

SUNDEEP

KNITWEAR

फुर्ती ही फुर्ती-आराम ही आराम

संदीप

अन्डरवियर - बनियान



SUNDEEP KNITWEAR INDUSTRIES LTD. CALCUTTA-700007

PROSPECTUS

**Public Issue of 1,27,900 Equity Shares
of Rs. 10 each at par.**

REGISTERED OFFICE:

203/1, MAHATMA GANDHI ROAD,
CALCUTTA-700 007

This issue of Equity Shares is within the Exemption Limit of Rupees 50 Lakhs under the Capital issue (Exemption) Order, 1969.

A copy of this prospectus having attached hereto the documents required to be filed under Section 60 of the Companies Act, 1956 has been delivered for Registration to the Registrar of Companies, West Bengal, Calcutta.

Application will be made to the stock exchange at Calcutta for permission to deal in and for an official quotation of Equity Shares of the Company.

The Subscription list will open at the commencement of banking hours on Monday, the 5th day of July 1982 and will close at the close of banking hours on Thursday, the 15th day of July 1982 or earlier at the discretion of the Board of Directors of the Company but not before the close of banking hours on Friday, the 9th day of July 1982.

Attention of the applicants is drawn to sub-section (1) of section 68A 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 A FICTITIOUS NAME.

SHALL BE PUNISHABLE WITH IMPRISONMENT FOR A TERM WHICH MAY EXTEND TO FIVE YEARS”.

SUNDEEP KNITWEAR INDUSTRIES LIMITED

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

Registered Office : 203/1, Mahatma Gandhi Road, Calcutta-700 007.

SHARE CAPITAL :

Authorised Share Capital :

2,10,000 Equity Share of Rs. 10/- each

Rs. P.

21,00,000.00

Issued, Subscribed & Paid up :

82,100 Equity Shares of Rs. 10/- each

8,21,000.00

Present Issue :

Now offered to the public for subscription for cash at par :

1,27,900 Equity Shares of Rs. 10/- each

12,79,000.00

Terms of Payment :

a) On application

Rs. 2.50 per share.

b) On Allotment

Rs. 7.50 per share.

Application must be made for minimum of 50 shares or multiples thereof. Every applicant should submit only one application for the number of shares required, multiple applications are liable to be rejected.

APPLICATIONS MAY ALSO BE MADE BY NON-RESIDENT INDIANS/ PERSONS OF INDIAN ORIGIN RESIDENT ABROAD SUBJECT TO WHAT IS STATED UNDER THE HEADING APPLICATION AND ALLOTMENT AT THE END OF THIS PROSPECTUS.

Applications must be made on the application forms accompanying the prospectus and in accordance with the instructions contained therein, and are liable to be rejected if not so made.

Right to Share-holder concerned by the Prospectus :

The 1,27,900 Equity Shares hereby issued are subject to the terms of this prospectus, the form of application and the Memorandum and articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity shares of the Company.

BOARD OF DIRECTORS

Name, Address, Description and Occupation of Directors	Other Directorships
1. Jhanwar Lal Baid S/o. Jais Raj Baid 203/1, Mahatma Gandhi Road, Calcutta—700 007 Business.	1. Delux Plastic Industries Pvt. Ltd. 2. Sundeep Knitwear Pvt. Ltd.
2. Smt. Kamla Devi Baid W/o. Sri Jhanwar Lal Baid 203/1, Mahatma Gandhi Road, Calcutta—700 007 Business.	1. Delux Plastic Industries Pvt. Ltd. 2. Sundeep Knitwear Pvt. Ltd.
3. Smt. Aruna Jain W/o. Sri Sunil Jain (Surana) 1/1, Lord Sinha Road, Calcutta—700 017 Investor.	
Registered Office : 203/1, Mahatma Gandhi Road, Calcutta-700 007	Bankers to the Company :
	1. Corporation Bank Aremehion Street Branch, Calcutta—700 001
	2. Union Bank of India 15, India Exchange Place Calcutta—700 001
Auditors : Jhanwar & Co. Chartered Accountants 25, Strand Road, Calcutta-700 001	Bankers to the Issue :
	Union Bank of India, 15, India Exchange Place Calcutta—700 001

BROKERS TO THE ISSUE

Ahmedabad

- (i) Gordhandas N. Gupta
Anandji Kalyanji Bldg.
Opp. Dhanasuthar Pole,
Relief Road,
Ahmedabad-380 001
- (ii) Champaklal Bhailal Chokshi
Manek Chowk, Near Share Bazar,
Ahmedabad-380 001

Bangalore

Vijai & Company
Vijai Buildings
9, Eleventh Main Road,
Post Box No. 319
Malleswaram
Bangalore-560 003

Bombay

Porecha Brothers
Room No. 811, 8th Floor
Stock-Exchange Towers,
Dalal Street, Fort
Bombay-400 023

Calcutta

- (i) Gourdhan Das Lakshmi Narayan
32, Baranasi Ghosh Street,
Calcutta-700 007
- (ii) Hari Ram Naveen Kumar
37, Strand Road,
Calcutta-700 001

Cochin

- (i) Mathew & Company
Mullassery Canal Road,
Ernakulam
Cochin-682 011
- (ii) A. Aaron & Co.
Congress House, P. B. No. 1003
Hospital Road,
Ernakulam
Cochin-682 011

Hyderabad

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

Indore

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

Madras

- (i) V. S. Krishnaswami & Co.
45, Armenian Street,
Post Box No. 265
Madras-600 001
- (ii) Kothari & Sons
Box No. 3309, Eldorado Building
V Floor 112, Nungambakkam High Rd.
Madras-6000 034

New-Delhi

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

CONSENTS

Consents in writing of the above named Auditors, Bankers and Brokers to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal and none of them have withdrawn the said consent upto the time of delivery of a copy of this prospectus to the Registrar of Companies.

M/s. Jhanwar & Co., the auditors of the Company have given their written consent for inclusion of their report in the form and context in which it appears later in this prospectus and such consent has not been withdrawn.

AUDITOR'S REPORT

To
The Board of Directors,
Sundeep Knitwear Industries Ltd.
203/1, Mahatma Gandhi Road,
Calcutta-700 007
Dear Sir,

We have examined the Books of Accounts of SUNDEEP KNITWEAR INDUSTRIES LIMITED, for the period from 22nd January, 1982 to 21st May 1982 which have been audited by us.

(i) In accordance with the requirements of Clause 24 (2) (a) of part II of Schedule II to the Companies Act, 1956, we report that the profit and/or loss of the Company for the period from 22nd January 1982 to 21st May 1982 is as under :—

(A) Income :

Interest on Loan

Rs. 13,449.30

(B) Expenditure :

Printing & Stationery

Rs. 624.60

General Expenses

Rs. 246.40

Filing Fees

Rs. 150.00

Conveyance Expenses

Rs. 401.50

Directors Meeting Fees

Rs. 1,500.00

Subscription

Rs. 130.00

Postage & Telegram

Rs. 100.00

Bank Commission

Rs. 10.00

Salary

Rs. 5,486.87

Rates & Taxes

Rs. 100.00

Profit

Rs. 8,749.37

Rs. 4,699.93

(ii) We further report that in accordance with provision of clause 24(2) (b) of Part II of Schedule II to the Companies Act, 1956 the Assets and Liabilities of Sundeeep Knitwear Industries Ltd. at 21st May, 1982 are as under :

Liabilities :	Amount		Assets :	Amount	
	Rs.	P.		Rs.	P.
Share Capital :			Fixed Assets :		
Authorised			Investment :		
2,10,000 Equity Share of					
Rs. 10/- each	21,00,000.00		Current Assets		
			Loans and Advance :		
			Current Assets		
Issued, Subscribed			Cash in hand	1,740.88	
and paid-up fully in			Balance with Scheduled		
Cash 82,100 Equity Share			Bank	2,02,848.60	
of Rs. 10/- each	8,21,000.00				
			Loans and Advances :		
Reserve & Surplus :			Loans	5,93,449.30	
Profit & Loss A/c. balance	4,699.93				
			Advances (Recoverable		
Secured Loans :	—		in cash or kind or value		
Unsecured Loans :	—		to be received)	12,802.00	
Current Liabilities			Miscellaneous		
and Provision :	—		Expenditures :		
Current Liabilities			(To the extent not written off)		
Deity Account	1.25		Preliminary Expenses	14,860.40	
	8,25,701.18			8,25,701.18	

(iii) We further report that company has not declared any dividend since its incorporation.

For JHANWAR & CO.
Chartered Accountants.

25, Strand Road,
Calcutta-700 001.
The 25th day of May 1982.

(J. P. Jhanwar)
Proprietor.

Incorporation and Objects :

The Company was incorporated as a public Limited Company on 22nd day of January, 1982 in West Bengal and obtained the certificate of commencement of Business on 11th day of February, 1982. The objects for which the company has been incorporated are given in the Memorandum of Association.

Management :

The Company is presently managed by the Board of Directors. All the Directors of the Company are experienced in commercial, administration and other business field.

Business Prospectus and Profitability :

The Company proposes to instal a Fabric Knitting Plant with the expected annual production of 1,25,000 Kgs. It will also set up a Dyeing, Calendering, Stitching and finishing unit for Knitwear, Outwear, Banien, Underwear, Vest etc., for an annual production of 60,000 dozens. The Proposed plant is likely to be installed at 19, Sova Bazar Street, Calcutta-65 in the state of West Bengal barring unfortunate circumstances so persist. The demand of the company's product is expected to be heavy as company would be attentive to adopt the changing market enviornment and quality control over its products bearing unforeseen circumstances. Company is expected to capture market in earliest possible time.

Raw Materials :

For its production company mainly requires yarn/Dyes and Chemicals. These materials are locally available. The Company does not envisage any difficulty in procuring the raw materials in adequate qualities.

In respect of all other facilities like power, water supply and transport system etc., the company seems to face no difficulty.

Cost of Projects :

I T E M S	ESTIMATED COST (Rs. in Lacs)
(i) Land & Building	5.00
(ii) Plant & Machinery	20.00
(iii) Electric installation & Furniture etc.	1.00
(iv) Capital issue expenses, preoperative expenses, provision for contingencies & margin money for working capital	25.00
Total Cost of the Project	51.00

Source of Finance :**(Rs. in Lacs)**

(i) Equity Share Capital	21.00
(ii) Loans from Financial Institution & Bank & Others	30.00
	<u>51.00</u>

The Preliminary studies of the different aspects of the Project is in process Tenders and Quotations have been obtained from the different manufacturers of machineries from India and abroad. The plant is expected to be installed by June, 1983, and will be ready for commercial production in July, 1983 barring unfortunate circumstances.

A good amount of finances received by way of application of shares by Directors associates, friends, and relatives, etc. was available with the company and as the project work has not yet taken up, the Board has decided to finance the available money by way of loans, as the financing has become the object which can be taken up by the company in terms of special resolution passed in extra ordinary General Meeting held on 25th February, 1982 authorising the company to commence business specified in clause 12 of the "Other objects to which the Company is established are" of the Memorandum of Association of the Company. The Board also thinks that unless and until the finances will be required for the purpose of project, the available surplus money will be financed by way of loans, etc., on the suitable conditions so that no loss of income is made to the company.

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 as referred to in section 80L of Income-Tax Act, 1961 will be entitled to deduction under the Section 80L from their total income to the extent of Rs. 4,000/- per year in respect of specified items which would include dividends 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 of the Company who are individuals and Hindu Undivided Families will be entitled to exemption from wealth Tax under Section 5(1) (xxiii) of the Wealth Tax Act, 1957 on the value of equity shares to the extent of Rs. 1,50,000/- as per section 5(1A) in respect of specified assets including the value of shares in the Company.

Other Statutory and General Information, Main Objects of the Company :

The main objects of the Company are set out in its Memorandum of Association which include the following :—

1. To carry on the business of hosiery of all descriptions including the manufacture, spinning, weaving, knitting, sewing, cutting, calendering, washing, importers, exporters, commission agents, dealers in hosiery and textile goods of cotton, wool, rayon, jute, silk, terelence and other natural synthetic and fibrous substances and allied products and the proportion bleaching, dyeing, or colouring of any of the above substance and to manufacture material from the waste realised from the above mentioned products and to carry on the business as drapers and dealers of furnishing fabrics in all its branches as costumiers, readymade dress makers, silk mercers, makers and suppliers of clothing, lingerie and trimmings of every kind, furriers, drapers, haberdashers, milliners, gloves, lace makers, dressers, felt makers, dealers, in and manufacturers of yarns, and also to manufacture, deal in or process natural starch and other sizing materials, dye-stuff, synthetic or chemical substances of all kinds and compounds.
2. To carry on the business on an investment Company and to invest, Subscribe for, acquire, buy, sell, vary, underwrite, exchange, transfer, hypothecate, hold or deal in and dispose of any shares, (Whether fully paid-up or partly paid-up), stocks, debentures whether perpetual or redeemable debenture, debenture stock, bonad certificates, obligations and securities issued or guaranteed by any company constituted or carry 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 acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditments of any tenure of description including agricultural lands, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any interest therein, and any right over or connected with land, buildings so situated and develop or to turn the same to accounts may seem expedient and in particular by preparing building sites and by constructing reconstructing, altering, improving, houses, restaurants, markets, shops, workshop, mills, factories, warehouse, cold storage, wharves, godowns, hotels, hostels, gardens, swimming pools, playgrounds, buildings, works and conveniences of all kinds and to sell, let, lease, sub-lease or otherwise dispose of and to grant rights

over any real property belonging to the company and act, as real estate owners, landlords, real estate agents, builders and to manage lands, buildings and other property as whether belonging to the company or not and to collect rents, and income, and to supply to tenants, occupiers, and to collect rents, and income, and to supply to tenants, occupiers, and others, refreshments, attendances, messengers, lights, waiting rooms, reading rooms, meetings rooms, lavatories, laundry conveniences, electric conveniences, other facilities and advantages.

Company by its special resolution passed under section 149 (2A) (B) (i) of the Companies Act, 1956 decided to take up the business specified in clause 12 of the 11 other objects to which the company is established are 11, which is set out below :

To carry on all or any of the business of financing of Industrial, commercial and other enterprises and general financiers, money lenders, Sahukars, trustees, guarantors and 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, conditions and manner as may from time to time be determined and provided company shall not do any Banking business as defined under the Banking Regulation Act, 1949".

Minimum Subscription :

The minimum subscription in respect of the present issue on receipt of which the Directors will proceed to allot the said shares is the sum of Rs. 3,19,750/- being an aggregate amount payable on application for subscription of 1,27,900 Equity Shares of Rs. 10/- each at the 2.50 per share.

Previous offer :

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

Objects of the Issue :

The objects of the present issue are to enable the Company to meet its requirements of fixed and working capital. The funds obtained through this issue could be utilised for providing finance required for the Company's business.

Expenses of the Issue :

The expenses of the issue payable by the company inclusive of brokerage, printing, distribution, publicity expenses, registration fees, legal charges, bank charges and auditors fees etc. are estimated at Rs. 35,000/- and are to be met out of the funds of Company including proceeds of the issue.

Brokerage :

Brokerage will be paid by the Company at the rate of 1% (one percent) on the nominal value of Shares offered to the public on the basis of allotments made against applications bearing the stamp of brokers named earlier in the prospectus as well as to member of any recognised stock exchange in India. Brokerage at the same rate will be payable to the bankers to the issue in respect of allotments made against application procured by them provided that the relative forms of application bear their respective stamp in the brokers column.

Underwriting commission :

No underwriting commission is payable by the Company as no part of this issue is underwritten.

Issue of Shares for consideration otherwise than for cash :

No shares have been issued as fully or partly paid up for consideration otherwise than for cash within two years preceeding the date of this prospectus.

Issue at premium or discount :

No amount has been paid or is payable by way of premium on any share issued and agreed to be issued by the company at any time so far. The company has neither issued or agreed to issue any share at a discount.

Option to Subscribe :

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

Interest of Promoters and Directors :

None of the Directors or promoters is in any way interested in the promotion of the Company except as Director or shareholders. No benefits has been paid or given or is intended to be paid or given to any promoter or to any officer of the Company except in case of officers of the Company the normal remuneration payable to them and the reimbursement of all authorised expenditure on behalf of the Company.

Payment of Benefits to the promoters or Officers :

Save as mentioned herein the company has not paid any money or given any benefit nor does it intend to pay any money or give any benefit to any promoter or officer of the Company except their remuneration fees and other expenses etc. to which they are entitled or may become entitled under the Articles of the Company or otherwise by law.

Directors :

Article 78 of the Company's Articles of Association provide that the number of Directors of the Company shall not be less than three or more than twelve.

Power of Directors and Restrictions thereon :

Subject to the provisions of the Companies Act, 1956 the control of the Company shall be vested in the Board of Directors who shall be entitled to exercise all such powers, and to do all the such acts and things as the company 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 Companies Act, 1956 or any other statute or by the Memorandum of the company or by the Articles or otherwise, to be exercised or done by the Company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the Provisions in that behalf contained in the Companies Act, 1956 or any other statute or in the Memorandum of the Company or in the Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in General Meeting and no such regulation shall invalidate any prior act of the Board which have been valid if that regulation had not been made.

Remuneration of Directors :

Subject to the provisions of the Act, each Director shall be paid out of the fund of the Company by way of remuneration of a sum not exceeding Rs. 250/- for every meeting of the Board or a committee of the Board attended by him. The Directors shall be entitled to be paid reasonable travelling expenses incurred in connection with attendance of Meetings of the Board of the Directors or any committee thereof. If any Director, being willing shall be called upon to perform extra services or to make any special exertions in going on 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 as a member of Committee of the Board then, subject to section 198, 309, 310 and 314 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by way of 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.

Provided that any Directors including Managing Director (if any) holding an office of profit under the Company within the meaning of section 314 of the Act shall not be entitled to sitting fee as aforesaid for their attendance at meeting of the Board of Directors or committee thereof.

Qualification Share :

A Director shall not be required to hold any share as qualification share.

Managing Directors :

Subject to the provisions of the Companies Act, 1956 the Board may from time to time appoint one or more Directors to be Managing Director or Managing Directors or Whole-Time Director or Whole time Directors on such remuneration, terms (appointment not exceeding five years at a time) and conditions as may be decided by them at such meeting. A whole time or managing Director shall not be liable to retire by rotation. The Company has not so far appointed any Managing Director, or whole time Director.

Borrowing Powers :

The company's Articles of Association Clause No. 54 & 55 deals and read as under :

54. The Board may from time to time, at its discretion, subject to the provisions of Section 292, 293 and 370 of the Act, raise or borrow either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company, provided that the Board shall not, without the sanction of the Company in general meeting borrow any sum of money which together with moneys already borrowed by the Company (apart from temporary) loans obtained from the Company's bankers in the ordinary course of business) shall 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.
55. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, in particulars, by the issue of bonds, perpetual or redeemable debentures or any mortgage, 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.

Indemnity :

Every Director, Manager, Secretary or Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company and any person appointed as Auditors shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Manager, Secretary, Officer, Employee or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

Classes of Shares :

The shares of the Company presently consist of one class namely Equity Shares.

Rights of Shareholders in respect of Capital and Dividend :

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

Voting Rights :

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 (as defined in Article 73), on behalf of a 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 Shares shall have one vote.

Save as hereinafter provided, on a poll the voting rights of a holder of Equity Shares shall be specified in Section 87 of the Act.

The holders of preference Shares shall not be entitled to vote at general meeting of the Company except as provided for in Section 87 (2) (a) of the Act.

Provided that no body corporate shall vote by proxy so long a resolution to its board of directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

Where a body corporate (hereinafter called "member Company") is a member of the company a person, duly appointed, by resolution in accordance with the provision 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 lodging with the Company at the Office or production at the meeting of a copy of such resolution duly signed by one Director of such member company and certified by him as being a true copy of the resolution shall on production at the meeting, be accepted by the company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, 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 entitle under the Transmission Article to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that forty eight hours, at least, before the time of holding the meeting or adjourned meeting as the case may be, at which he propose 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 lunatic, idiot or NON COMPOS MENTIS, 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 joint registered holders of any share any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if they were solely entitled thereto ; and if more than one of such joint-holders be present at any meeting either personally or by proxy, then one of the said, persons, 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 purpose of this Articles be deemed joint-holders thereof.

On a poll votes may be given either personally or by proxy and a person entitle to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Transfer :

The Articles provided inter alia that the Board shall not refuse registration of transfer of shares in the case of fully paid up shares or in the case of shares in which the Company has no lien. No transfer shall be made to a minor or a person of unsound mind and the Board may refuse to register a transfer of shares on which Company has lien and in the case of shares not fully paid up. The company shall give notice of the refusal in accordance with the provisions of Section 111 (2) of the Companies Act, 1956.

Modification of Rights :

All or any of the rights, privileges attached to each class of shares may be varied, modified, commuted, affected, abrogated or dealt with in the manner and subject to the provisions laid down in Section 106 & 107 of the Companies Act, 1956 and Articles 53 of the company which states that if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied 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 meeting of the holders of the shares of that class. To every such separate General Meeting the provision of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy, one-fifth of the issued shares of the class, but so that if at any adjourned meeting of such holder a quorum as above defined is not present, those members who are present shall be a quorum and that any holder of shares

of the class present in person or by proxy may demand a poll, and on a poll, he shall have one vote for each share of the class of which he is the holder. This Article is not by implication to curtail the power of modification which the Company would have if this Articles were 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.

Lien:

The Company shall have no lien on its fully paid up 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 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 11 hereof is to have full effect. 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 share.

Capitalisation of Reserve or Profits :

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

Revaluation of Assets :

The Company has not made any revaluation of its Assets since its incorporation.

Material Contracts & Inspection of Documents :

The contracts together with the documents referred to below, copies of all of which have been delivered to the Registrar of Companies, may be inspected at the Registered Office of the Company between 10-30 A.M. to 12-30 P.M. on any working day during a period of 22 days from the date of publication of this prospectus or until the closing of subscription list whichever is earlier.

1. Memorandum and Articles of Association of the Company.
2. Certificate of incorporation of the Company dated 22nd January, 1982 and business commencement certificate date 11th day of February, 1982.
3. Auditors Report dated 25th May, 1982.
4. Consents of Bankers, Auditors and Brokers.

Previous Commission, Brokerage & Discount of Share :

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

Preliminary Expenses and Payment to Promoters :

The amount of preliminary expenses estimated to be Rs. 15,000/- which are being incurred by Shri JHANWARLAL BAID has been reimbursed to him.

Application for Shares and Allotment :

Application for shares must be for a minimum of 50 shares or multiples thereof. Applications must be made on the Application Form accompanying this prospectus in accordance with the instructions contained herein and in the Application Form. Applications made otherwise be liable to be rejected. An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or joint names 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 its absolute discretion all or any multiple applications.

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

Applications for shares must be in the name of individuals, limited Companies, statutory corporations or institutions and not in the names of minors, partnership firms or trusts (unless the trust is registered under its constitutions to hold shares in a Company) and must be completed in full in block letters in ENGLISH, Applications which are not completed in every respect are liable to be rejected.

Applications From Indian Nationals, resident in India properly completed together with the amount payable on application at the rate of Rs. 2.50 per equity share must be lodged before the closing date of the subscription list with the Bankers to the issue named in this prospectus or in the office mentioned against their names in the applications forms.

Non-resident Indians and person of Indian Origin resident abroad may also apply for investment in this issue.

Application 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 channels or out of the funds held in the non-residents (External) accounts alongwith the documentary evidence 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 offices mentioned in the column 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, shall be subject to the Company's obtaining such approval from the Reserve Bank of India. Non-resident Indians persons of Indian origin resident abroad need not apply direct to Reserve Bank of India. Where the application is for 2,000 equity shares or above the applicant or in the case of joint applicant or in the case of joint application each of the applicants who has been allotted permanent Account number must mention the permanent accounts No. so allotted in the column provided for the same in the application from.

Receipt of Money :

Payment should be made in cash or by Cheque/Draft drawn on any bank (including a co-operative bank) which is situated at and is a member or sub-member of the Banker's Clearing House located at the centre where the application is accepted.

Outstation Cheques will not be accepted and applications accompanied by such cheques/drafts are liable to be rejected. Money Order will not be accepted. All Cheques or Drafts accompanying the applications should be crossed and marked A/c. Sundeep Knitwear—Equity Issue". No receipt will be issued for application money. The Bankers to the Issue however, will acknowledge receipt of the application by stamping and returning the acknowledgement slip at the bottom of each application.

Disposal of Applications and Money :

Allotment letters or letters of regret together with refund order, 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 the subscription list. 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 will be refunded to the applicant and where an application is rejected in part, the balance of the application money received will be adjusted as mentioned hereinbefore against allotment money due on the shares allotted and the balance, if any, will be refunded to the applicants, by Cheques or Draft drawn on any of the Bankers to the Issue. Such Cheques or Drafts will however, be payable at par at all the places where the applications are received and will be sent by post or otherwise at the risk of the applicant. No interest will be payable on the application money so refunded.

Basis of Allotment :

In the event of the public issue being over subscribed the basis of allotment will be decided in consultation with the Stock Exchange at Calcutta.

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, and Bankers to the Issue named here in and from the branches of the bankers to the issue as stated in the application form. All application forms duly completed together with cash/Cheque/Draft shall 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. For further instructions, please read the application form carefully.

Issue of Share Certificates :

The Share Certificate will be ready for delivery within three months from the date of allotment, in exchange of allotment letters, issued if any.

SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION

Names, addresses, description & occupation of Subscribers.	Number of Equity shares taken by each Subscriber.
JHANWAR LAL BAID S/o. Jais Rajji Baid 203/1, M. G. Road, Calcutta-7 Business.	1000
SHARDA JAIN KOTHARI W/o. Harsh Vardhan Kothari 203/1, M. G. Road, Calcutta-7 Investor.	100
KAMLA DEVI BAID W/o. Jhanwar Lal Baid 203/1, M. G. Road, Calcutta-7 Business.	600
SMT. ARUNA JAIN W/o. Sunil Jain (Surana) 1/1, Lord Sinha Road, Calcutta-71 Investor.	100
SUNIL SURANA S/o. Shanti Lalji Surana 1/1, Lord Sinha Road, Calcutta-71 Business.	100
ASHOK KUMAR BOTHRA S/o. Inder Chandji Bothra 146/2, Old China Bazar Street, Calcutta-1 Business.	100
RAJESH JAIN W/o. Ashok Kumar Bothra 146/2, Old China Bazar Street, Calcutta-1. Business.	100

(Two thousand one hundred only.)

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Sd/- Jhanwar Lal Baid

Sd/- Smt. Kamla Devi Baid

Sd/- Smt. Aruna Jain

Directors

Calcutta,

Dated : 7th day of June 1982