

# PALI COMMERCIAL COMPANY LIMITED

## PROSPECTUS

FOR PUBLIC ISSUE OF

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

**each for cash and at par**

*Registered Office :*

**32, EZRA STREET,  
CALCUTTA-700 001**

# **PAL COMMERCIAL COMPANY LIMITED**

*(Incorporated on the 29th December 1981 under the Companies Act, 1956)*

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

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

A copy of this prospectus, having attached thereto the documents required to be filed under section 60 of the Companies Act 1956 has been delivered for registration to the Registrar of Companies, West Bengal.

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

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY THE 10TH MAY 1982 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON THURSDAY THE 20TH MAY 1982 OR EARLIER, AT THE DISCRETION OF THE BOARD OF DIRECTORS, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON WEDNESDAY THE 12TH MAY 1982.

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

## **ANY PERSON WHO :**

- a) makes in 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 fictitious name,

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

<b>SUBSCRIPTION LIST OPENS ON— 10TH MAY 1982</b>
<b>EARLIEST CLOSING DATE— 12TH MAY 1982</b>



## SHARE CAPITAL :

### Authorised :

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

### Issued, Subscribed & Paid-up :

90,000 Equity Shares of Rs. 10/-  
each fully paid-up in cash. Rs. 9,00,000  
( Subscribed by the Promoters,  
Directors of the Company,  
their friends and/or Associates )

### Present Issue :

Now offered to the public for subscription

### for Cash at Par :

1,50,000 Equity Shares of  
Rs. 10/- each Rs. 15,00,000

## TERMS OF PAYMENT :

### Per Equity Share :

On Application	Rs.	5/-
On Allotment	Rs.	5/-

Failure to pay the amount due on allotment within 60 days thereof will render the allottee liable to pay interest at the rate of 12% per annum or such lower rates as the Directors may determine and shall also render the shares in question ( including the amount already paid thereon ) liable to forfeiture, in accordance with the Articles of Association of the Company.

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

Application may be made by Indian Nationals who are residents in India and also by non resident Indian/

Persons of Indian origin subject to the conditions set out under paragraph "Application by Non Resident".

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

Applications must be made on the form accompanying the prospectus and in accordance with the instructions contained in the form and will be refused if not so made. The Shares hereby issued are subject to the terms of this Prospectus, the said application form and the Memorandum and Articles of Association of the Company. The equity shares hereby issued will rank Pari-Passu with the existing equity shares of the Company in all respects except that the holders of the equity shares now offered will be entitled to dividend, if any, which may be declared or paid on the equity shares in proportion to amount paid up on the equity shares and prorata for the period during which such capital is paid up thereon.

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

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



A separate cheque or draft must accompany each application form. A receipt will be issued for application money in the perforated space of the application form and final acknowledgement will be made by despatch of letter of allotment or share certificate or letter of regret within two months from the date of closing of the subscription list or such time as may be extended by the Calcutta Stock Exchange Association Limited, where a letter of Allotment is issued to notify the allotment share certificate will be ready for delivery in exchange for the letter of allotment within three months from the date of allotment. The Directors reserve the right to accept or reject any application in whole or in part without assigning any reasons.

Where an application is rejected in full the whole of the application money received and where an application is rejected in part the balance of the application money received will be refunded simultaneously with the despatch of letter of regret or letter of allotment or share certificate. No interest will be paid in respect of money so refunded. Refund will be made by cheques or pay order or Demand Draft drawn on Company's Bankers to the issue and will be payable at par at all the places where subscription monies were collected.

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

Application for shares must be made in the names of individuals, Limited Companies, Statutory Corporation or 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.)

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

### OVER SUBSCRIPTION

In the event of the present issue of Equity Shares being over-subscribed, the basis of allotment will be finalised in consultation with the Calcutta Stock Exchange.

### APPLICATION BY NON-RESIDENT :-

In terms of relaxation of rules to non-resident Investment in India, non-resident Indians/ Persons of Indian origin resident abroad may subscribe to the Equity Shares hereby offered in accordance with the rules of the Reserve Bank of India. The Company will obtain necessary permission in this connection of Reserve Bank of India and the applicant need not apply directly to the Reserve Bank of India for permission for subscription to the said Shares. Allotment of Shares to non-resident Indian/Person of Indian origin resident abroad shall be subject to the Company's obtaining such permission from the Reserve Bank of India.

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

### BOARD OF DIRECTORS :

	Other Directorship
1. Sri Narendra Dev Narayan S/o. Late Rai Bahadur Jug Dutt 44A, Wellesley Street, Calcutta-700 016 (Advocate).	1. Sagar Shipping Co. Ltd. 2. Allied Resins & Chemicals Ltd. 3. Sangita States Pvt. Ltd.
2. Sri Vinod Kumar Jalan S/o. Sri Shyam Sunder Jalan 1, Burdwan Road, Alipore, Calcutta-700 027 (Business)	1. V. P. Chemicals Pvt. Ltd. 2. Sravasti Udyog Viniyog Pvt. Ltd.
3. Sri Shiv Kumar Didwania S/o. Brahma Dutta Didwania 4A, Shanti Nagar Housing Society Lilooah, West Bengal (Service)	NIL

### REGISTERED OFFICE

32, Ezra Street,  
Calcutta-700 001

### BANKERS TO THE ISSUE

Bank of Baroda  
India Exchange Place,  
Calcutta-700 001



## BROKERS TO THE ISSUE

### AHMEDABAD

Champaklal Bhailal Chokshi  
Manek Chowk,  
Near Share Bazar,  
Ahmedabad-380 001.

Gourdhandas N. Gupta  
Anandji Kalyanji Building,  
Opp. Dhanasuthar Pole,  
Relief Road,  
Ahmedabad-380 001.

### BANGALORE

M. Nanjappaiah  
Jahgirdar  
215, K. Kamaraj Road,  
Bangalore-560 042.

Vijai & Company  
Vijai Buildings,  
9, Eleventh Main Road,  
Malleswaram,  
Bangalore-560 003.

### CALCUTTA

Gourdhandas Lakshmi-  
narayan,  
32, Baranashi Ghosh  
Street  
Calcutta-700 007.

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

Hariram Naveen Kumar  
37, Strand Road,  
Calcutta-700 001

### COCHIN

A. Aaron & Co.,  
Congress House,  
Hospital Road,  
Ernakulam,  
Cochin-682 011.

Marodia & Sons  
7, Lyons Range  
Calcutta-700 001

Mathew and Company,  
Mullassery Canal Road,  
Ernakulam,  
Cochin-682 011.

### NEW DELHI

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

Vinod Kumar & Co.,  
A-6, Connaught Place.  
New Delhi-110 001.

### BOMBAY

Porecha Brothers,  
Stock Exchange Towers,  
Dalal Street, Fort,  
Bombay-400 023

### INDORE

Santosh & Co.,  
29, Dhenu Market,  
S. G. S. I. T. S. Road,  
Indore-452 003.

### MADRAS

Kothari & Sons.  
Eldorado Building,  
112, Nungambakkam  
High Road,  
Madras-600 034.

## BANKERS TO THE COMPANY

Bank of Baroda  
India Exchange Place,  
Calcutta-700 001

## AUDITORS

VEE ASSOCIATES  
Chartered Accountants,  
135A, Biplabi Rash Behari Basu Road,  
Calcutta-700 001

## MANAGEMENT :-

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

## TAX BENEFITS :-

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

1. The Company is entitled to deduction of a 1/10th of the Specified expenditure including the expenses incurred on the issue of shares for a period of 10 successive years under section 35D of the Income-tax Act, 1961.
2. Members of the Company who are themselves Indian Companies will be entitled to claim exemption from Sur-tax on the amount of dividends received by them from the Company. Such Companies can also have the benefits of appropriate deduction on dividends received by them from the Company under section 80M of the Income-tax Act, 1961.
3. Members of the Company who are individuals and Hindu undivided families would also be entitled to claim deduction from their total income the amount of dividends received from the Company together with other dividends etc., to the extent of Rs. 3,000/- per year under Section 80L of the Income-tax Act, 1961.
4. Under Section 5 (1A) of the Wealth Tax Act, 1957, the Wealth Tax will not be payable by members of the Company, being individuals and HUF on specified assets upto an aggregate amount of Rs. 1,50,000/- including shares in this Company.



## AUDITORS' REPORT

The Board of Directors,  
PALI COMMERCIAL COMPANY LTD.  
32, Ezra Street,  
Calcutta-700 001.

VEE ASSOCIATES  
Chartered Accountants  
135A, Biplabi Rashbehari  
Basu Road,  
Calcutta-700 001.  
2nd April, 1982.

Dear Sirs,

We have examined the Books of Accounts of PALI COMMERCIAL COMPANY LIMITED for the period from 29th December 1981 (date of incorporation) to 31st March, 1982 and found them to be correct. In accordance with the requirements of Clause 24 (2) of part II of Schedule II of the Companies Act, 1956, we report that :—

### 1. PROFITS AND LOSSES :

The profits of the Company for the above Period arrived at after Charging all expenses of working and after making such provisions as were in our opinion, appropriate and subject to the notes appearing hereunder are as set out below.

Income

Period from 29th December, 81  
to 31st March, 1982.

Net Interest ( Note-1 )

8625.43  
(A) 8625.43

Expenditure

Administration and General Expenses

5075.00  
(B) 5075.00  
(A-B) 3550.43

Profits before Taxation

1800.00

Less : Taxation (Note-2)

1750.43

Profit after Taxation

Notes :

- (1) Interest Income has been taken on Accrual basis on the unsecured Loans advanced by the Company.
- (2) Taxation has been calculated on the estimated total income ( based on the profit shown above ) in accordance with the Laws currently in force at the rates applicable to a Domestic Company in which public are substantially interested.

### II. ASSETS & LIABILITIES :

Assets and Liabilities of the Company as at 31st March, 1982 are as set out below.

#### ASSETS

Current Assets, Loans & Advances  
Cash & Bank Balances  
Loans & Advances (Unsecured, Considered Good)  
Interest accrued but not Due

As at 31st March, 1982.  
Rs. P. Rs. P.

2,461.00

9,00,000.00

9,277.38

9,11,738.38



## MISCELLANEOUS EXPENSES

(To the extent not written off or Adjusted)

Preliminary Expenses

Share Issue Expenses

13,366.50

262.50

13,629.00

(C) 9,25,367.38

## Less LIABILITIES

### Unsecured Loans

From a Director

### Current Liabilities

Preliminary and other Expenses

Interest Accrued but not due  
(payable to a Director)

Provision for Taxation

6165.00

651.95

6,816.95

1,800.00

(D) 23,616.95

NET ASSETS (C-D) 9,01,750.43

Rs. P.

Represented by :-

### Share Capital

90,000 Equity Shares of Rs. 10/-  
each fully paid up

Reserves & Surplus

Profit & Loss Account

9,00,000.00

1,750.43

9,01,750.43

III. The Company has not Declared any dividend since its incorporation.

Yours faithfully,  
For VEE ASSOCIATES  
Chartered Accountants  
V. K. KANDOI  
(Partner)

## CALCUTTA

Dated : 2nd April, 1982.

## CAPITAL OUTLAY :

Working capital for Companies proposed  
Trading Business and also purchase and sale  
of shares and securities of Joint-Stock Com-  
panies etc, as may be decided by the Directors  
Expenses of the issue  
Preliminary Expenses

Rs. 23,56,633.50

Rs. 30,000.00

Rs. 13,366.50

Rs. 24,00,000.00

## Source of Finance :

Shares Subscribed by Promoters, Directors,  
Their Friends, Relatives and Associates  
Present issue as per this Prospectus

Rs. 9,00,000.00

Rs. 15,00,000.00

Rs. 24,00,000.00



## THE STATUTORY AND GENERAL INFORMATION :

### BRIEF HISTORY OF THE COMPANY :

The Company was Incorporated in the State of West Bengal Under the Companies Act, 1956 on 29th December 1981 and obtained the certificate for commencement of business on 25th January 1982. The Company has not yet started carrying business and has only advanced a part of its funds on interest.

### Signatories to the Memorandum of Association

Names, Father's Name, Addresses and Occupations of the Signatories to the Memorandum of Association of the Company and the Number of Shares subscribed for by each of them are set out below :—

Sl. No.	Names, Father's Name, Addresses and Occupation	Number of Equity Shares taken
1.	Narendra Dev Narayan S/o. Late Rai Bahadur Jug Dutt 44A, Wellesley Street, Calcutta-700 016 (Advocate)	10 ( Ten only )
2.	Pramod Kumar Saraogi S/o. Late Bajrang Lal Saraogi 57, Sir Hariram Goenka Street, Calcutta-700 070 (Service)	10 ( Ten only )
3.	Deoki Nandan Dhanuka S/o. Sri Madan Lal Dhanuka 223E, Battala Lane, P. O. Hindmotor, West Bengal (Business)	10 ( Ten only )
4.	Radhey Shyam Sinha S/o. Late Dr. Madan M. Sinha P. O. Konnagar Dist. Hooghly (Service)	10 ( Ten only )
5.	Vinod Kumar Jalan S/o. Sri Shyam Sunder Jalan 1, Burdwan Road, Alipore Calcutta-700 027 (Business)	10 ( Ten only )
6.	Shiv Kumar Didwania S/o. Brahma Dutt Didwania 4A, Shanti Nagar Housing Society Lilooah West Bengal (Service)	10 ( Ten only )
7.	Suresh Kumar Dhanuka S/o. Kaluram Dhanuka 52, Vivekananda Road, Calcutta-700 006 (Business)	10 ( Ten only )

70 (Seventy)

## MAIN OBJECTS

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

1. To carry on all or any of the business of buyers, sellers, suppliers, Investors, traders, merchants, importers, exporters, hire purchase dealers, indentors, brokers, agents, assemblers, packers, stockists, distributors and dealers of and in all kinds of agricultural produce, food articles, forest products, plantations crops like, Tea, Coffee, Tobacco, minerals, metals, industrial and other wastes and bye-products, industrial and other gases, fire wood, coal and coke, oils and lubricants, fuels, Alconol, wines and Beverages, edible and non-edible oils and fats, sugar and molasses, consumer goods, household goods, hardware and stores, Plant and machinery, Generating sets, Earth moving equipments, stores, spareparts and accessories, Commercial, natural and man made fibres, textiles of all kinds, all types of cements, chemicals, drugs, building materials, wire and wire products, all types of electrical goods, vehicles parts, automobile parts, machine parts, industrial components, plastics and electronic parts & devices, bullion precious stones, work of art, antique, curios, jewellery and ornaments and in all kinds of machinery accessories and other things required in connection therewith.
2. To carry on the business of investment & Financial Company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures stocks, bonds, obligations and securities issued or guaranted by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Dominion, Sovereign Ruler, Commissioner, Public body or authority, supreme municipal local or otherwise, whether in India or elsewhere.
3. To carry on all or any of the business of :-  
Financiers of industrial, commercial and other enterprises and general financiers, film financiers, producers and distributors and exhibitors, money



lenders, sabukars, trustees, real estate owner, landlord, real estate agents, builders, underwriters, guarantors, hire purchase dealers, Investors, promoters, brokers and dealers of and in shares, stocks, debentures securities, bonds, obligations, claims, licences and charges, land, buildings, houses, easements, negotiable instruments, decrees book-debts, patents, factories, mines, industrial undertaking, business concerns, warehouses property and right of all kinds, agricultural land, farms, gardens, flats, showroom, offices, residential units, shops and godowns, business of Insurance agents, safe deposit company and such other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.

### **OBJECTS OF THE ISSUE**

The objects of the present issue is to enable the Company to meet its requirement of working capital.

### **MINIMUM SUBSCRIPTION**

The minimum subscription in respect of the present issue will be subscription of 1,50,000 equity shares offered to the public under the Prospectus. The Directors will proceed to allot shares covered by this Prospectus on receipt of the full amount to be paid at the time of application for these shares i. e. Rs. 7,50,000/-. The entire minimum subscription will be utilised for the Company's business and to meet the expenses of this issue.

### **PRELIMINARY EXPENSES :-**

Preliminary Expenses amounting to Rs. 13,366,50 have been incurred so far. A sum of Rs. 15,000/- was advanced by Sri S. K. Didwania, a Director of the Company, for meeting the above Preliminary expenses.

### **EXPENSES OF THE ISSUE**

The expenses of the issue payable by the Company inclusive of brokerage, legal charges, auditors and

other fees are estimated at Rs. 30,000/- and are to be met out of the funds of the Company including proceeds of the issue.

### **BROKERAGE AND UNDERWRITING COMMISSION**

Brokerage at the rate of 1% on the issue price will be paid to Brokers and Bankers named earlier in this prospectus, as well as to the members of recognised Stock Exchange in India in respect of shares allotted as a result of application procured by them and bearing their stamp. No Commission is payable to underwriters as no part of the issue has been underwritten.

### **PREVIOUS COMMISSION, BROKERAGE AND DISCOUNT ON SHARES**

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

### **ISSUE OTHERWISE THAN FOR CASH**

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

### **ISSUE AT A PREMIUM OR DISCOUNT**

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

### **PREVIOUS OFFER**

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

### **OPTION TO SUBSCRIBE**

The Company has not entered into any contract or agreement whereby any option or preferential



right of any kind has been or is proposed to be given to any person to subscribe for any shares in the Company.

## CLASSES OF SHARES

The shares of the Company presently consist of one class namely equity shares.

## RIGHTS OF THE SHAREHOLDERS IN RESPECT OF CAPITAL AND DIVIDENDS

Subject to the rights of members entitled to a share (if any) with preferential or special 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 holder of partly paid up share shall be only entitled to such a proportion of the distribution upon a fully paid up share proportionately to the amount paid or credited thereon during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms of providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. Where capital is paid up in advance of calls upon the footing that the same shall carry interest such capital shall not whilst carrying interest confer a right to dividend or to participate in profits.

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these present and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively.

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 distribution 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 upto 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 shares and any arrears of dividend, such assets shall be distributed amongst the holders of preference shares that the losses shall be borne by the holder of preference share as nearly as may be in proportion to the capital paid up which ought to have been paid-up on the shares held by them at the commencement of the winding-up and the arrears of dividend as aforesaid.

The assets, if any, available for distribution after payment to the preference share-holders as aforesaid shall be distributed amongst the holders 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.

## VOTING RIGHT

Subject to any rights or restrictions 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.

Except as conferred by Section 87 of the Act the holders of preference shares shall have no voting right. Where the holder of any preference share has a right to vote on any resolution in accordance with the provision of subsection 2 of the Section 87 of the Act, his voting right on a poll as the holder of such share shall subject to the provision of Section 89 and sub-section (2) of Section 92 of the Act be in the same proportion as the Capital paid up in respect of the preference share bears to the total paid-up equity capital of the Company.

Where a Company or body-corporate (herein-after called "Member Company") is a member of the Company a person duly appointed by resolution in accordance with Section 187 of the Act to represent such member Company at a meeting of the Company, shall not by reason of such appointment, be deemed



to be a proxy, and the production at the meeting of a copy of such resolution duly signed by the one Director of such member company and certified by him as a true copy of the resolution shall, on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member Company or body-corporate which he represents, as that member Company or body corporate could exercise if it were an individual member.

Where there are joint-registered holders of any shares any one of such person may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting either personally or by proxy than one of the said persons so present whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrator of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint-holders thereof.

Any person entitled under the Transmission Article 67 to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of the right to transfer such shares, or the Director shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non compos-menis he may vote whether on a show of hands or at a poll by his committee, curator banis or other legal curator and such last mentioned persons may give their votes by proxy on poll. If any member is a minor, the vote in respect of his share may be given by his guardian. If more than one person claim to exercise the right of vote under this clause, the Chairman of the meeting may elect in his absolute discretion any one person and will accept his vote.

No member not present in person shall be entitled

to vote on a show of hands, unless such member is a company or corporation present by proxy or by a representative duly authorised under Sec. 187 of the Act, in which case such proxy or representative may vote on the show of hands as if he were a member of the Company.

On a poll, votes may be given either personally or by proxy or in the case of a Company, by a representative duly authorised as aforesaid.

No member shall be entitled to exercise any voting rights, either personally or by proxy, at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

## MODIFICATION OF RIGHTS

If any time the share capital is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise prohibited by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act whether or not the Company is being wound up, be modified, commuted, affected, abrogated, varied or dealt with by the consent in writing of the holders of three-fourths 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. To every such separate meeting the provisions of these regulations relating to general meeting shall mututis apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued share of the class in question. This Article is not by application to curtail the power of modification which the Company would have if this Article was omitted.

The Company shall comply with the provisions of Section 192 of the Act as to forwarding a copy of such agreement or resolution to the Registrar.



### **Restrictions on the right to transfer shares :-**

Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation of the transferee has been delivered to the Company along with the certificate relating to the shares, or if no such certificate is in existence along with the letter of allotment of the shares in accordance with the provisions of Section 108 of the Companies Act. The transferor shall be deemed to remain a member in respect of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness, who shall add his address and occupation. Provided that, whereon an application in writing made to the Company by the transferee, and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

Application for the registration of the transfer of a share may be made either by the transferee or the transferor. No registration shall, in the case of the partly paid share, be affected unless the company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act and subject to the provisions of the Articles, the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

The Board, without assigning any reason for such refusal may subject to right of appeal conferred by Section 111, decline to register.

- a) the transfer of a share not being a fully paid share, to a person of whom it does not approve, or
- b) any transfer of shares on which the Company has a lien ;

Provided that registration of transfer shall not be refused on the ground of transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. If the Directors decline to register any transfer, they shall give notice of such refusal to the transferee and the transferor as required by Section 111 of the Act.

No transfer shall be made to an infant or person of unsound mind.

### **L I E N**

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 upon 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, engagements 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 hereof 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.

### **MANAGING DIRECTOR**

The Company by ordinary resolution or the Directors may Subject to the provisions of Section 268 and 269 of the Act, from time to time appoint one or more of the Directors to be Managing Director or Managing Directors or other whole time Directors of Company for a term not exceeding five years at a time and may from time to time subject to the provisions of any contract between him or them and the Company remove or dismiss him or them from office and appoint another or others in his or their place or places.

### **MANAGER**

Subject to the provisions of the Act, the Board shall have powers to appoint or employ any person to be the Manager of the Company upon such terms and conditions as the Board thinks fit, and the Board may,



subject to the provisions of Section 291 of the Act, vest in such manager such of the powers, vested in the Board generally, as it thinks fit, and such powers may be made exercisable for such periods, and upon such conditions and subject to such restrictions as it may determine, and at such remuneration as it may think fit. A Director may be appointed as Manager.

Subject to the provision of Sections 309, 310 and 311 of the Act, a Managing Director or whole-time Director shall, in addition to the usual remuneration payable to him as a Director of the Company under these Articles, receive such additional remuneration as may from time to time be sanctioned by the Company and may be by way of fixed salary or at a Specified percentage of the net profits of the Company or both provided that such percentage shall not exceed five percent for any one Managing or whole-time Director and ten percent for all of them together.

#### **POWERS OF DIRECTORS AND RESTRICTION THEREON**

Subject to the provisions of the Act, the Control of the Company shall be vested in the Board who shall be entitled to exercise all such acts and things as the Company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the act, or any other statute or by the Memorandum of the Company or by the Articles or otherwise to be exercised or done by the Company in general meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other Statute or in the Memorandum of the Company or in the Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulation made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have valid if that regulation had not been made.

#### **DIRECTORS**

Until otherwise determined in the general meeting by Special Resolution the number of the Directors of the Company shall not be less than three and not more than twelve. The Company in general meeting may from time to time increase or reduce the number of Directors within the limit fixed as above.

#### **QUALIFICATION SHARES**

The Directors are not required to hold any qualification shares.

#### **REMUNERATION OF DIRECTORS**

Unless otherwise determined by the Company in General meeting each Director, other than the whole time paid Directors, shall be paid Rs. 250/- or ( as may be decided by Board from time to time ) for each meeting of the Board of Director or a Committee thereof attended by him. The Directors may also be paid all the expenses as decided by the Board from time to time in attending of the Board or Committee of Board.

In addition to the remuneration payable to the Directors under Article 124 thereof, the Directors may be paid all reasonable travelling, hotel and other expenses in attending and returning from the meetings of the Board of Directors or any Committee thereof or in connection with the business of the Company.

Subject to Sections 198, 301, 310, and 314 of the Act, if any Director or Directors being willing shall be called upon to perform extra service or to make any special exertion in going or residing outside the office for any of the purposes of the Company or in giving special attention to the business of the Company, the Board may remunerate such Director either by fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or substitution for any remuneration to which he may be ordinarily entitled.

#### **BORROWING POWER**

The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purpose of the Company subject to the provisions of Section 292 and 370 of the Act and may secure payment or repayment of same in such manner and upon such terms and condition in all respects as may be prescribed by the Board in particular by the creation of any mortgage, hypothecation pledge or charge in and over the Company's stocks, book debts and other movable properties.

#### **INTEREST OF PROMOTERS AND DIRECTORS**

None of the Directors or promoters is in any way interested in the promotion of the Company except as Director or shareholders. No benefits has been paid or given or is intended to be paid or given to any



promoter or to any officer of the Company except in case of officers of the Company the normal remuneration payable to them and the reimbursement of all authorised expenditure on behalf of the Company.

#### **PAYMENT OF BENEFIT TO PROMOTERS AND DIRECTORS**

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

#### **INDEMNITY**

The Articles of Association of the Company provide that every Director or Officer of the Company or any person employed by the Company and any person appointed as Auditors shall be indemnified out of the assets of the Company against all liabilities incurred by him as such Directors, Officer, Employee or Auditors in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Companies Act, 1956, in which relief is granted to him by the Court.

#### **REVALUATION OF ASSETS AND CAPITALISATION OF RESERVES OR PROFITS**

There has been no revaluation of assets or capitalisation of reserves or profits of the Company since Incorporation.

#### **REGISTERED OFFICE :**

32, Ezra Street,  
Calcutta-700 001

Dated 8th day of April 1982

#### **MATERIAL CONTRACT**

No contracts (not being contracts entered into in the ordinary course of business carried on by the Company) which may be deemed material have been or are proposed to be entered into by the Company.

#### **INSPECTION OF DOCUMENTS**

Documents referred to below may be inspected at the Registered Office of the Company situated at 32, Ezra Street, Calcutta-700001 between 10-30 a. m. to 12-00 noon and 2-00 p. m. to 4-00 p. m. on any working day (except Saturday and holiday) for a period of fourteen days from the date of Publication of the Prospectus or until the closing of the subscription list whichever is earlier.

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

#### **CONSENTS**

Consent in writing of the above named Bankers, Auditors and Brokers to act in their respective capacities, has been obtained and filed with the Registrar of Companies, West Bengal, as required by the Act and have not been withdrawn upto the time of delivery of a copy of this prospectus to the Registrar of Companies.

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

NARENDRA DEV NARAYAN

VINOD KUMAR JALAN

SHIV KUMAR DIDWANIA

} DIRECTOR