

PROSPECTUS

RADHIKA INDUSTRIAL INVESTMENTS LTD.

Regd. Office :

**16, INDIA EXCHANGE PLACE,
CALCUTTA-700 001.**

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

- PROSPECTUS
1. This issue of Equity Shares is within the exemption limit under the Capital Issues (Exemption) Order, 1969 and no consent or acknowledgement of the Controller of Capital issues is required.
 2. A copy of this Prospectus having attached thereto the documents required to be filed under Section 60 of the Companies Act, 1956 as amended upto date (hereinafter referred to as 'The Act') has been delivered for registration to the Registrar of Companies, West Bengal at Calcutta.
 3. Application will be made to the Calcutta Stock Exchange Association Ltd., for permission to deal in and for official quotations for the Equity Shares of the Company.
 4. The subscription list will open at the commencement of the Banking Hours on 31st August 1981 and close at the close of the Banking Hours on 10th September 1981 or earlier, at the discretion of the Directors but not before the close of the Banking Hours on 3rd September 1981.
 5. ATTENTION OF THE APPLICANTS IS DRAWN TO SUB-SECTION (1) OF THE SECTION 68-A, OF '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.

RADHIKA INDUSTRIAL INVESTMENTS LTD.

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

16, INDIA EXCHANGE PLACE, CALCUTTA-700 001

SHARE CAPITAL

Nominal Value
(Rs.)

AUTHORISED

2,50,000 Equity Shares of Rs. 10/- each 25,00,000

ISSUED & SUBSCRIBED

95,000 Equity Shares of Rs. 10/- each allotted to the Promoters/
Directors, their friends and relatives and Associates for
cash at par 9,50,000

PRESENT ISSUE : OFFERED TO THE PUBLIC

1,50,000 Equity Shares of Rs. 10/- each for cash at par 15,00,000

2,45,000

24,50,000

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(s) liable to pay interest therein from the day appointed for payment thereof to the day of actual payment at the rate of 12% per annum or at such lower rate as the Directors may determine and will also render the shares including the amount already paid on them liable to forfeiture.

TERMS OF OFFER

The Equity Shares now being offered are subject to the terms of this prospectus, the Application form and the Memorandum and Articles of Association of the Company. They will rank pari passu in all respects with the existing issued and subscribed Equity Shares of the Company.

BOARD OF DIRECTORS

Names, Addresses & Descriptiones

Occupations & other Directorships

Sri Govind Ram Boobna
(S/o. Late Ram Niwas Boobna)
12, Govt. Place East,
Calcutta-700001

Service Director of :

1. Jhirighat Native Tea Co. Ltd.
2. Bishwanath Industries Ltd.
3. Radhika Exports Ltd.

Sri Ram Krishna Agarwal
(S/o. Late Rang Lal Agarwal)
16, India Exchange Place
Calcutta-700001

Business Director of :

1. Mineral Wool Mfg. (India) P. Ltd.
2. Kabari Private Limited

Sri Shyam Sundar Patodia
(S/o. Late Shiva Prasad Patodia)
12, Govt. Place East
Calcutta-700001

Service Director of :

1. Ashok Investments Ltd.
2. Radhika Exports Ltd.

The Company at present does not have or propose to have any Managing Director or Manager.

REGISTERED OFFICE :

16, India Exchange Place,
Calcutta-700 001

AUDITORS OF THE COMPANY :

✓ M/s. Agarwal Surana & Co.
Chartered Accountants,
4, Synagogue Street,
Calcutta-700 001

BANKERS OF THE COMPANY :

Indian Bank
Red Cross Branch, Calcutta
United Bank of India
7, Lyons Range, Calcutta

BANKERS TO THE ISSUE :

✓ Allahabad Bank
Stephen House Branch
4, B. B. D. Bag (East) Calcutta-1

BROKERS TO THE ISSUE

Calcutta :

M/s. Nandlall & Co.
16, India Exchange Place, Cal-700 001
M/s. Makhan Lal Jain
7, Lyons Range, Calcutta-700 001

Bombay :

M/s. Jamnadas Virji & Co.
5-A, Hamam Street, Ground Floor
Bombay-400 023

Hyderabad :

M/s. Laxminarayan Rathi
4-5-173 & 174, Hashmat Gunj
Sultan Bazar,
Hyderabad-500 001 (A.P.)

Madras :

M/s. V. S. Krishnaswami & Co.
45, Armenian Street, P.B. No. 265,
Madras-600 001

Ahmedabad :

M/s. Gordhan Das N. Gupta
Anandji Kalyanji Building
Opp. Dhanasuthar pole, Relief Road,
Ahmadabad-380 001

Bangalore :

M/s. Vijai & Company
9, Eleventh Main Road,
Malleswaram, Bangalore-560 003

Delhi :

M/s. Amrit Lal Bajaj & Co.
606, Kailash Building
26, Kasturba Gandhi Marg
New Delhi-110 001

Indore :

M/s. Pushkarlal Ghudawala
44, Bada Sarafa,
Indore-452 002

Cochin :

M/s. A. A. ARON & CO.
Congress House, Hospital Road
Post Box No. 1003
Ernakulam,
Cochin-682 011

CONSENTS

Consents in writing of the above named Bankers to the Company, Bankers to the issue, Auditors and Brokers to the issue to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal Calcutta as required by the Act and have not been withdrawn upto the time of filing of this prospectus. M/s. Agarwal Surana & Co., the Auditors of the Company have given their written consent to the inclusion in this prospectus of their Report in the form and context in which it is included and such consent has not been withdrawn upto the time of filing of this prospectus.

HISTORY AND BUSINESS OF THE COMPANY

The Company was incorporated as a Public Limited Company in West Bengal on the 27th October, 1980 and obtained the certificate of commencement of business on the 4th November, 1980. The main object of the company as stated in the Memorandum of Association inter alia include carrying on the business of Investment Company & Financial Company and to acquire and hold and to deal in shares, stocks, debentures, debenture stocks, bonds, obligations and securities etc. and also borrow or raise money and to devote any money so raised to any of the objects of the Company.

MAIN OBJECTS :

The Main objects of the Company as set out in its memorandum of Association read as follows :

MAIN OBJECTS TO BE PURSUED ON INCORPORATION

(1) To carry on as its principal business, the business of investments & financial Company and to acquire and hold and otherwise deal with shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign, ruler, commissioner, publicbody, or authority, suprem, municipal, local or otherwise, whether in India or elsewhere & to invest and deal with the moneys of the company in such manner as may be determined from time to time.

(2) To borrow or raise money with or without security and/or by the issue or sale of any bonds, mortgates, debentures, or debenture-stock of the company, whether perpetual or otherwise and to devote any money so raised to any of the objects of the company and to advance and lend money and assets of all kinds upon such terms as may be arranged.

PROSPECTUS

In a developing economy, the trade and industries always remain in need of finance, If intelligent investment of funds is made in such business and industries and also in properties and business it can be expected to earn reasonable profits. The directors after considering the relevent factors have anticipated that, in the absence of unforeseen circumstances the company will be able to earn reasonable profits on the capital employed.

MANAGEMENT

The company is managed by its Board of Directors and it is not envisaged at this stage to appoint any Managing or Wholetime Director or Manager. The necessary management personnel will be appointed as and when necessary. No difficulty is envisaged in this regard.

OBJECTS OF THE PRESENT ISSUE

The purpose of this issue is to provide a part of the finance to buy, invest in shares, stock-debentures, debenture-stock of any other company including security of any Government, Local Authority bonds, Certificates to advance money to any one by way of loans etc and to carry on the business of an investment Company. After meeting the expenses of this issue estimated at Rs. 30,000/- and other preliminary expenses incurred/to be incurred and estimated at Rs. 20,000/- the balance proceeds will be employed accordingly.

TAX BENEFITS

The Directors are advised that under the current laws. The following benefits will be available to the company/its members :

- (i) The Company and those members of the company who are themselves companies shall be entitled to the benefits to total ex-emption from sur-tax and partial exemption from Income Tax on dividends received by them from this company to the extent provided under Section 80M of the Income Tax Act, 1961, and in case of Company's Investments in new industries the Company shall be entitled to exemption from Income Tax under Section 80K of the Income Tax Act, 1961, on so much of the dividend paid to it as is attributed to the profits of the Company exempted from Income Tax under Section 80J of the Income Tax Act, 1961.
- (ii) Members of the Company who are individuals or Hindu Undivided families shall be entitled to claim deduction from their total Income to the extent of Rs. 3,000/- per year in respect of specified items including dividends from India Companies, under Section 80L of the Income Tax Act, 1961.
- (iii) Members of the company who are individuals or Hindu undivided families shall be entitled to exemption from wealth tax on specified financial assets including shares in this Company to the extent of Rs. 1,50,000/- under section 5(1A) of the Wealth Tax Act, 1957.
- (iv) The Company will be entitled to deduction of one-tenth of the specified expenditure, including the expenses incurred on the issue of shares for a period of ten successive years under Section 35-D of the Income Tax Act, 1961.

AUDITORS REPORT

AGARWAL SURANA & CO.
(Chartered Accountants)

4, Synagogue Street,
Calcutta-700 001.
16th April, 1981.

The Directors
Radhika Industrial Investments Ltd.
16, India Exchange Place,
Calcutta-700 001.

Dear Sirs,

We have examined the books of Accounts of Radhika Industrial Investments Ltd. for the period commencing from 27th October, 1980 (the date of incorporation) to 31st March, 1981 being the last date upto which the accounts of the company have been made up and found them to be correct.

In accordance with and as required by clause 24(2) (a) and (b) of Part II of the Schedule II of the companies Act, 1956 we report as under :

I. PROFIT & LOSS ACCOUNT

For the period from 27th October, 1980 to
31st March, 1981.

	Rs.	Rs.
INCOME (Interest)		35,701
EXPENDITURE		
Salaries	7,250	
Rent	600	
Printing & Stationary	172	
Bank Commission	130	
General Expenses	700	
		<u>8,852</u>
		<u>26,849</u>

II. ASSETS AND LIABILITIES

The assets and liabilities of the Company as at 31st March, 1981 being the last date upto which the accounts have been made up and audited by us are set out as follows :

31st March, 1981

ASSETS :	Rs.	
Current Assets, Loans & Advances :		
LOANS	6,78,000	
Tax Deducted at Source	2,745	
Interest Receivable	22,934	
Balance with Indian Bank in		
Current Account	2,60,392	
Balance with United Bank of India in		
Current Account	1,080	
Cash in Hand	1,609	
		<u>9,66,760</u>
NET ASSETS		<u>9,66,760</u>

REPRESENTED BY

Share Capital :

95,000 Equity Shares of Rs. 10 each fully
paid up in Cash

Profit & Loss Account

Sundry Creditors for expenses

Less : Preliminary Expenses
(Not written off)

9,50,000
26,849
201
9,77,050
10,290
9,66,760

- Notes :**
1. No dividend has been declared by the company since its incorporation.
 2. The Profit & Loss has been arrived at after making such adjustments as are in our opinion appropriate.
 3. Provision for income tax has not been made.

Yours faithfully,

For AGARWAL SURANA & CO.
(Chartered Accountants)

S. S. AGARWAL
Proprietor

OTHER STATUTORY AND GENERAL INFORMATION SIGNATORIES TO THE MEMORANDUM.

Names, Addresses, Descriptions and
Occupations of subscribers.

No. of Equity Shares
subscribed.

1. Ramkrishna Agarwal S/o. Late Ranglal Agarwal 16, India Exchange Place, Calcutta-700 001. (Business)	100
2. Sri Nawal Kishore Lohia S/o. Late Bishambar Lal Lohia 43, Sri Hari Ram Goenka Street, Calcutta-700 007. (Business)	100
3. Shyam Sundar Patodia S/o. Late Shiva Prasad Patodia, 12, Govt. Place East, Calcutta-700 069. (Service)	100
4. Sri Govinram Boobna S/o. Late Ramniwas Boobna 12, Govt. Place East, Calcutta-700 069. (Service)	100
5. Om Prakash Jhunjhunwala S/o. Radhakishan Jhunjhunwala 12, Govt. Place East, Calcutta-700 069. (Service)	100
6. Dhruva Kumar Jalan, S/o, Badri Prasad Jalan 12, Govt. Place East, Calcutta-700 069. (Service)	100
7. Sri Jagadish Prasad Jhunjhunwala S/o. Late Murlidhar Jhunjhunwala 12, Govt. Place East, Calcutta-700 069. (Service)	100
TOTAL	700

MINIMUM SUBSCRIPTION

The minimum amount which in the opinion of the Directors must be raised by the issue of Share Capital in Order to provide the sum required for operations of the Company is Rs. 15.00 Lacs being the issue price of 1,50,000 Equity Shares of Rs. 10/- each. The entire amount after meeting the preliminary expenses and the expenses of this issue, as hereinbefore mentioned, will be used as Working Capital.

DIRECTORS AND RESTRICTIONS ON THEIR POWERS

Subject to the provisions of the act and Articles of Association of the Company (hereinafter referred to as Articles) the control of the Company's affairs is vested in the Board of Directors. Under Article 21 the Board is entitled to exercise all such powers and to do all such acts and things as the company is authorised to exercise and do in furtherance of its objects specified in the Memorandum of Association for which the company is established except such powers as are specifically required by the Act or the Memorandum or Articles of Association of the Company to be exercised or done by the Company in General Meetings. In exercising any such powers or doing any such acts or things, the Board will be subject to the provisions contained in that behalf in the Act, or in the memorandum or Articles of Association of the Company or in any regulations not inconsistent therewith and duly made there under including regulations made by the company in general Meetings. No regulation made by the company in general meetings will invalidate any prior act of the Board which would have been valid if that Regulation had not been made. Other Provisions of the Articles relating to Directors are :

1. Until otherwise determined by a special resolution the number of Directors of the Company will not be less than three and not more than eleven.
2. Unless otherwise determined by the company in General Meetings, Directors are not required to hold any shares in the company as qualification shares.
3. If/at any time the Company obtain any Loans or any assistance in connection therewith by way of Guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "The Institution") or if at any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution where by the institution subscribes for or writes under the issue of the Company's shares or debenture or provides any assistance to the Company in any manner and it is a term of the relative loan assistance, or contract or arrangement that the institution shall have the right to appoint one or more Director or Directors to the Board of the Company, then subject to the provisions of section 255 of the Act and subject to the terms and conditions of such Loan, assistance, contract or arrangement the institution shall be entitled to appoint one or more Director or Directors as the case may be, to the Board of the Company and to remove from office any Director so appointed and to appoint another in his place or in the place of Director so appointed who resigns or removal shall be made in writing and shall be served at the office of the company. The Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the relative loan assistance, contract or arrangement, as the case may be subsists.
4. The Board of Directors may appoint alternate Directors as envisaged under Section 313 of the Companies Act, 1956.
5. Regulation in Table A of the first Schedule to the Companies Act 1956 shall apply to this company, except in so far as they are not modified or abrogated in the Articles of the Company.

MANAGING/WHOLE-TIME DIRECTORS AND MANAGERS

Articles 22 Provides that subject to the provisions of section 316 and 317 of the Act, the Board may from time to time appoint one or more Directors to be Managing Directors or Wholetime Directors 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 palce.

BORROWING POWERS

The Board, may form time to time, at its discretion, subject to the provisions of section 292, 293 and 370 of the Companies Act, 1956 raise or borrow from the Directors or anywhere else and secure the payment of any sum of sums of money for the purpose of the company, provided that the Board shall not without the sanction of the Company in general meeting, borrow any 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.

REMUNERATION OF DIRECTORS

Articles 18 and 19 provide that—

(a) Unless otherwise determined by the company in general meeting each Director will be entitled to receive out of the funds of the company for his services in attending meetings of the Board or a Committee of the Board, a fee not exceeding Rs. 250/- per meeting of the Board or Committee of the Board attended by him. Board of Directors shall have power to fix a Lesser amount of fee.

(b) The Directors (other than a Managing Director and a Director in the whole-time employment of the Company) will also be paid, if the Board so decides by way of further remuneration @ 3% of the annual net profits of the Company. (The rate of such commission will be recuded to 1% in the circumstances referred to in Section 309 (4) (a) of the Companies Act, 1956) such net profits being computed in the manner laid down in Section 349 of the said Act except that the remuneration of Directors shall not be deducted from Gross profit. Such remuneration under this sub-para shall be paid to all the Directors for the time being or to any one or more of them in such proportion as the Directors may by 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 each 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 time employment of the Company shall be determined in accordance with and subject to the provisions 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 or Committee meeting or otherwise incurred in the execution of their duties as Directors.

(c) 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 provisions of sections 198, 309 and 314 of the Companies Act, 1956 the Board may remunerate 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.

INTEREST OF DIRECTORS

The Directors of the company are or may be deemed to be interested in the present issue to the following extent.

(a) Of the remuneration and reimbursement of expenses if any, payable to them under the Articles and.

(b) To the extent of the shares held by them in the company or that may be subscribed for by and allotted to them or to their relatives or to any Company of which they are Directors out of the present issue.

AMOUNT OF BENEFIT PAID OR GIVEN TO PROMOTERS OR OFFICERS :

No amount or benefit has been paid or given or is intended to be paid or given to any Promoters, Directors or any Officers of the Company save and except the reimbursement or actual preliminary expenses incurred by them at the time of incorporation of the company.

CAPITALISATION OF RESERVES :

The company has not capitalised any reserve since its inception.

ISSUE AT A PREMIUM OR DISCOUNT :

No share or debenture has been issued or agreed to be issued otherwise than for cash within 2 years preceeding the date of this prospectus.

REVALUATION OF ASSETS :

There has been no revaluation of the assets of the Company since inception.

EXPENSES OF PRESENT ISSUE :

The expenses of the present issue including brokerage, stamp duty, printing, distribution and publication expenses, bank charges and auditors fees estimated at about Rs. 30,000/- are payable by the Company and will be met out of the proceeds of the present issue.

REDEEMABLE PREFERENCE SHARES :

The company does not have any preference share Capital and does not presently intend to issue Redeemable preference shares.

OPTION TO SUBSCRIBE :

The Company has not entered into any contract or arrangement and does not propose to enter into any contract or arrangement whereby any option or preferential right of any kind has been or is proposed to be given to any person to subscribe for shares in or debentures of the Company.

CLASSES OF SHARES :

The authorised share Capital of the Company consist of one class only, viz, Equity shares.

RIGHTS OF SHAREHOLDERS :

Article, 14 provides as Follows :—

(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 on behalf of a holder of Equity shares if he is not entitled to vote in his own right or as duly authorised representative of a body corporate, being a holder of Equity Shares, shall have one vote.

(2) On a pool 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.

DIVIDEND :

Article 24 provides that there shall be no forfeiture of Unclaimed Dividends. The same shall be dealt with in accordance with the provisions of Section 205A and 205B and provisions of the Companies Act, 1956.

RESTRICTIONS ON THE TRANSFERS OF SHARES :

(1) Save as provided in Section 108 of the Companies Act, 1956, no transfer of a share shall be registered unless a proper instrument of transfer in the common form as may be prescribed by law duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or if no such certificate is in existence the letter of allotment of the share. Each Signature to such transfer shall duly attested by the Signature of one credible witness who shall add his address and occupation.

(2) (A) Application for the registration of the transfer of a share may be made either by the transferor or the transferee provided that, where such application is made by the transferor no registration shall in the case of a partly paid share, be effected 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 Companies Act 1956 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 the 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.

(B) The Company shall not make any charge for Registration of transfers of its shares and debentures and for subdivision and consolidation of shares and securities into denominations corresponding to the market units of trading in a stock Exchange.

(C) The Company shall not have any lien on Fully paid up shares and in the case of partly paid-up shares, the Company's lien shall be restricted to money's called or payable at a fixed time in respect of such shares.

(D) The monies paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in profits of the Company.

(3) (A) Any amount paid up in advance of calls on any share may carry interest, as may be decided by the Board of Directors, shall not in respect thereof confer a right to dividend or participate in profits.

(B) The option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

(2) On a pool 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.

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(1) Save as provided in Section 108 of the Companies Act, 1956, no transfer of a share shall be registered unless a proper instrument of transfer in the common form as may be prescribed by law duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or if no such certificate is in existence the letter of allotment of the share. Each Signature to such transfer shall duly attested by the Signature of one credible witness who shall add his address and occupation.

(2) (A) Application for the registration of the transfer of a share may be made either by the transferor or the transferee provided that, where such application is made by the transferor no registration shall in the case of a partly paid share, be effected 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 Companies Act 1956 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 the 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.

(B) The Company shall not make any charge for Registration of transfers of its shares and debentures and for subdivision and consolidation of shares and securities into denominations corresponding to the market units of trading in a stock Exchange.

(C) The Company shall not have any lien on Fully paid up shares and in the case of partly paid-up shares, the Company's lien shall be restricted to money's called or payable at a fixed time in respect of such shares.

(D) The monies paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in profits of the Company.

(3) (A) Any amount paid up in advance of calls on any share may carry interest, as may be decided by the Board of Directors, shall not in respect thereof confer a right to dividend or participate in profits.

(B) The option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

(C) Provided that registration of transfer shall not be refused on the ground of the 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.

(D) Provided that debentures, debenture-stock, bonds or other securities with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General meeting.

PURCHASE OF PROPERTY :

The Company has not purchased or entered into any contract or understanding for purchase or acquisition of any property up to the date of this prospectus.

BROKERAGE AND UNDERWRITING COMMISSION :

Brokerage @ 1% on the issue price will be paid to the Banker or Brokers named earlier in this prospectus as well as to any other members of any recognised Stock Exchange in India in respect of shares allotted as a result of applications procured by them and bearing their stamps. No underwriting Commission is payable as no part of the issue has been underwritten.

PREVIOUS COMMISSION :

Except the brokerage payable to the Brokers and Bankers as mentioned herein above no sums have since the inception of the Company been paid or are payable as commission for subscribing or agreeing to procure subscription for any share in or debentures of company.

PRELIMINARY EXPENSES :

The estimated preliminary expenses will be about Rs. 10,000/- which are being incurred by promoters and the same are to be reimbursed to them.

MATERIAL CONTRACTS AND INSPECTION OF DOCUMENTS :

No contract (not being contracts entered into in the Ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which may be deemed to be material have been entered into by the Company.

Documents referred to below may be inspected at the Registered Office of the Company situated at 16, India Exchange Place, Calcutta-700001 between 10.30 A. M. and 4.30 P. M. on any working day (except Saturday) until the closing of the subscription list.

- ✓ 1. Memorandum and Articles of Association of the Company.
- ✓ 2. Certificate of Incorporation.
- ✓ 3. Certificate of Commencement of Business.
- ✓ 4. Consent letters of Auditors, Bankers, and Brokers to the issue and
- ✓ 5. Report of the Auditors of the Company.

APPLICATION AND ALLOTMENT :

Applications must be made for a minimum number of 50 shares or multiples thereof on the forms 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 (not more than one) for the total number of shares required. Applications may be made in single and/or joint names (not more than three.) Two or more applications in single names 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 of Directors reserves the right to reject, in their absolute discretion, all or any multiple applications.

In case of joint applications, refund pay Orders if any will be made out in favour of and all communication will be addressed to the applicant whose name appears first and at his address stated in the application form.

Applications must be in the names of individuals, limited companies, statutory corporations or statutory institutions. Applications in the names of partnership firms or trusts (unless the trust is registered under the societies Registration Act 1860 and is authorised under its constitution to hold shares in a company) will not be accepted. All applications must be completed in full in Block Letters in English. Applications which are not complete in every respect are liable to be rejected.

Applicable from Indian Nationals resident in India, Properly completed together with the full amount payable on application i. e., at the rate of Rs 5/- per share must be lodged before the close of the subscription list with the Bankers to the issue named in this prospectus at any of their offices mentioned in the Application Form.

Application from foreign nationals will not be accepted.

Application forms from non-resident Indians/persons of Indian origin resident abroad properly completed together with remittance from abroad towards the amount payable on the application through approved Banking Channel or out of the funds held in the non-resident (external accounts) along with the documentary evidences in this behalf must be delivered before the closing date of the subscription list with the Bankers to the issue named in this prospectus or in the column mentioned against their names in the application form. The Company as required by the Reserve Bank of India shall apply to the Reserve Bank of India for its permission in the manner prescribed by the Reserve Bank of India to accept such applications from non-resident- Indians/persons of Indian Origin resident abroad. The Allotment of shares to non-resident Indians/persons of Indian origin resident abroad shall be subject to the Company obtaining such approval from the Reserve Bank of India. Non-resident Indians/persons of Indian origin resident abroad need not apply direct to the Reserve Bank of India. In the case of Applications under power of attorney or by Limited Companies or corporate Bodies, the relevant power of Attorney or the relevant authority to make the application as the case may be or a duly certified copy thereof must be attached to the application form or lodged separately at the registered office of the Company.

Where the application is for shares of the face value of Rs. 20,000 or more, the applicant, or in the case of application in the Joint names, each of the applicants should mention his permanent Account Number allotted under the Income-tax Act, 1961 or where the same has not been allotted, the G. I. R. Number and the Income-tax circle, Ward, District. In case where neither the permanent Account Number nor the GIR number has been allotted the fact of non allotment should be mentioned in the application form. Application forms without this information will be considered incomplete and will be liable to be rejected.

AVAILABILITY OF FORMS AND PLACES OF ACCEPTANCE :

Application forms with copies of the prospectus may be obtained from the Brokers and Bankers to the issue named herein or from the Branches of the Bankers to the issue mentioned in the Application form and from the Company at its Registered Office.

All application forms duly completed together with cash/cheque or Bank Draft for the amount payable on application must be delivered before the closing of the subscription list to the Bankers to the issue named herein or to any of their Branches a list of which is incorporated in the application form and NOT to the Company. For Further instructions, please read the application form carefully.

RECEIPTS OF MONEY :

Cheques or Drafts must be made payable to the Bankers to the issue Viz. "Allahabad Bank A/c Radhika Equity issue" and crossed A/c. payee only (for exemple Allahabad Bank A/c. Radhika Equity issue). A separate cheque or Draft must accompany each application form and must be drawn on a branch of a Schedule Bank, including a State Co-operative Bank included in the second Schedule to the Reserve Bank of india Act, 1934 or any other Bank (which is a member or sub-member of clearing houses located at centres where there are recognised Stock Exchange) situated in the town where the application is submitted. Application accompanied by such cheques or draft which are drawn on outstation banks will be rejected. Money order will not be accepted.

DISPOSAL OF APPLICATIONS AND APPLICATION MONIES :

No receipts will be issued for the application money. However, the Bankers to the issue receiving the application will acknowledge receipt of the application by stamping and returning to the applicants the perforated acknowledgement slip at the bottom of each application form.

Allotment letters or shares 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 stock Exchange at Calcutta from the date of closing of subscription list.

The Directors reserve the right to accept or reject any application in whole or in part without assigning any reason. If an application is rejected in full the whole of the application money received will be refunded to the applicant. If an application is rejected in part the balance of the application money received will be refunded to the applicant in terms of Section 73 of the Act or in the event of unforeseen circumstances, within such further time as may be allowed by the stock Exchange at Calcutta from the date of the closing of the subscription List. No interest will be payable on the application money so refunded.

Refunds will be made by Cheques or pay Orders drawn on the Company's bankers in Calcutta and Bank charges if any, for encashing such cheques or pay orders will be payable by the applicants. Such Cheques or pay Orders will, however, be payable at par at all the Branches of the Bankers where there are recognised Stock Exchange.

All Cheques, Pay Orders, Letters of allotment and share certificates shall be despatched to the applicant at his/her registered address at his/her own risk.

BASIS OF ALLOTMENT IF ISSUE IS OVERSUBSCRIBED :

In the event of the present issue of Equity shares being oversubscribed, the basis of allotment will be finalised in consultation with the Calcutta Stock Exchange,

ISSUE OF SHARE CERTIFICATE :

The share Certificate will be ready for delivery within two months from the date of allotment in exchange for letter of allotment issued, if any.

Registered Office :—

16, India Exchange Place,
Calcutta-700-001

Dated 31st July, 1981

SRI G. R. BOOBNA
SRI R. K. AGARWAL
SRI S. S. PATODIA

} Directors