

For SAMIR COMMERCIALS LIMITED.

S.K. Sharma.
Director.

SAMIR COMMERCIALS LIMITED

PROSPECTUS

Issue Opens on Thursday the 3rd March, 1983

FOR PUBLIC ISSUE OF

1,44,000 Equity Shares of Rs. 10/- each
for cash and at par

Registered Office :

33, CANNING STREET,
CALCUTTA-700001

SAMIR COMMERCIALS LIMITED

(Incorporated on the 4th September, 1982 under the Companies Act, 1956)

PUBLIC ISSUE OF 1,44,000 EQUITY SHARES OF RS. 10/-

EACH AT PAR.

This issue of Equity Share is within the exemption limit of Rs. 50 lacs under the Capital issue (Exemption) order 1969. A copy of this Prospectus, having attached thereto the documents required to be filled 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 Thursday the 3rd March, 1983 and will close at the close of Banking hours on Monday the 14th March, 1983 or earlier, at the discretion of the Board of Directors, but not before the close of Banking hours on Monday the 7th March, 1983.

Attention of the Applicants is drawn to sub-section (1) or 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,

SUBSCRIPTION LIST OPENS ON 3rd March, 1983

EARLIEST CLOSING DATE 7th March, 1983

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Authorised
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Present issue
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SHARE CAPITAL**Authorised**

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

Rs. 25,00,000

Issued, Subscribed & Paid up :

96,000 Equity Shares of Rs. 10/- each fully paid-up in cash

Rs. 9,60,000

Present issue offered to the public for subscription for cash at par :

1,44,000, Equity Shares of Rs. 10/- each

Rs. 14,40,000

TERMS OF PAYMENT**Per Equity Shares :**

On Application

Rs. 2.50

On Allotment

Rs. 7.50

Application may be made only by Residents in India and from non-resident Indian persons of Indian origin residing abroad and must be for minimum of fifty shares or multiples thereof.

Application must be made on the form accompanying the Prospectus and in accordance with the instructions contained in the form and will be refused, if not so made. The shares hereby issued are subject to the terms of this Prospectus, the said application form and the Memorandum and Articles of Association of the Company.

The Equity Shares now being issued will rank pari-pasu in all respects with the existing Equity Shares of the Company.

Applicants should submit only one application (and not more than one) for the total number of shares required. 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 application if the sole and/or first applicant is one and the same. The Board of Directors reserve their right to reject in its absolute discretion, all or any multiple applications. There are no preference shares.

Application Forms from non-resident Indian persons of Indian origin resident abroad, properly completed together with remittance from abroad towards the amount payable on application through approved banking channel or out of funds held in the non-resident (external) account along with documentary evidence in this behalf must be delivered before

closing of the subscription list to the bank to the issue named in the prospectus at any of the branches at the places mentioned against their names in the application form.

The company, as required by the Reserve Bank of India, shall apply to the Reserve Bank of India for its permission in the manner prescribed by the Reserve Bank of India to accept such application form non-resident Indian person of Indian Origin residing abroad. Allotment of shares to non-resident Indian persons of Indian Origin residing abroad need not apply direct to Reserve Bank of India for permission to purchase shares of the Company.

The application form properly completed together with the amount payable on application at the rate of Rs. 2/50 per share must be lodged on or before the closing of Banking hours on the closing date of the subscription list with the Bankers to the issue named hereunder at their branches and offices mentioned on the application form. No receipts will be issued for the application money. However the Banker to the issue will acknowledge their receipt of the application by stamping and returning to the applicant the perforated acknowledgement slip at the bottom of such application form.

Payment may be made in cash or by cheques or drafts. Cheques or drafts should be drawn on a Scheduled Bank included in the Second Schedule to the Reserve Bank of India Act, 1934 or any bank which is member or sub-member of Clearing Houses located at the particular place where the application is tendered. Application tendered with out-station cheques will be liable to be rejected. Cheques or draft should be made payable to the banker to the issue aforesaid with whom the application is lodged and marked A/c. SAMIR COMMERCIALS LIMITED.- 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.

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 reason.

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 or Allotment of Share Certificates. No Interest will be paid in respect of money so refunded. Refund will be made by Cheque

or Pay Order drawn on the Company's Bankers to the issue and will be payable at par at all centres where there are recognised Stock Exchanges.

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

Application for shares must be made in the names of individuals, limited companies, statutory corporations or institutions and not in the names of minors, partnership firm 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).

Copies of this Prospectus and Form of Application may be obtained from the Brokers and Banker named herein.

DIRECTORS

1. Shri Punam Chand Choraria
14, Nitydham Mukherjee Road,
Howrah-1
(BUSINESS)

2. Shri Kamala Prasad Mundhra
50/1, Nandram Sen Street,
Calcutta-700 005
(SERVICE)

3. Shri Sushil Kumar Sharma
278, Rabindra Sarani,
Calcutta-700 007
(SERVICE)

REGISTERED OFFICE

33, Canning Street,
Calcutta-700001

AUDITORS

N. Banerjee & Co.
33, Canning Street,
Calcutta-700001

BANKERS TO THE ISSUE

1. Punjab National Bank
New Market Branch
8/9, Lindsay Street
Calcutta-700016

2. Bharat Overseas Bank Ltd.
Dalhousie Squar Branch
3B, Lalbazar Street,
Calcutta-700001

BROKERS TO THE ISSUE**BANGALORE****CALCUTTA**

Bimal Kumar Ghosh
Stock Exchange Building
7, Lyons Range, 1st Floor
Calcutta-700001

Vijai & Co.
9, Eleventh Main Road,
Malleswaram
Bengalore-560003

PUNE**BOMBAY**

Motiram Vakil
Stock Exchange Towers
Dalal Street
Bombay-400023

M/s. Arwind N. Shah
571, Raviwar Poth
Pune-411002

INDORE

Pushkarlal Chudawala
44, Bada Sarafa
Indore-452002

DELHI

L. R. Munjal & Co.
46, Delhi Stock Exchange
Association Building
Asaf Ali Road,
New Delhi-110002

AHMEDABAD

Champaklal Bhailal Chokshi
2252 2, Mahurat Pole,
Manek Chowk,
Ahmedabad-380001

MADRAS

Madan & Co
Deccan House
7, Ramanuja Iyer Street.
Sowcarpet
Madras-600079

HYDERABAD

Laxminarayan Rathi
4-5-173 & 174, Hashmat Gunj,
Sultan Bazar
Hyderabad-500001

COCHIN

A. Aaron & Co.
Hospital Road,
Ernakulam
Cochin-682011

KANPUR

Padam Kumar Jain
14/76, Civil Lines,
Kanpur-208001

NO PART OF THE ISSUE IS UNDERWRITTEN :

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The Directo
Samir Com
33, Canning
CALCUTTA

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Management

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

Tax Benefits

- i) The Company and in case where member of the Company who are themselves companies shall be entitled to the benefits to total exemption 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.
- ii) The Members of the Company being individuals shall be entitled to claim deduction from their total income to the extent Rs. 4,000/- per year in respect of specified items including dividends from Indian Companies under section 80-L of the Income-tax Act, 1961 and
- iii) Members shall be entitled to exemption from Wealth Tax on specified assets to the extent of Rs. 1.65 Lacs, including shares in this Company under section 5(1A) of the Wealth Tax Act, 1957.

AUDITORS' REPORT

The Directors,
Samir Commercials Ltd ,
33, Canning Street,
CALCUTTA-1

Dear Sir,

We have examined the books of accounts of M/s. Samir Commercials Ltd for the period from 18th October 1982 (the date of incorporation) to 31st December 1982 and in accordance with the provisions of clause 24 (2) (a) and (b) of part of schedule of the Companies Act, 1956 we are to report as follows :

1. PROFIT & LOSS ACCOUNT

The Company has not yet started the business activities during the above period. The working results of the Company for the period ended on 31st December 1982 are as under :

	Rs.	P.
Income	Nil	
Misc. Expenditure	457.00	
	<u>457.00</u>	

2. ASSETS & LIABILITIES

We further report that the Assets and Liabilities as at 31st December 1982 are as stated below :

i) CURRENT ASSETS

Cash at Bank in Current account.

500/-

ii) MISCELLANEOUS EXPENDITURE

(to the extent not written off or adjusted)

Preliminary Expenses

10,875.00

Less : Current Liabilities

4,332.00

6,543.00

REPRESENTED BY**SHARE CAPITAL**

700 Equity shares of Rs. 10/

each fully paid up in cash.

Less : Netloss as per above.

7,000.00

457.00

6,543.00

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

33, Canning Street,

Calcutta-700001.

The 3rd day of January, 1983

FOR : N. BANERJEE & CO.
CHARTERED ACCOUNTANTS.
(N. BANERJEE)
PROPRIETOR

OTHER STATUTORY AND GENERAL INFORMATION

Incorporation & Main object of the Company

The Company was incorporated on 4th day of September, 1982 in the State of West Bengal under the Companies Act, 1956 and obtained the commencement of Business Certificate on 18th day of October, 1982.

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

Sl. No.	Name, Father's Name, Address and Occupation of the Subscribers	Number of the Equity Shares taken by each Subscriber
1.	PUNAM CHAND CHORARIA S/o Late Sohanlal Choraria - 14, Nitydhan Mukherjee Road, Howrah-1 (Business)	100
2.	K. P. MUNDHRA S/o Sohanlal Mundhra 50/1, Nandram Sen Street, Calcutta-700005 (Service)	100
3.	SUSHIL KUMAR SHARMA S/o Late Ganesh Dutt Sharma 278, Rabindra Sarani, Calcutta-700007 (Service)	100
4.	LAXMINARAYAN SHARMA S/o Late Durga Dutt Sharma 54/4B, Strand Road, Calcutta-700006 (Service)	100
5.	BIMAL SINGH BAID S/o Sri Bhatu Chandji Baid - 207, Maharshi Debendra Road, Calcutta-700070 (Business)	100
6.	KAMAL DAGA S/o Sri Ratanlal Daga 2 Karbala Mahamad Street, Calcutta-700001 (Business)	100
7.	VIDYASAGAR MANTRI S/o Sri Mannalalji Mantri 42, Kalikrishna Tagore Street, Calcutta-700070 (Service)	100
Total		700

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 are :

MAIN OBJECTS TO BE PURSUED ON INCORPORATION

1. To carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, packers, stockists, distributors and dealers of and in all kinds of agricultural produces, food articles, forest products, minerals metals, industrial and other wasters and by products, industrial and other gases, Alcohol Wines & Beverages, edible and non-edible oils, and fats, consumer goods, house-hold goods, hard-ware and stores, plant & machinery, stores, spare parts and accessories, commercial, natural and man-made fibres, textiles of all kinds, all types of yarn, jute and jute products, cement, chemicals, building materials, vehicles, vehicle parts, automobile parts, machine parts, industrial components, plastics and electronics parts & devices, bullion, precious stones, work of art antique, curious, 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 Company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures bonds, obligations and securities issued or granted by any company constituted or carrying on business in India or elsewhere and debentures, stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Dominion, Sovereign, ruler, public body or authority, 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, sahu-kars, trustees, real estate owners, a landlords, real estate agents builders, underwriters guarantors, hire-purchase dealers, investors, promoters, brokers and dealers of and in shares, stock debenture securities, bonds, obligations, claims, licenses and charges, land building houses easements, negotiable instruments, decrees, bookdebs, patents, factories, mines, industrial undertaking, business concerns, ware-houses property and rights of all kinds agricultural land, farms, gardens, flats, showroom offices residential units, shops and godowns, business of insurance agents, trust company, safe deposit Company and such other business 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 Companies Act, 1949.

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OBJECT OF THE ISSUE

The object of the present issue is to enable the company to meet its requirements of working capital. The funds obtained through this issue would be utilised for the working capital of the Company.

MINIMUM SUBSCRIPTION

The minimum subscription in respect of the present issue will be subscription of 1,44,000 Equity Shares offered to the public under this prospectus. The Directors will proceed to allot shares covered by this prospectus on receipt of the amount to be paid at the time of application for these shares i.e. Rs. 3,60,000/-. The entire minimum subscription will be utilised for the Company's business.

EXPENSES OF THE ISSUE

The expenses of the issue are payable by the Company inclusive of brokerage, legal charges, Auditors and other fees estimated at Rs. 40,000/- and to met out of the proceeds of this issue.

BROKERAGE AND UNDER-WRITING COMMISSION

Brokerage at the rate 1.5% on the issue price will be paid to Brokers and Brokers 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 applications procured by them and bearing their stamp. No commission is payable to under-writers, and no part of the issue has been under-written.

ISSUE OTHERWISE THAN FOR CASH :

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

ISSUE AT A PREMIUM

No amount has been paid or payable by way of premium on any Share issued or agreed by the Company at any time.

OPTION TO SUBSCRIBER

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

CLASSES OF SHARES

The Share Capital of the Company is Rs. 25,00,000 divided into 2,50,000 Equity Shares of Rs. 10/- each.

RIGHTS OF THE EQUITY SHAREHOLDERS

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

VOTING RIGHTS

The Articles of Association of the Company provide inter alia that on a show of hands every member present in person and being holder of Equity Shares shall have one vote and every person present either as general proxy on behalf of the holder of Equity Shares if he is not entitled to vote in his own right, or as a duly authorised representative of a body corporate being a holder of Equity Share, shall have one vote and on poll the voting right of Equity Shareholders shall be as specified in Section 87 of the Companies Act, 1956.

The Article of Association of the Company also provide that no Member shall be entitled to exercise any voting right 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 and has exercised any right of lien.

MODIFICATION OF RIGHTS

All or any of the rights attached to the different classes of shares of the company (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the act be varied either with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general Meeting of the holders of the shares of that class.

RESTRICTION TO THE RIGHT TO TRANSFER SHARE :

The Company's Articles of Association provides that subject to Section 111 of the Companies Act, 1956 the board without assigning any reason may within two months from the date on which the instrument was delivered to the Company refuse to register any transfer of or the transmission by operation of law of the right to share.

No transfer shall be made to minor or a person of unsound mind.

LIEN:

The Company has a first and paramount lien upon Share. not being a fully paid up share, registered in the name of each member (whether solely or jointly held) and upon the proceeds of sale thereof for monies called or payable at a fixed time in respect of such shares whether the time for payment there of shall have actually arrived or not and no Equity interest in any Shares shall be created except upon the footing and condition that article 13 is to have full effect, 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 a share shall operate as a waiver of the Company's lien, if any, on such Shares.

MANAGING DIRECTOR

Subject to the provisions of Section 316 & 317 of the Act, the Board may from time to time, appoint one or more Directors to the Managing Director or Managing Directors of the company, either for a fixed term not exceeding five years for which he is to hold such office, 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.

Subject to the provisions of Section 309, 310 and 311 of the Act a Managing Director shall, in addition to the remuneration payable to him as Director of the Company under the Articles of the Company receive such additional remuneration as may from time to time be sanctioned by the Company.

DIRECTORS AND RESTRICTIONS ON THEIR POWERS:

Subject to the Provisions of the Act, time control of the Company shall be vested in the Board who 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 thing which is directed or required whether by the act or any other statute or by the Articles or otherwise, to be exercise 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 these Articles, or in any regulation not inconsistent thereto and duly made thereunder, including regulations 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 been valid if that regulation had not been made.

Until otherwise determined in the general meeting, by special resolution the number of the Directors of the Company shall not be less than three 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.

The Board shall have power, at any time and from time to time to appoint any person as a Director as an addition to the board but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles, any Director so appointed shall hold office only until the next Annual General Meeting of the Company, shall then be eligible for re-election.

The Articles of Association contain (inter alia) provisions to the following effect :

The Directors are not required to hold any qualification shares

Unless otherwise determined by the company in General Meeting each Director shall be entitled to receive, out of the fund 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 a Committee of the Board attended by him, as may be determined by the Board from time to time all other remuneration if any, payable by the Company to each Director whether in respect of his service as a Managing Director in the whole or part-time employment of the Company shall be determined in accordance with and subject to the provisions of the Articles of Association of the Company and of the Act

The Directors shall be entitled to be paid reasonable travelling and hotel and other expenses incurred in consequence of their attending 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 service or to make any special exertions in going or residing away from his usual place of residence for any of the purposes of the Company or in giving special attention to the business of the Company or any member of a committee of the Board then, subject to sections 198, 309, 310 of act, the Board may remunerate the Directors so doing either by a fixed sum 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 PROMOTERS & DIRECTORS

The Promoters and Directors are or may be deemed interested to the extent of remuneration to which they are entitled under the Company's Articles of Association and to the extent of any share in the Company held by them or which may be subscribed by and allotted to them.

INDEMNITY

The Articles of Association of the Company provide that every Director or Officer of the Company or any person (whether officer of Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Officer, Employee or Auditor in defending any proceedings, whether civil or Criminal, in which judgement is given in his favour in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

PRELIMINARY EXPENSES

The amount of preliminary expenses including the issue expenses has been estimated to be Rs. 50,000/-

MATERIAL CONTRACTS :

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 33, Canning Street, Calcutta-700001 between 10-30 A. M. to 12 Noon and 2-30 P. M. to 4-00 P. M. on any working day (except Sunday and Holiday) for a period of fourteen days from the date of publication of the Prospectus or until closing of the Subscription list whichever is earlier.

- i) Memorandum and Articles of Association
- ii) Certificate of Incorporation
- iii) Certificate of Commencement of business
- iv) Report of the Auditors of the Company
- v) Consent letters of Bankers, Auditors & Brokers

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 of agreeing to procure subscription for any Shares in or debentures of the Company.

CONSENT

Consent in writing of the Bankers to the issue, Auditors and Brokers to act in their respective capacities has been obtained and filed with the Registrar of Companies, West Bengal, as required by Act and have not been withdrawn.

Messrs N. BANERJEE & CO. Auditors of the Company have given their written consent to the issue of this Prospectus with the inclusion herein of the report in the form and consent in which it appears and such consent has not been withdrawn.

DIRECTORS :

PUNAM CHAND CHORARIA
KAMALA PRASAD MUNDHRA
SUSHIL KUMAR SHARMA

Registered Office :
33, Canning Street,
Calcutta-700001.

Dated, 11th day of February 1983