

PROSPECTUS

SMART TRADING & INVESTMENT COMPANY LIMITED

Registered Office :

3, AMRATOLLA STREET,

CALCUTTA-700 001

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

- PROSPECTUS
1. This issue of Equity Shares is within the exemption limit of Rs. 50 lacs, under the Capital Issue (Exemption) Order, 1969.
 2. 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 at Calcutta.
 3. Application will be made to the Stock Exchange at Calcutta for permission to deal in and for an official quotation for the Equity Shares of the Company.
 4. THE ATTENTION OF THE APPLICANTS IS DRAWN TO SUB-SECTION (1) OF SECTION 68-A OF THE COMPANIES ACT, 1956, 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”

5. THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON TUESDAY, 15TH SEPTEMBER 1981 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON TUESDAY, 29TH SEPTEMBER 1981 OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS OF THE COMPANY, BUT NOT EARLIER THAN THE CLOSE OF BANKING HOURS ON FRIDAY, 18TH SEPTEMBER 1981.
- PUBLIC ISSUE OF 1,00,000 EQUITY SHARES
OF RS. 10/- EACH AT PAR

SMART TRADING & INVESTMENT COMPANY LIMITED

(Incorporated under the Companies Act, 1956 on 6th March, 1981)

Share Capital AMOUNT

Authorised :

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

Issued Subscribed and Paid up :

90,000 Equity Shares of
Rs. 10/- each fully paid up for
cash at par 9,00,000

Present Issue for cash at par :

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

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

Terms of Payment

On application Rs. 5 per share

On allotment Rs. 5 per share

Rs. 10 per share

Terms of Offer

The Equity Shares hereby issued are subject to the terms of this Prospectus, the Application Form and the Memorandum and Articles of Association (hereinafter referred to as "Articles") of the Company. The Equity Shares shall 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 respect of and in proportion to the amount paid up on the Equity Shares and pro-rata for the period during which such capital is paid up thereon.

Application and Allotment

Application must be made :

- on the prescribed application form accompanying this Prospectus.
- for a minimum of 50 shares or multiples thereof

(c) in single name or in joint names (not more than three).

(d) in the names of individuals, limited companies or statutory corporations, statutory Institutions AND NOT in the name of foreign nationals (except as stated hereinafter) trusts (unless the trust is registered under the Societies Registration Act, and is authorised under its constitution to hold shares in a Company), minors, firms or partnership concerns or the nominees of any one of them.

Applications under Power of Attorney

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 as the case may be or a duly certified copy thereof must be attached to the application form or lodged simultaneously with the Company.

Application by non-resident Indians/Persons of Indian origin resident abroad

In terms of the 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. The Company will obtain necessary permission in this connection of the Reserve Bank of India and the applicants need not apply direct to the Reserve Bank for permission for subscription to the said shares. Allotment of Shares to Non-resident Indians/Persons of Indian Origin resident abroad shall be subject to the Company obtaining such permission from the Reserve Bank of India. The Investment in Equity Shares by such Non-resident Indians/Persons of Indian origin resident abroad will not be allowed to be repatriated along-with income on the investment subject to deduction of Indian taxes provided the investment is made by inward remittance from abroad through normal banking channels or out of funds held in the Non-resident (external) accounts.

Non-resident Indians and persons of Indian origin resident abroad are also eligible to subscribe to the Equity Shares hereby offered from their funds held in India or by inward remittances subject to *inter alia* their giving an undertaking not to seek repatriation of capital or income arising thereon.

Criteria for Rejection

An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or in joint name (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 applicants is one and the same. The Board of Directors reserves the right to reject in its absolute discretion all or any multiple applications.

Receipt of Money

Payments should be made in cash or by cheque/ draft drawn on any Bank including a Co-Operative Bank, (which is a member or submember of the Banker's Clearing House located at the places where there are recognised Stock Exchange) situated in the town where the application is submitted. Out-Station cheques will not be accepted and applications accompanied by such Cheques are liable to be rejected. Money Orders will not be accepted. All Cheques or drafts accompanying the application form should be made payable to any of the Bankers to the issue with whom the Application is lodged and should bear the word "A/c Smart Trading & Investment Company Limited" and for the protection of the applicant it should be crossed "Account Payee only".

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

The Company shall inform the applicants in respect of allotment within two months of the closing of the subscription list or within such period as may be extended by the Calcutta Stock Exchange in case of unforeseen circumstances. The Directors reserve full and unqualified right to accept or to reject any application in whole or in part and in either case without assigning any reason. In case the application is rejected fully the whole of the application money will be refunded to the applicants. If an application is accepted in part, the balance of the application money will be adjusted against money due on shares allotted and the balance, if any, will be refunded to the applicants, in accordance with the provisions of Section 73 of the Act, through post or otherwise by cheques or drafts drawn on any of the Bankers to the issue at their risk. Such Cheque/Bank Drafts will be payable at par at all the places where applications are received.

Over Subscription

In the event of present issue being over subscribed, allotment of shares will be made in consultation with the Calcutta Stock Exchange.

Availability of forms and places of acceptance

Application forms with copies of the prospectus may be obtained from the Registered Office of the Company, Principal Brokers, Brokers to the Issue, Bankers to the Issue and the branches of the Bankers to the issue as stated in the application form.

The application form duly completed together with cash/cheques/bank drafts should be delivered before the closing of the subscription list to any of 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 or to the Managers to the Issue. For Further instructions please read the application form carefully.

Issue of Share Certificates

The Share Certificates will be ready for delivery within three months from the date of allotment in change of allotment letter(s) issued, if any.

Board of Directors

<i>Name, address, occupation and description</i>	<i>Particulars of other Directorships held</i>
1. Smt. Sushila Kajaria, W/o Late Shree Mohan Kajaria, 157, Chittaranjan Avenue, Calcutta. Business	None
2. Shri Vinod Kumar Chiripal, S/o Sri Shyam Sundar Chiripal. 8/1/1, Alipore Road, Calcutta-700 027 Practising Chartered Accountant.	a) Dhanavidhi Investment Ltd. b) Olympic General Trading Ltd.
3. Shri Hanumanmal Bafna, S/o Shri Sagarmal Bafna, 19, Bysack Street, Calcutta-700 070 Business	None
4. Shri Arun Kumar Neotia, S/o. Shri Kashi Prasad Neotia 32, Baranashi Ghosh Street, Calcutta-700 307 Business	Shojali Investments (P) Ltd.

Registered Office

3. Amratolla Street,
Calcutta-700 001

Auditors

Shambhu Kumar Jain & Co.,
Chartered Accountants,
23/1, Maharshi Debendra Road,
Calcutta-700 070

Bankers to the Company

Luxmi Commercial Bank
33/1, Netaji Subhash Road,
Calcutta-700 001

Bankers to the Issue

Luxmi Commercial Bank,
33/1, Netaji Subhash Road,
Calcutta-700 001

Principal Brokers

M/s. Shyam Sunder Chiripal
7, Lyons Range,
Calcutta-700 001

Brokers to the Issue

Ahmedabad

Gordhandas N. Gupta
Anandi Kalyani Building,
Opp. Dhanasuthar Pole, Relief Road,
Ahmedabad-380 001

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

Bombay

M. J. Patel
107, Stock Exchange New Building
Ground Floor.
Bombay Samachar Marg,
Bombay-400 023

Bangalore

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

Calcutta

Shyam Sunder Chiripal,
7, Lyons Range,
Calcutta-700 001

Cochin

Mathew & Company
Mullassery Canel Road, (Near Passport Office)
Ernakulam
Cochin-682-011

Hyderabad

Laxminarayan Rathi
4-5-173 & 174, Hasmat Gunj, Sultan Bazar,
Hyderabad-500 001

Indore

Santosh & Co.
29, Dhenu Market, 1st Floor S.G S, I.T.S. Road,
Indore-452 003

Pushkarlal Ghudawala
44, Bada Saraf,
Indore-452 002

Madras

Venkataraman & Co.
78, Dr. Rangachari Road, Mylapore,
Madras-600 004.

New Delhi

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

Underwriters to the Issue

No part of the Issue is underwritten.

Consents

Consents in writing of the above mentioned Auditors, Banker to the Company, Bankers to the Issue and Brokers to the issue to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal, alongwith a copy of Prospectus as required under Section 60 of the Companies Act, 1956 and such consents have not been withdrawn upto

the time of filing of a copy of this Prospectus with the Registrar of Companies, West Bengal, Calcutta.

M/s. Shambhu Kumar Jain & Co., Chartered Accountants, the Auditors of the Company, have also given their written consent to the inclusion therein of their Report in the form and context in which it appears later in this Prospectus and consent has not been withdrawn upto the time of filing of a copy of this Prospectus with the Registrar of Companies, West Bengal.

Incorporation

The Company was incorporated on 6th day of March, 1981 at Calcutta in the State of West Bengal. The Company obtained Certificate of Commencement of Business on 25th day of March, 1981.

Management

The Management of the Company is vested in the Board of Directors which comprise persons with business managerial and administrative experience.

Business Prospects and Profitability

The Company has been established with the object of investing in shares and other securities and in properties, etc. and financing industrial & commercial enterprises in India. The Company is carrying on this business and intends to carry it on larger scales. There appears to be a good scope of remunerative financing & investment business in the country. The Directors feel that subject to unforeseen

circumstances, the Company may earn reasonable profit and pay reasonable dividend in future.

Object of the Issue

This issue is being made with the object of providing finance for carrying on financing & trading and investment business as described in this prospectus

Tax Benefits

The Directors are advised that according to current tax laws in force, the following tax benefits will be available :

- a) Members of the Company referred to in Section 80M of the Income Tax Act, 1961 will be entitled to deduction under the Section from their total income to the extent of Rs. 3,000/- per year in respect of specified items which would include dividends received by them from the Company.
- b) Members who are domestic companies will be entitled to deduction under Section 80M of the Income Tax Act, 1961 at 60% of the dividends received by them from the Company.
- c) Members or the Company who are individuals and Hindu undivided Families will be entitled to exemption from Wealth Tax under Section 5(1) (xxiii) of the Wealth Tax Act, 1957, on the value of equity shares to the extent of Rs. 1,50,000/- as per Section 5(1A) in respect of specified assets including the value of shares in the Company

AUDITORS' REPORT

To,
The Directors,
Smart Trading & Investment Co. Ltd.
3, Amratolla Street.
Calcutta-700 001.

Dear Sirs,

We have examined the books of account of SMART TRADING & INVESTMENT CO. LTD. for the period from 6th March, 1981 (the date of incorporation) to 31st May, 1981 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.

1. Profit and Loss AccountFor the period from March 6th to
31st May, 1981**INCOME—Interest**
(Estimated)

8,350.00

EXPENDITURE

Directors' Fee	800.00
Filing Fee	120.00
General Expenses	30.00
Printing & Stationery	1,280.81
Postage & Telegraph	60.00
Rent	1,500.00
Rate & Taxes	50.00

3,840.81Balance (Credit) Carried to
Balance Sheet4,509.198,350.008,350.00**2. ASSETS AND LIABILITIES**

The Assets and Liabilities of the Company as at 31st May, 1981 being the last day upto which the accounts have been made up and audited by us are set out as follows :

ASSETS**Current Assets, Loans & Advances**

Cash-in-hand	5,022.19
Balance with a Scheduled Bank in Current A/c.	86,995.00
Share Application	1,00,000.00
Loans & Advances	5,95,000.00
Investment	98,535.50
Furniture & Fittings	581.50
Interest Accrued (Estimated)	8,350.00

8,94,484.19**Represented by**Share Capital 90,000 Equity Shares of Rs. 10/-
each fully paid up in cash

9,00,000.00

Profit & Loss Account
(Balance Credit as per Account)

4,509.19

Outstanding Liabilities

1,400.009,05,909.19**D E D U C T**Miscellaneous Expenditure
(to the extent not written off or adjusted)11,425.008,94,484.19

Notes : 1. No Dividend has been declared by the Company since its incorporation.

23/1, Maharshi Debendra Road,
Calcutta-700 070

Dated, the 6th day of June, 1981

Yours faithfully,
For SHAMBHU KUMAR JAIN & CO.
Chartered Accountants

Sd/-
(S. K. JAIN)
Proprietor,

OTHER STATUTORY & GENERAL INFORMATION

Main Objects of the Company

The objects for which the Company is established are set out fully in the Company's Memorandum of Association and the main objects of the Company are :

- a) To carry on the business of investment company and for that purpose to invest in, acquire, subscribe for, hold, sell, transfer and otherwise dispose of and deal in any shares, bonds, stocks, obligation issued or guaranteed by any Company or Companies constituted and carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any Government, State, Sovereign, Commissioners Central or Provincial public body or authority, supreme, municipal, local or other wise whether in India or elsewhere either out of its own funds or out of funds that it might borrow.
- b) To finance industrial enterprises and to act as investors, guarantors, underwriters, financiers and to deposit, lend or deal with the money either with or without interest or security including in current or deposit account with any bank or banks, other person or persons upon such terms and conditions as the Company may approve. Provided that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949.
- c) To carry on the business of investors, dealers, buyers, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, manufacturers, assemblers, packers, stockists, distributors, financiers, hire purchase and dealers of and in all kinds of agricultural produces, goods, articles, industrial products, industrial components, electronic parts & devices, forest products, raw materials, metals, minerals, industrial and other wastes and by-products, industrial and other gases, alcohol, wines and beverages edible and non-edible oils & fats, consumer goods, house-hold goods, hardware & stores, plant & machinery stores, spare parts and accessories, commercial and manmade fibres, textiles of all kinds, jute products, cement, chemicals, plastics, building materials, vehicles, bullion gold, silver, diamonds, precious stones ornaments and jewellery, paintings and objects of art, coins, manuscripts and curios.
- d) To purchase, acquire, take on lease, hire, erect, contract, improve, develop, charge, build, let-out, exchange, sale, work or deal in land, buildings, flats, rooms, show-rooms, shops, auditoriums, halls, markets, sheds, mine, factories,

millis, plants, plantations, farms and to all such acts and things necessary in connection therewith and deal in building materials of all kinds and builders, stores and machinery.

Minimum Subscription

The minimum subscription in respect of the present issue will be Rs. 15,00,000/- being the aggregate amount of face value of equity shares offered under this Prospectus. The Directors will proceed to allot the shares covered by the prospectus on receipt of the amount of Rs. 5/- per share to be paid at the time of application for these shares i.e. Rs. 7,50,000/-.

Expenses of the Issue

The expenses of this issue including brokerage, printing, distribution and publication expenses, Registration fees, advertisement legal and professional charges, bank charges and auditors fees are estimated at Rs. 70,000/- and the same will be met by the Company out of the proceeds of the present issue.

Brokerage

Brokerage will be paid by the Company at the rate of 1% on the nominal value of Equity Shares on the basis of allotments made against applications bearing the stamps of member of any recognised Stock Exchange in India in Broker's column. Brokerage at the same rate will also be payable to the Bankers to the issue in respect of allotments made against applications procured by them provided the related forms of application bear their respective stamps in the Broker's column.

Underwriting Commission

Since no part of the issue has been underwritten, no underwriting commission is payable to any person.

Classes of Shares

The Shares of the Company consists of only one class, namely Equity.

Voting rights and restrictions thereon

Voting rights of members are determined by the Articles of Association ("the Articles") and are in accordance with the provisions of Section 87 of the Act. Save as hereinafter provided, on a show of hands a member holding any equity share capital in

the Company and, in the case of a body corporate, by a representative duly authorised in this behalf, shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every Equity Share held by him.

Where a Company or a body corporate (hereinafter called "member company") is a member of the Company, a person, duly appointed by resolution in accordance with the provisions of 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 certified by one Director of such member company and certified by him as being 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 which he represents, as that member company could exercise if it were an individual member.

Any person entitled under the Transmission Articles to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the member registered in respect 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 Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non-composmentis he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy.

Where there are members registered jointly in respect of any share any one of such persons 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 members be present at any meeting either personally or by proxy, that one of the said members so present whose name stands first on the Register in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of this Article be deemed to be members registered jointly in respect thereof.

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

Return of Capital

If the Company shall be wound up and the assets available for distribution among the members

as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively. If in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding-up, the excess shall be distributed amongst the members 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 held by them respectively. These provisions shall, however, be without prejudice to the rights of the holders of shares issued upon special terms and conditions, if any,

Variation of Rights

Whenever the Capital (by reason of the issue of preference Share or otherwise) is divided into different classes of shares, all or any of the rights and privileges attached to each class may be modified, commuted, affected, abrogated, varied or dealt with under the procedure and with the sanction prescribed in Section 106 of the Act or any statutory modification or re-enactment thereof from time to time and for the time being in force and all the provisions hereinafter contained as applicable to general meetings shall, mutatis mutandis apply to any separate class meeting, except that the quorum thereof shall not be less than two persons, holding or representing by proxy one-fifth of the normal amount of the issued shares of the class. This Article is not by implication 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 any such agreement or resolution to the Registrar.

Restriction on Transfer of Shares

Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer 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 within the time prescribed by Section 108 of the Act, together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the share. The instrument of transfer of any share shall specify the name, address and occupation (if any) both of the transferor and the transferee, and the transferor shall be deemed to remain the member in respect of such share until the name of the transferee is entered in the Register in respect thereof. Each signature of such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.

Lien of Shares

The Company shall have a first and paramount lien upon every share not being fully paid up registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such share whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 14 thereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such share. Unless otherwise agreed, the registration of a transfer of share shall operate as waiver of the Company's lien, if any, on such share.

Directors & Restriction on their powers

Article 83 of the Company's Article of Association provides that the number of Directors of the Company shall not be less than three or more than nine subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do, and are not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Act and any other Act and of the Memorandum and the Articles of Association or of the regulations from time to time made by the Company in general meeting, provided that no such regulation shall invalidate any prior act of Directors which would have been valid if such regulations had not been made.

Directors' Share Qualification

Unless otherwise determined by the Company in general meeting a Director shall not be required to hold any shares in the capital of the Company as his qualification.

Remuneration of Director

Unless otherwise determined by the Company, in General Meeting, each Director other than the whole-time paid directors, shall be paid a sum of Rs. 100/- (or as may be decided by the Board from time to time not exceeding Rs. 250/-) for each meeting of the Board of Directors or a committee thereof attended by him. The Directors may be paid all reasonable travelling, hotel and other expenses for attending and returning from the meeting of the Board of Directors or any committee thereof or in connection with the business of the Company. Subject to the provisions

of sections 198, 309, 310 and 314 of the Companies Act, if any Director or Directors being willing shall be called upon to perform extra-service or to take any special exertion in going or residing outside the office for any purpose of the company or in giving any special attention to the business of the Company, the Board may remunerate such Director either by a 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.

Managing Directors

Subject to the provisions of the Act, and Articles 115 to 118 of the Articles of the Company, the Board may, from time to time appoint one or more of the Directors to be Managing Director or Managing Directors of the Company on such remunerations, terms, or conditions as may be approved by the Board and by the Central Government wherever necessary. A wholetime or Managing Director shall not be subject to retirement by rotation.

Interest of Promoters and Directors

Rs. 1,500/- have been paid for professional services rendered in connection with incorporation of the Company to M/s. V. K. Chiripal & Co., Chartered Accountants of which Shri Vinod Kumar Chiripal, one of the Directors of the Company, is proprietor. Also M/s. Shyam Sunder Chiripal of 7, Lyons Range, Calcutta have been appointed as principal brokers to the present issue. Shri Shyam Sunder Chiripal who is father of Shri Vinod Kumar Chiripal, one of the Directors of the Company, is proprietor of M/s. Shyam Sunder Chiripal. Apart from this, none of the Directors or Promoters of the Company is in any way interested in the promotion of the Company except as Directors or Shareholders.

Borrowing Powers

The Directors may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture-stocks or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being. Any bonds debentures, debenture-stock, or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be of the benefit of the Company, provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right

to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

Issue at a Premium or Discount

No shares have been issued or agreed to be issued by the Company at a premium or at a discount since the incorporation of the Company.

Issue otherwise than for Cash

No shares have been issued or agreed to be issued otherwise than for cash since the date of incorporation of the Company.

Previous Commission & Brokerage on Shares

Except for the commission and brokerage payable in respect of this issue, no sums have been paid by the Company since the incorporation of the Company or are payable as commission, brokerage or discount for subscribing or agreeing to subscribe procure subscription for any shares in, or debenture of the Company.

Preliminary Expenses

Preliminary expenses amounting to Rs. 11,425/- were incurred out of which Rs. 8,260/- have been reimbursed to the promoters and Rs. 3,164/- have been paid by the Company.

Capitalising of Reserves

The Company has not capitalised its reserves or profits since its incorporation.

Revaluation of Assets

The Company has not revalued any assets since its incorporation.

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

Signatories to the Memorandum of Association

<i>Name, Address and Description of Shareholders</i>	<i>Number of Equity Shares subscribed</i>
1. Sushila Kajaria W/o Late Shree Mohan Kajaria 157, Chittaranjan Avenue, Calcutta-700 007 Business.	200
2. Hanumanmal Bafna S/o Sagarmal Bafna 19, Bysack Street, Calcutta-700 070 Business.	200
3. Sumermal Bafna S/o Sagarmal Bafna 19, Bysack Street, Calcutta-700 070 Business.	200
4. Kailash Chand Patni S/o. Shri Mangilal Patni 23/1, Maharshi Debendra Road, Calcutta-700 070 Business.	200
5. Bimal Kumar Patni S/o. Shri Mangilal Patni 23/1, Maharshi Debendra Road, Calcutta-700 070 Business.	200
6. Guman Mal Jain S/o. Shri Suraj Mal Jain 15, Noormal Lohia Lane, Calcutta-700 007 Business.	200
7. Arun Kumar Neotia S/o. Kashi Prasad Neotia 32, Baranashi Ghosh Street, Calcutta-700 007 Business.	200
	<hr/> 1400 <hr/>

Indemnity

The Articles provide that every Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against liability incurred by him in defending any proceeding 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 in which relief is granted to him by the Court.

Material Contracts

The Company has not entered into any contract not being contracts entered into in the ordinary course of business aimed by the Company from the date of the incorporation of the Company to the date of the Prospectus.

Inspection of Documents

The documents mentioned below are kept at the Registered Office of the Company at 3, Amratolla Street, Calcutta-700 001 and are open for inspection during office hours until the closure of the subscription list.

Place : Calcutta

Dated : 19th day of August, 1981.

- i) Memorandum and Articles of Association
- ii) Certificate of Incorporation dated 6th March, 1981
- iii) Certificate of Commencement of Business dated 25th March, 1981
- iv) Auditors Report dated 6th June 1981 and the Statement of Accounts.
- v) Consent of Auditors of the Company to the inclusion of their report in this Prospectus.
- vi) Consent of Auditors, Bankers to the Company, Bankers to the Issue and Brokers to the Issue.

Smt. Sushila Kajaria Vinod Kumar Chiripal Hanumanmal Sajna Arun Kumar Neotia	}	Directors
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