANJAN SEN  
( S/o. Late Rajendra Nath Sen )  
114E, Dr. Suresh Chandra Banerjee Road,  
Calcutta-700010  
Advocate.

None

3. SRI MAHESH KUMAR RUSTAGI  
( S/o. Late Ram Kumar Rustagi )  
157/A, Acharya Prafulla Chandra Road,  
Calcutta-700006  
Service.

None

### REGISTERED OFFICE

P-40, India Exchange Place  
Calcutta-700001

### BANKERS TO THE ISSUE

Punjab National Banks  
3, Chittaranjan Avenue,  
Calcutta-700001

### AUDITORS

Nag & Associates  
Chartered Accountants  
2, Chowringhee Approach  
Calcutta-700072

### BANKERS OF THE COMPANY

Bank of Cochin Limited.  
40, Ezra Street,  
Calcutta-700001



## BROKERS TO THE ISSUE

1) Champak Lal Bhailal Chokshi  
Manek Chowk  
Near Share Bazar,  
AHMEDABAD-380001.

6) V. S. Krishnaswami & Co.  
45, Armenian Street  
Post Box no. 265  
MADRAS-600001.

2) Laxminarayan Rathi  
4-5-173 & 174.  
Hashmat Gunj,  
Sultan Bazar,  
HYDRABAD-500001 ( A. P. )

7) L. K. Pandey  
Maharashtra Bank Building,  
45/47, Appola Road,  
BOMBAY-400023

3) Vinod Kumar & Co.  
A-6, Connought Place,  
NEW DELHI-110001.

8) Govind Das Shri Kishan Agrawal  
97, M. T. Cloth Market,  
INDORE-2 ( M. P )

4) Nathew & Company  
Mullasery Canal Road,  
Ernakulam,  
COCHIN-682011.

9) R. N. Neotia & Co.  
General Gunj,  
KANPUR

5) Vijai & Company  
Vijai Buildings,  
9, Eleventh Main Road,  
Post Box 319  
Malleswaram,  
BANGALORE-560003.

10. Gourdhandas Lakshmi Narayan  
32, Baranashi Ghosh Street,  
Calcutta-7

## UNDERWRITING

No part of the Issue is underwritten.

## CONSENTS

Consent 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 none of them have withdrawn the said consent upto 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.

## MANAGEMENT

The Company is managed by its Board of Directors which comprises of persons well experienced in commercial and business field.

## HISTORY AND BUSINESS OF THE COMPANY

The Company was incorporated on 27.8.1982 and obtained the certificate of Commencement of Business on 14.9.1982 from the Registrar of Companies, West Bengal and commenced its business soon thereafter. The objects of the Company are as set out in the 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 are reproduced later in this prospectus.

## PROMOTERS

The Company has been promoted by a group of Businessmen whose names appear under the heads Signatories to the Memorandum of Association later in this prospectus

## PROSPECTS AND PROFITABILITY

In a developing economy the business proposed to be 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 within reasonable period.



# AUDITORS REPORT

The Directors,  
**Kanungo Financiers Limited,**  
 P-40, India Exchange Place,  
 Calcutta-700 001

**Nag & Associates**  
 Chartered Accountants,  
 2, Chowringhee Approach,  
 Calcutta-700 072

Dear Sirs,

We have audited the books of accounts of **KANUNGO FINANCIERS LIMITED** for the period from 27th August 1982 (the date of incorporation) to 30th September 1982.

In accordance with the requirements of clause 24(2) (a) and (b) Part II of Schedule II of the Companies Act, 1956, we are to report as follows :

1 Profit and Loss Account—As the Company has not commenced any business, no Profit and Loss Account has been prepared for the above mentioned period.

2. The assets and liabilities of the Company as at 30th September 1982 are set out as under—

ASSETS	Rs.	Rs.
Current Assets, Loans & Advances		
Current Assets :		
Cash in hand	1,322.60	
Cash at Bank	1,56,001.00	1,57,323.60
(with schedule Bank)		
Miscellaneous Expenditure :		
(to the extent not written off)		
Preliminary Expenses		11,326.40
		1,68,650.00
Less : <u>LIABILITIES</u>		
Unsecured Loan	10,000.00	
Current Liabilities & Provisions :	2,950.00	12,950.00
<b>NET ASSETS</b>		<b>1,55,700.00</b>
Represented by		
Share Capital :		
70 Equity Shares of Rs. 10/- each		
fully paid-up in cash	700.00	
Share Application Money	1,55,000.00	1,55,700.00

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

2, Chowringhee Approach,  
 Calcutta-700 072

**Nag & Associates**  
 Chartered Accountants

Dated, the 5th day of October 1982

**I. N. Nag**  
 (Proprietor)

# SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION

Name, Addresses, Occupation and Father's name  
of Subscribers

No. of Equity Shares,  
taken by each subscriber

1. Keshab Ranjan Sen S/o. Late Rajendra Nath Sen 114 E, Dr Suresh Ch. Banerjee Road, Calcutta-700 010 (Advocate)	10 (Ten)
2. Dharamvir Singh Yadav S/o. Late H. L. Yadav P-4, C. I. T. Road, Calcutta-700 014 (Business)	10 (Ten)
3. Naresh Kumar Rastogi S/o. Late Ram Kumar Rastogi 157/A, Acharya Prafulla Ch. Road, Calcutta-700 006 (Business)	10 (Ten)
4. Tapati Sen W/o. Shri Keshab Ranjan Sen 114E, Dr. Suresh Ch. Banerjee Road, Calcutta-700 010 (House wife)	10 (Ten)
5. Kavita Singh Yadav D/o. Shri D. S. Yadav P-4, C. I. T. Road, Calcutta-700 014 (Service)	10 (Ten)
6. Rajender Singh Rattu S/o. Late Teja Singh Rattu P-4, C. I. T. Road, Calcutta-700 014 (Business)	10 (Ten)
7. Mahesh Kumar Rustagi S/o. Late Ram Kumar Rustagi 157/A, Acharya Prafulla Ch. Road, Calcutta-700 006 (Service)	10 (Ten)
<b>TOTAL—</b>	<b>70 (Seventy)</b>



### TAX BENEFITS

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

- (a) Members of the Company referred to in section 80L of the Income Tax Act, 1961 will be entitled to deduction under the section from their total income to the extent of Rs. 4000/- per year in respect of specified items which would include dividends received by them from the Company.
- (b) Member who are domestic companies will be entitled to deduction under section 80M of the Income Tax Act, 1961 at 60% of the dividends received by them from the Company.
- (c) Members of the Company who are individuals and Hindu Undivided Families will be entitled to exemption from Wealth Tax under section 5(1)(xxiii) of the Wealth Tax Act, 1957 on the value of Equity Shares to the extent of Rs. 1,65,000/- as per section 5 (1A) in respect of specified assets including the value of shares in the Company.

### 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 the business of the Company.

### MAIN OBJECTS OF THE COMPANY

The main Objects of the Company set out in the Memorandum of Association inter alia are :—

1. To invest, buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks, securities, properties, bonds, any Government/Local authority bonds & certificates, debentures whether perpetual or redeemable debentures stocks.
2. Subject to the provision of act and directions issued by Reserve Bank of India to receive money, deposits on interest or otherwise and to lend money and negotiate with or without security to such companies, firms or persons and on such conditions as may seem expedient and to guarantee the performance of contracts by any person companies or firms provided that the company shall not carry on the business of Banking.
3. To carry on the business of producers, exhibitors and distributors of cinematograph films, and talkies ( of every description ) in all their branches and to do all things necessary and expedient in connection with these business.



4. To purchase, take on hire or otherwise acquire, films and talkies with the exhibiting distributing and renting rights of the same and to sell, give on hire or otherwise the films, talkies and the rights so acquired and the Company's production with their exhibiting distributing and renting rights.

#### PAYMENT OR 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 Directors or shareholders. No benefit has been paid or given or is intended to be paid or given to any Promoter or officers except the normal remuneration and/or perquisites for services as Directors, Officers or Employees of the Company.

#### DIRECTORS

Articles 15 of the Company's Articles of Association provides that untill otherwise determined by Special Resolution, the number of the Directors of the Company shall not be less than three and not more than eleven,

#### POWERS OF DIRECTORS

Subject to the provisions of the Companies Act, 1956 the control and management of the business of the Company shall be vested in the Board of Directors and the Directors 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 things, which is directed or or required be exercised or done by the Company in General Meeting. In exercising any such powers or doing any such act or things, the Board shall be Subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum and the Articles of Association of the Company or in regulations made by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

#### DIRECTOR'S SHARE QUALIFICATION

The Article does not provide for holding of any qualification shares by the Directors.

#### REMUNERATION OF DIRECTORS

Unless otherwise determined by the Company in General Meeting each Directors shall be entitled to receive out of the funds of the Company for his services in attending meeting of the Board or a Committee of the Board, a fee not exceeding Rs. 250/- per meetings of the committee of the Board attended by him. The Directors (other than a Managing Director and a Director in whole time employment of the Company) shall also be paid by way of further remuneration @ 3% of the annual net profits of the Company ; (the rate of such commission shall be reduced to 1% in the



circumstances referred to in Section 309(4)(a) of the Act) such net profits being computed in the manner laid down in Section 349 of the Act except that the remuneration of Directors shall not be deducted from the gross profit. Such remuneration under this sub-para shall be paid to all the Directors for time being or to any one or more of them in such proportion as the Directors may by the resolution of the Board authorising such payment decide and in default of such decision, equally amongst all the Directors for the time being in office during the year. Such remuneration in respect of such financial year shall be paid in the next subsequent year. All other remuneration, if any payable by the Company to each Director, whether in respect of his service as a Managing Director, or a Director in the whole or part employment of the Companies Act, 1956. The Directors shall be entitled to be paid their reasonable travelling, hotel and other expenses incurred in consequence of their attending at Board and committee meeting 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 Calcutta for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board then, subject to the sections 198, 309 and 310 of the Companies Act, 1956 the Board may remunerate the Director so doing either by a fixed sum and 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.

#### MANAGING DIRECTORS/WHOLE TIME DIRECTORS

Subject to the Provisions of Sections 316 and 317 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director or whole-time Director of the Company, for fixed time or otherwise and may from time to time (Subject to the Provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.

#### BORROWING POWERS

The Board may, from time to time, at its discretion Subject to the provisions of Sections 292, 293 and 370 of the Companies Act, 1956, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company. Provided that the Board shall not, without the sanction of the company in general meeting, borrow any sum of money which together with moneys already borrowed by the Company (apart from temporary loans obtained from the company's 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 specific purpose.

#### 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 shares, 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 incorporation of the Company.

### 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 preliminary expenses incurred is about Rs. 12'000/- which are being incurred by promoters and the same are to be re-imbursed to them.

### EXPENSES OF THE ISSUE

The expenses of this issue including brokerage, stamp duty, printing legal charges, bank charges, auditors fees, distribution and publication expenses etc. are estimated at about Rs 35,000 and will be 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. 10,00,000. Amount payable on application on Rs. 1,00,000 Equity Shares @ Rs. 2.50 per share in order to provide finance as aforesaid.

### BROKERAGE & 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 Broker 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 Broker's 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 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

The Company has not issued any shares at premium or at discount since its incorporation.

#### OPTION TO SUBSCRIBE

Except as otherwise stated earlier in this prospectus, the Company has not entered into any contract or an arrangement whereby any option or preferential right of any kind has been given to any person to subscribe for any shares of the Company.

#### INDEMNITY

Subject to provisions of the Section 201 of the Companies Act, every Director, Managing Director, Manager, Secretary or Officer or any person (whether an officer of the Company or not) employed or Auditor appointed by the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Companies Act, in which relief is granted to him by the Court.

#### CLASSES SHARES AND THEIR RESPECTIVE RIGHTS

The authorised share capital of the Company is Rs. 24,00,000/- divided into 2,40,000 Equity shares of Rs. 10/- each.

#### MODIFICATION OF RIGHTS

If at any time the share capital is divided into different classes of shares all or any of the rights & privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be modified, committed affected, abrogated, varied or dealt with by the consent in writing of the holders of three fourth of the issued shares of that class, or with the sanction of a special resolution passed at the separate meeting of the holders of the issued shares of that class.

#### VOTING RIGHTS

The Articles provide that subject to any rights or restrictions for the time being attached to any class or classes of shares :—

- (1) Save as hereinafter provided on a show of hands every member present in person and being a holder of Equity Shares shall have one vote and every person present either as a General Proxy or as a holder of Equity Shares if he is not entitled to vote in his own right or, as duly authorised representative of body incorporated, being a holder of Equity Shares, shall have one vote.



- (2) On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Companies Act, 1956.
- (3) The holders of Preference Shares shall not be entitled to vote at general meeting of the Company except as provided for in Section 87 of the Companies Act, 1956

Provided that no Body corporate shall vote by proxy so long as a resolution of its Board of Directors under the Provisions of Section 187 of the Companies Act, 1956 is in force and the representative named in such resolution is present at the General meeting at which the vote by proxy is tendered.

#### RESTRICTION ON TRANSFER OF SHARES

Subject to the provisions of Section 111 of the Act, the Board without assigning any reason for such refusal, may refuse to register any transfer of shares upon which the Company has a lien and in the case of Shares not fully paid up may refuse to register a transfer of whom the Board does not approve. Provided that registration of the transfer shall not be refused on the ground of the transferor being either alone or jointly with any other persons indebted to the company on any account whatsoever.

No transfer shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of transferor and the transferee is delivered to the company along with the share certificate or if no such certificate is in existence, the letter of allotment in respect of the shares.

#### RETURN OF CAPITAL

Subject to the provisions of the Act, if the company shall be wound up, the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst contributories in special or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction of a special resolution, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators shall think fit. In the event of the Company being wound up the holder of preference shares if any shall be entitled to have the surplus assets available for distributing amongst members as such applied in the first place in repaying to them the amount paid up to the preference shares held by them respectively and any arrears of dividend up to the commencement of the winding up, whether declared or not. If the surplus assets available as aforesaid shall be insufficient to repay the whole of the amount paid up on the preference share and arrears of dividend, such assets shall be distributed amongst the holders of preference shares as nearly as may be in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up and the arrears of dividends as aforesaid. The assets, if any, available for distribution after payment to the preference share-holders as aforesaid shall be distributed amongst the holder of Equity Shares in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up



on the shares in respect of which they were respectively registered.

### DIVIDEND

Subject to the rights of members entitled to shares ( if any ) with preferential rights attached thereto the profits of the company which shall from time to time be determined to divide in respect of any year or other period shall be applied in the payment of a dividend on the Equity Shares of the Company, but so that partly paid-up share shall only entitle the holder with respect thereof to such and so that 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 profits.

### LIEN

The company shall have a first and paramount lien upon all ( other than fully paid-up ) shares registered in the name of each member (whether solely or jointly with others) and upto the proceeds of sale thereof for the amount of call, interest, expenses in respect of the shares held by him and for his debts, liabilities, engagement and other moneys whether solely or jointly with any other person, to or with the company whether the period for the payments fulfilment or discharge thereof shall have actually arrived or not and no equitable interest in any share shall be created upon the footing and condition that clause 16 of Articles shall 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 a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

### APPLICATION AND ALLOTMENT

Application must be made for a minimum of 50 Equity shares or multiples thereof Applications must be made on the application form accompanying this prospectus in accordance with the instructions contained herein and in the Application Form. Application 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.

In the case of joint applications, the signature and particulars of each applicant must be properly completed in the appropriate spaces in the Application Form. Refund, payorders, if any, will be made out in the first name and all communication will be addressed to the applicant whose name appears first at his address stated in the Application Form.

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 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 (External) Account or by inward remittances through banking channels. Application Forms from non-resident Indians and persons of Indian origin resident abroad properly completed together with remittance from ab-



road towards the amount payable on the application through approved banking channels or out of funds held in the Non-resident (External) Account alongwith the documentary evidences 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 shall 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.

Applications must be in the names of individuals, limited companies statutory corporanies, 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 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, Applications forms properly completed together with the full amount payable on application at the rate of Rs. 2.50/- per Equity Shares 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 schedule 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 KANUNGO FINANCIERS LIMITED EQUITY ISSUE". A seperate Cheque or Bank Draft must accompany each application. No receipt will be issued for the application money. However, the Bankers to the issue receiving the applications will acknowledge receipt of the applications 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 within two months (or in the event of unforeseen circumstances, within such further time as may be allowed by the Calcutta Stock Exchange, Calcutta) from the date of closing of subscription List. Where an Allotment Letter is issued, the relative Share Certificate(s) will be ready for delivery in exchange for the Allotment Letter duly discharge within three months from the date of allotment of the Shares. The Board 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 event of unforeseen circumstances within in 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 order will, however, be payable at par at all the branches of the Bankers where the applications are accepted. All Cheques, pay orders, allotment letters, share certificates etc. shall be despatched to the registered address and the risk of the applicants.

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.

#### MATERIAL CONTRACTS

Save and except contracts entered into the ordinary courses of business, the Company has not entered into any material contract.

#### INSPECTION OF DOCUMENTS

Documents referred to below may be inspected at the Registered Office of the Company situated at P-40 India Exchange Place, Calcutta-1 at any time during office hours on any working day until the closing of the subscription list.

1. Memorandum & Articles of Association.
2. Certificate of Incorporation No. 35219 of 1982 dated 27-8-82
3. Certificate of Commencement of Business dated 14-9-82
4. Report of the Auditors of the Company dated 5-10-82 as mentioned in the prospectus.
5. Consent letters of Auditors, Brokers to the Issue, Bankers to the Company & Bankers to the Issue.

#### 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 the offices of the Bankers to the issue mentioned in the Application Form.

Calcutta  
Dated 15-11-82.

Directors  
Dharamvir Singh Yadav  
Keshab Ranjan Sen  
Mahesh Kumar Rustagi