

# **M/s. SWADESHI PROJECTS LIMITED**

## **PROSPECTUS**

### **PUBLIC ISSUE**

**OF**

**1,20,000 EQUITY SHARES OF Rs. 10/- EACH AT PAR.**

*Registered Office :*

**7B, RANI RASHMONI ROAD,  
CALCUTTA-13**

## SWADESHI PROJECTS LIMITED

( Incorporated on the 28th January, 1982 under the Companies Act, 1956 )

Public Issue of 1,20,000 Equity Shares of Rs. 10/- each at par.

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.

The issue of Equity Shares is within the exemption limit of Rs. 50 Lacs under the Capital Issues ( Exemption ) Order, 1969.

An application will be made to the Stock Exchange, Calcutta for permission to deal in and for official quotation for the entire Equity Shares of the Company.

The Subscription List will open at the commencement of banking hours on Monday the 21st June, 1982 and will close at the close of banking hours on Tuesday the 29th June, 1982 or earliest, at the discretion of directors, but not before the close of banking hours on Friday the 25th June, 1982.

Attention of 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 the Company for acquiring, or subscribing for any shares therein, or
- (B) otherwise induces a company to allot, or register any transfer of share 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.

### SHARE CAPITAL

#### Authorised :

2,00,000 Equity Shares of Rs. 10/- each Rs. 20,00,000.00

#### Issued, Subscribed and paid-up :

80,000 Equity Shares of Rs. 10/- each fully Paid-up in cash Rs. 8,00,000.00

#### PRESENT ISSUE :

#### Now being offered to the Public :

1,20,000 Equity Shares of Rs. 10/- each at par for cash Rs. 12,00,000 00

Rs. 20,00,000 00

#### TERMS OF PAYMENT :

On Application Rs. 2 50 per share

On Allotment Rs. 7.50 per share

The amount of Rs. 5.00 per share is due on allotment and shall be payable within 30 days from the date of the letter of allotment. In the event of the balance amount of Rs. 5/- per share not being received within 30 days from the date of the letter of allotment, the allottee will be liable to pay interest at the rate of 12% per annum and also render the shares in question (including the amount already paid thereon) liable for forfeiture.

Application may be made only by residents in India and from non-resident Indian persons of Indian origin resident abroad, must be for a minimum of Fifty Equity Shares or multiples of fifty equity shares.

The equity shares now being issued will rank pari passu in all respect with the existing Equity Shares of the Company.

Application must be made on the form accompanying the prospectus and in accordance with the instructions contained in the forms, 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.

Copies of this prospectus and forms of application may be obtained from the Brokers and Bankers named herein.

### BOARD OF DIRECTORS

<u>Directors' Names and Addresses</u>	<u>Occupation</u>	<u>Other Directorship</u>
Shri Shyam Lal Ruia S/o. Late Shri Kesheo Deo Ruia 21/H, Gorachand Road, Calcutta-700014	Business	M/s. Renu Sagar Investment & Dealers (P) Ltd. M/s. Ulberia Investment (P) Ltd. M/s. Fuleshwar Investment (P) Ltd. M/s. Swayambhu Traders Ltd. M/s. P. K. Consultants (P) Ltd. M/s. SAS. (India) (P) Ltd.
Shri Ashok Kumar Saraf S/o. Shri Ganesh Pd Saraf 8, Rani Rashmoni Road, Calcutta-700013	Business	M/s. Mahua Printing Press (P) Ltd. M/s. Swayambhu Traders Ltd. M/s. P. K. Consultants (P) Ltd.
Shri Vinay Kumar Shroff S/o Shri Shyam Sunder Shroff 61. Jamunalal Bajaj Street, Calcutta-700007	Business	M/s. Swayambhu Traders Ltd.
Registered Office :		7B, Rani Rashmani Road, Calcutta-700013
Auditors :		M/s. Ruia & Associates, Chartered Accountants, 9, Ezra Street, 2nd floor, Calcutta-700001
<u>Bankers' of the Company :</u>		Karur Vysya Bank Ltd., 213D, M. G. Road, Calcutta-7
<u>Bankers' to the Issue :</u>		Bank of Baroda, 4, India Exchange Place, Calcutta-1

**Banker's to the Issue :**

1. Ahmedabad : M/s. Champaklal Bhailal Chokshi, Manek Chowk, Near Share Bazar, Ahmedabad-380001  
M/s Gordhandas N. Gupta, Anandji Kalyanji Bldg., Opp. Dhanasuthar Pole, Relief Road, Ahmedabad-380001
2. Bangalore : M/s. Satya Prakash & Co Indian Bank Building Kempegowda Road, Bangalore-560009
3. Bombay : M/s. B. Babubhai Maganlal Gandhi, 113, Stock Exch. Plaza, Dalal St, Bombay-400023
4. Calcutta : M/s Keshaw Prasad & Sons, 2/A, Madho Kisto Seth Lane, Calcutta-700007  
M/s. Bhawarlal Dhyawala, 7, Lyons Range, 1st Floor, Calcutta-700001
5. Cochin : M/s Jones & Co, 37/216-5, Broadway, Ennakulam, Cochin-682031  
M/s. Mathew and Company Mullassery Canal Road, Near Passport Office, Ernakulam, Cochin-682011 Kerala (S. India)
6. Delhi : M/s. Bharat Bhushan & Co., H-45, Connaught Place, New Delhi-110001  
M/s. J. C. Mehta & Co., 12/3, Asaf Ali Road, New Delhi-110002
7. Hyderabad : M/s. Laxminarayan Rathi 4-5-173 & 174 Hashmat Gunj, Sultan Bazar, Hyderabad-500001 (A.P.)
8. Indore : M/s. Santosh & Co, 29, Dhenu Market, 1st Floor, S.G.S.I.T.S. Road, Indore-452003  
M/s Pushkarlal Ghudawala, 44, Bada Sarofa, Indore-452002
9. Madras : M/s. V. S. Krishnaswami & Co, 45, Armenian Street, P Box No 265 Madras-600001  
M/s. Kothari & Sons "Eldorado Building" 5th Floor, 112, Nungambakkam High Road, Madras-600034

**Underwriters :** No part of the Issue is underwritten.

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

**History and Business of the Company :**

The Company was incorporated as Public Company on 28th January, 1982 in West Bengal and obtained the Commencement of Business Certificate on 10th March, 1982.

The main object as stated in the Company's Memorandum of Association, which are reproduced hereafter in this prospectus, is to conduct business in Export, Import and Trade in Iron and Steel and deal in Shares, Securities and other Investments.

**Prospects and Profitability :**

The Directors feel that subject to unforeseen circumstances the Company shall be able to earn reasonable Profit.

**Tax Benefit :**

i) The Company and in case where Members of the Company who are themselves companies shall be entitled to the benefits of total exemption from Surtax, partial exemption from Income tax on dividends received by them from other companies or this company as the case may be u/s 80M of the Income Tax Act, and in case of Company's Investment in new Industries the Company shall be entitled to exemption from the Income Tax on so much of the dividend paid to it as attributed to the profits of the Company exempted from Income Tax under Section 80K of the Income Tax Act.

ii) Members shall be entitled to claim deduction from their total income to the extent of Rs. 3,000/- per year in respect of specified items including dividends from Indian Companies under Section 80L of Income Tax Act, and

iii) Members shall also be entitled to exemption from Wealth Tax on specified financial assets to the extent of Rs 1.5 Lakhs including shares in this Company under Section 5 (IA) of the Wealth Tax Act, 1957.

## AUDITORS' REPORT

The Directors,  
M/s. Swadeshi Projects Limited  
7B, Rani Rashmoni Road,  
Calcutta-700 013

Dear Sir,

We have examined the Books of Accounts of M/s. Swadeshi Projects Limited for the period from 28th January, 1982 (The Date of Incorporation) to 20th May, 1982 which have been audited by us.

1) 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 28th January, 1982 to 20th May, 1982 is as follows :

(A)	Income :	NIL
(B)	Expenditure :	
	Miscellaneous	
	Expenses	600-00
	Loss	600-00

ii) We further report that in accordance with Provisions of Clause 24 (2) (b) of Part II of schedule II of the Companies Act, 1956, the Assets and liabilities of M/s. Swadeshi Projects Limited as at 20th May, 1982 are as under.

Assets & Liabilities	As at 20th May, 1982	
Assets :	Rs.	
Fixed Assts :	NIL	
Current Assets :		
Cash and Bank Balance :	5,400	
Loans & Investment	7,75,000	
Advances (for printing etc.)	7,500	
Miscellaneous Expenditure To the extent not written off or adjusted)	NIL	
Preliminary expenses	11,500	
Profit & Loss Account	600	8,00,000
Represented by :		
Share Capital :		
80,000 Equity share of Rs. 10/- each		8,00,000

iii) We further report that the Company has not declared any Dividend so far.

Notes :- The Accounts of the Company are maintained on cash basis.

9, Ezra Street,  
Calcutta-700 001  
The 21st day of May 1982

For RUIA & ASSOCIATES  
Chartered Accountants  
S/D P. K. RUIA  
Proprietor

## MAIN OBJECTS TO BE PERSUED ON INCORPORATION

1. To carry on the business of manufacture, dealers, importers, exporters, commission agents or otherwise of iron founders, mechanical engineers and agricultural implements and other machinery, manufacturers, tool makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron & Steel converters, smith, wood workers, builders, painters, matallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers, and merchants and to buy, sell, manufacture, repair, convert, alter and to carry on any other business.
2. To construct, purchase or otherwise acquire, purchase on auction, hire, lease or advance and loan money on or arrange loan on mortgage of any buildings, houses, bungalows, factories, trade premises, Plants, Machinery, Public buildings, lands, farms or any other kind of asset, estate or property (movable or immoveable) rights or things in action.
3. To carry on the business of an investment company and to invest in, acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks, obligations 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 or guaranted by any Government state, Sovereign Commissioners Central or Provincial Public body or authority supreme. municipal, local otherwise whether in India or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any company and to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.
4. To borrow or raise or secure the payment of money in such manner and or such terms and with such rights, powers, and privileges as may be thought fit and determined from time to time in particular by the issue or sale of any debenture, debenture-stock, bonds, bills of exchange, promissory notes or other obligations or securities of the company, with full power, to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to change or secure the same by Trust Deed or otherwise on the understanding of the company or upon any specific property and rights, present or future of the company and to devote any money so raised to any objects of the company upon such terms and conditions as may mutually be arranged.
5. To invest in, sale, hold and otherwise deal in and invest in gold, silver, platinum or any precious stone (whether or not set in any furnitures utensils or other articles or worked or sewn into any wearing apparel) metal, alloy etc and to invest in any ornaments made of gold, silver, platinum or any other precious metal or any alloy containing one or more such precious metals whether or not containing any precious or semiprecious stone and whether or not worked or sewn into any wearing apparel.

### Minimum Subscription :

The minimum subscription in respect of the present issue will be subscription of the entire Equity Shares offered 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. 3,00,000/-

**Brokerage and Underwriting Commission :**

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

**Option to Subscribe :**

The Company has not entered into any contract or arrangements and does not at present propose to enter into 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 and promoters is in any way interested in promotion of the Company except as Director or Shareholder. No benefit 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.

**Object of the present Issue :**

This issue is being made with the object of inviting public to participate in the Equity share Capital of the Company. The entire subscription will be utilised as per the object clause of the Company.

**Expenses to the Issue :**

The expenses of the Issue are payable by the Company, inclusive of brokerage, registration fees, legal charges, Auditors' and Registrar's fees etc. Estimated at Rs. 40,000/- to be met out of the proceeds of this Issue.

**Nominee Directors :**

If at any time the Company obtains any loans or any assistance in connection therewith by way of guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "the institution") or if at any time the company issues, any share, debenture and enters into any contract or arrangement with the Institution whereby the Institution subscribes for or underwrites the issue of the Company's shares or debentures or provides any assistance to the Company in any manner and it is a term of the relative loan, assistance, or contract or arrangement that the Institution shall have the right to appoint one or more Director or Directors to the Board of the Company, then subject to the provisions of Section 255 of the Act and subject to the terms and conditions of such loans, assistance, contract or arrangement the Institutions shall be entitled to appoint one or more Director or Directors, as the case may be, to the Board of the Company and to remove from office any Director so appointed and to appoint another in his place or in the place of a Director so appointed who resigns or otherwise vacates his office, any such appointment of the Company. The Director or Directors so appointed shall neither be required to hold any qualification share nor shall be liable to retire by rotation and shall continue in office for so long as the relative loan, assistance, contract or arrangement, as the case may subsist.

**Alternate Directors :**

The Board of Directors may appoint alternate Directors as envisaged under Section 313 of the Companies Act, 1956.

**Directors :**

Until otherwise determined by Special Resolution, the number of Directors of the Company shall not be less than three or more than eleven.

**Powers of Directors :**

Subject to the provisions of the Companies Act, 1956, the 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 the Board shall not exercise any power or do any act or thing which is directed or required, whether by the 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 provision on that behalf contained in the Companies Act, 1956 or any other statute or in the Memorandum of the Company or in the Articles of Association, or in any regulations not inconsistent therewith 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.

**Qualifying Shares :**

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

**Managing Director/Whole-time Director :**

Subject to the provisions of the Companies Act, 1956, Managing Director or whole-time Director may be appointed by the Board at such remuneration as may be approved by the Central Government. No such Managing Director has been proposed or appointed by the Company upto now.

**Remuneration of Directors :**

Unless otherwise determined by the Company in general meeting each Director shall be entitled to receive out of the Funds of the Company for his services in attending meeting of the Board or a Committee of Board a fee not exceeding Rs. 250/- per meeting of the Committee or Board attended by him. The Directors other than Managing Director and a Director in the Whole-time employment of the Company may also be paid by way of further remuneration @ 3% of the annual net profits of the Company, the rate of such Commission shall be reduced to 1% in the circumstances referred to in Section 309 (4) (a) of the Act, such net profits being computed in the manner laid down in Section 349 of the Act except that the remuneration of Directors shall not be deducted from the gross profit. Such remuneration under this para shall be paid to all the Directors for the time being or to any one or more of them in such proportion as the Directors may by the Resolution of the Board authorising such payments decide, and in default of such decision equally amongst all the Directors for the time being in the office during the year. Such remuneration in respect of each financial year shall be paid in next subsequent year.

All other remuneration, if any payable by the Company to each Director, whether in respect of his service as a Managing Director or Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of the Companies Act, 1956. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attending at Board and Committee meetings or otherwise incurred in execution of their duties as Directors.

If any director, being willing, shall be called upon to perform extra services or to make any special exertions in going and or residing away from Calcutta for any of the purpose of the Company or in giving special attention to the business of the Company or as a member of a committee of the Board then, subject to the Sections 198, 309 and 310 of the Companies Act, 1956, the Board may remunerate the Director so doing either by a fixed sum and/or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

#### Borrowing Powers :

1. Subject to the provisions of the Act and these Articles and without prejudice to other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion to accept deposit from members of the company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum of money for the purpose of the company, provided that the aggregate of the amount borrowed (apart from temporary loans as defined in section 293 of the Act obtained from the Company's Bankers in the ordinary course of business) and remaining outstanding and undischarged at that time, shall not without the consent of the Company in general meeting, exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purposes.

(2) Subject to the provisions of the Act and these Articles, the Board may raise and secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debentures, debenture stock or any mortgage or charge or other security on the whole or any part of the property of the company (both present and future) including its uncalled capital for the time being.

#### Classes of Shares and their respective rights :

The Authorised Shares Capital of the Company is Rs. 20,00,000/- divided into 2,00,000 Equity Shares of Rs. 10/- each. There is no other class of Shares in the Company. The Company may increase or reduce the Capital of the Company and divide the Shares in the Capital for the time being into several classes with such preferential, qualified and special rights, privileges and conditions respectively and to vary, modify and abrogate any of them as may be determined in accordance with the Articles of the Association. Subject to the Articles of Association, the profits of the Company shall be divisible amongst the members in proportion to the amount of capital paid upon the shares held by them respectively. If any share is issued on terms providing that it shall rank for dividend as from a particular date, such share will rank for dividend accordingly.

#### Voting Rights

Subject to the provisions of the Act and these Articles votes may be given either personally or by Proxy or in the case of a body corporate also by a representative duly authorised under Section 187 of the Act and Articles 64 thereof.

Subject to the provisions of the Act (and particularly of Sections 87, 89, and 92(2) thereof) and of these Articles.

1. Upon a show of hands every member holding equity shares and entitled to vote and present in person shall have one vote.

2. Upon a poll the voting rights of every member holding equity shares and entitled to vote and present in person (including a body corporate present as aforesaid) or by Proxy shall be in proportion to his share in the Paid up equity capital of the Company.

**Transfer :**

Save as provided in Section 108 of the Companies Act, 1956 no transfer of share shall be registered unless a proper instrument of transfer in the common form as may be prescribed by law duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence the letter of allotment of the share. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation. Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor no registration shall, in the case of a partly paid share be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and subject to the provisions of the Companies Act, 1956 the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. The Company shall not make any charge for registration of transfer of its shares and debentures and for subdivision and consolidation of share and securities into denominations corresponding to the market units of trading in a Stock Exchange.

The Company shall not have any lien on fully paid shares and in the case of partly paid shares, the Company's lien shall be restricted to monies called for payable at a fixed time in respect of such shares. The monies paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in profits of the Company. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

**Return of Capital :**

Subject to the provisions of the Companies Act, and without prejudice to the rights of the holders of shares, issued upon special terms and conditions, if the Company shall be wind-up and the assets available for distribution among the members are as such shall be less than sufficient 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 upto the commencement of winding-up on the shares held by them respectively. And if in 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 winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.

**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 Sections 106 and 107 of the Companies Act, 1956.

**Lien :**

The Company shall have no lien on its fully paid up shares. In case of partly paid up shares the Company shall have a first and paramount lien only in respect of all money called or payable at fixed time in respect of shares. Any such lien shall extend to all dividends from time to time declared in respect of such shares, unless otherwise agreed, the registration of a transfer of shares shall not operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any share to be wholly or in part exempt from these provisions.

**Capitalisation of Reserve :**

There has been no Capitalisation of reserves or profits since the incorporation of the Company.

**Revaluation of Assets :**

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

**Classes of Shares :**

The Share Capital of the Company consists of only Equity Shares.

**Material contracts and Inspection of documents :**

No contract ( not being contracts entered 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 7B, Rani Rashmoni Road, Calcutta-13 between 10.30. A.M. and 12 noon and 2.30 P.M. and 5 P.M. on any working day ( except Saturdays and Holidays ) for a period of fourteen days from the date of prospectus or until the closing of the subscription list whichever is earlier.

- a. Memorandum and Articles of Association.
- b. Certificate of Incorporation
- c. Certificate of Commencement of business.
- d. Report of Auditors of the Company, and
- e. Consents of Bankers, Auditors, Brokers to the Issue.

**Previous Commission, Brokerage and discount on Shares :**

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

**Consents :**

Consents in writing of the Bankers' to the issue to the Company, Auditors' and Brokers' to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal as required by the

Companies Act, 1956 and have not been withdrawn Messrs Ruia & Associates, 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 context in which it appears and such consent has not been withdrawn.

**Preliminary Expenses and Payment to Promoters :**

Preliminary Expenses incurred will be reimbursed to Promoters. The expenses of the issue are payable by the Company inclusive of brokerage, legal charges, professional fees and Auditors' fees etc. estimated at Rs. 40,000/- and are to be met out of the proceeds of this issue.

**Previous Capital :**

Eighty thousand Equity Shares of Rs. 10/- each fully Paid up were taken up by the Promoters, Directors, their friends and associates

**Debentures :**

No Debentures has been issued so far by the Company.

**Issue for consideration other than cash :**

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

**Issue at Premium and Discount :**

No amount has been paid or is payable by way of premium on any share issued or agreed to be issued by the Company at any time so far, the Company has also not issued any share at discount.

**Application and Allotment of Shares :**

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 (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 first applicant is one and the same. The Board of Directors reserve the right to reject in its absolute discretion all or any multiple applications.

Application forms from non-resident Indian persons of Indian Origin resident of 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 alongwith documentary evidence in this behalf 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 from non-resident Indian person of Indian origin resident of abroad. Allotment of shares to non-resident Indian persons of Indian origin resident of abroad need not apply direct to Reserve Bank of India for permission to purchase shares of the Company.

The application forms 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 close of banking hours or the closing date of subscription list with (being the Bankers to the issue) at their respective branches and offices, appearing on the application forms. 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 to the applicant the perforated acknowledge slip at the bottom of such application form.

Payments may be made in cash or by Cheque or Draft.

Cheques or draft should be drawn on a Scheduled Bank including a State Co-operative Bank specified in the Second Schedule of the Reserve Bank of India Act, 1934 or any member or sub-member of clearing house located at the particular place where, the application is tendered. Applications tendered with outstation cheques or drafts will be liable to be rejected. Cheques or Drafts should be made payable to the particular bankers to the issues aforesaid with whom the application is lodged and marked "A/c. Swadeshi Equity Issue".

A separate cheque or draft must accompany each application form. Save as herein after provided Share Certificate/Letter of Allotment/Letter of Regret as the case may be shall be issued within 60 days from the date of closure of the subscription list or within such further time as the Calcutta Stock Exchange may agree to extend. The Directors of the Company reserve the right to accept or reject any application in whole or in part without assigning any reason. If the applications exceed the number of shares offered, the basis of acceptance will be decided in consultation with the Calcutta Stock Exchange.

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 refunded after adjustment of the amount, if any, due on allotment in both cases, refund will be made at the risk of the applicant within two months of the closing date of the subscription list or within such period as may be extended by the Calcutta Stock Exchange, but no interest will be paid in respect of the application money received. Refund will be made by cheques or pay orders drawn on the Company's Bankers to the Issue at Calcutta and Bank Charges, if any, for encashing such cheques or pay orders will be payable by the applicants. Such cheques or pay orders will however, be payable at par at all Branches of the Bankers where applications are received.

Application for shares must be in the names of individuals, Limited Companies, statutory corporation or institutions and not in the names of minors, partnership firms, trust or a society (unless the trust or society is registered under the Societies Registration Act and is authorised by its Memorandum and rules to hold share in a company).

Any application not in conformity with this or by persons not entitled to apply shall be rejected.

**Issue of Share Certificates :**

On accepting an application wholly or partly, Share Certificate(s) for the number of Shares in respect of which the application is accepted will be forwarded to the applicant by post at the applicants' risk within 90 days from the date of closing of the application list or within such extended time as may be allowed by the Calcutta Stock Exchange.

We, the Directors of SWADESHI PROJECTS LIMITED hereby confirm the correctness of the information relating to the company contained in these documents.

Shyam Lal Ruia  
Ashok Kumar Saraf } Directors  
Vinay Kumar Shroff

Calcutta,

Dated, the 22nd Day of may, 1982