

# SWAL LIMITED

Certified to be true copy.

For SWAL LIMITED.

R.K. Suman

Director.

## PROSPECTUS

**Public Issue of 1,44,000 Equity Shares  
of Rs. 10 each for cash at par.**

**REGISTERED OFFICE**

**CHATTERJEE INTERNATIONAL CENTRE,**

**33-A, CHOWRINGHEE ROAD, (18TH FLOOR) CALCUTTA-700 071.**



In terms of clause 4 of the Capital Issues (Exemption) Order, 1969, this issue of 1,44,000 Equity Shares of Rs. 10/- each for cash at par is exempt from the provisions of the Capital Issues (Control) Act, 1947 and no consent or acknowledgement from the Controller of Capital Issues is required for this Issue.

A copy of this Prospectus having attached thereto the documents required to be filed under Section 60 of the Companies Act, 1956 (hereinafter referred to as "the Act") has been delivered to the Registrar of Companies, West Bengal at Calcutta for registration.

Application will be made to the Stock Exchange at Calcutta for permission to deal in and for an official quotation of the Equity Shares of the Company now being issued and already issued.

Attention of the applicants is drawn to sub-section (1) of Section 68A of the Act which is reproduced below :—

"Any person who—

- (a) Makes in a fictitious name and 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".

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY, THE 12TH DAY OF OCTOBER 1981, AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON MONDAY, THE 19TH DAY OF OCTOBER, 1981 OR EARLIER AT THE DISCRETION OF THE BOARD OF DIRECTORS OF THE COMPANY, BUT NOT BEFORE THE CLOSE OF BANKING HOURS ON WEDNESDAY THE 14TH DAY OF OCTOBER, 1981.

REGISTERED OFFICE  
CHATTERJEE INTERNATIONAL CENTRE  
31-A, CHOWRINGHEE ROAD (18TH FLOOR) CALCUTTA-700 001



# SWAL LIMITED

(Incorporated on May 28, 1981 under the Companies Act, 1956)

## SHARE CAPITAL

Rs.

### A. Authorised :

2,40,000 Equity shares of Rs. 10/- each 24,00,000

### B. Issued, Subscribed and Paid-up :

57,000 Equity Shares of Rs. 10/- each subscribed and allotted as fully paid-up to Promoters, Directors, their friends, relatives and associates for cash at par 5,70,000

### C. Present Issue :

1,83,000 Equity Shares of Rs. 10/- each for cash at par 18,30,000

#### Out of the Present Issue :

39,000 Equity shares of Rs. 10/- each have been reserved for allotment to Promoters, Directors, their friends, relatives and associates who will subscribed before or during opening of subscription list. 3,90,000

### D. Now offered to the Public for Subscription for cash at par in terms of this prospectus :

1,44,000 Equity Shares of Rs. 10/- each 14,40,000

### Terms of Payment

On application	Rs. 5/- per share
On allotment	Rs. 5/- per share

Failure to pay the amount due on allotment will render the allottee liable to payment of interest thereon @ 18% per annum and will also render the shares in question including the amount already paid thereon liable to forfeiture.

### Terms of Issue :

The Equity Shares hereby issued are subject to the terms of this Prospectus and the Memorandum and Articles of Association of the Company. The Equity Shares shall rank pari-passu with the existing 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 proportion to the amount paid-up on the Equity Shares and pro-rata for the period during which such capital is paid-up thereon.



## BOARD OF DIRECTORS

Name, address, description & occupation	Other Directorship
1. SRI RAJENDRA KUMAR DAMANI S/o Sri Gopal Das Damani 43/2/1, Dr. Suresh Sircar Road Calcutta-700 014	VINAL INVESTMENTS LIMITED
2. SRI JARMAN DAS DAGA S/o Late Joharilal Daga 19, Shib Thakur Lane Calcutta-700 070 Business	—
3. SRI CHHAGAN LAL MEHRA S/o Late Kaniyalal Mehra 7/2, Bindu Palit Lane, Calcutta-700 006 Business	—

### REGISTERED OFFICE

: Chatterjee International Centre,  
33-A, Chowringhee Road (18th Floor),  
Calcutta-700 071.

### AUDITORS

: M/s. N. K. Jain & Co.  
2, Chowringhee Road,  
Calcutta-700 013.

### BANKER TO THE COMPANY

: STATE BANK OF INDIA,  
Calcutta Main Branch,  
1, Strand Road,  
Calcutta-700 001

### BANKERS TO THE ISSUE

: STATE BANK OF INDIA,  
Calcutta Main Branch,  
1, Strand Road,  
CALCUTTA-700 001.

## BROKERS TO THE ISSUE

1. AHMEDABAD  
CHAMPAKLAL BHAILAL CHOKSHI  
Manek Chowk, Near Share Bazar,  
Ahmedabad-380 001

2. BANGALORE  
VIJAY & CO.  
9, Eleventh Main Road,  
Malleswaram, Bangalore-560 003.

3. BOMBAY  
VALJI BHIMJI & CO.  
109, Stock Exchange Plaza,  
Bombay-400 023.

4. CALCUTTA.

i) LADHA & CO.  
7, Lyons Range,  
Calcutta-700 001.

ii) Place, Siddons & Gough (P) Limited  
6, Lyons Range,  
Calcutta-700 001.

iii) V. P. TANDON & CO.  
7, Lyons Range,  
Calcutta-700 001.

5. COCHIN

i) MATHEW & COMPANY  
38/1048(2) Mullassery Canal Road,  
Cochin-682 011



ii) JOSEPH & THOMAS  
197/7 Amulia Buildings  
Banerji Road,  
Ernakulam  
Cochin-682 018.

7. INDORE  
PUSHKARLAL GHUDAWALA  
44, Bada Sarafa,  
Indore-452 002.

6. HYDERABAD  
LAXMINARAYAN RATHI,  
4/5-173/174 Hashmat Gunj,  
Sultan Bazar,  
Hyderabad-500 001.

8. MADRAS  
V. S. KRISHNASWAMI & CO.  
45, Armenian Street,  
Madras-600 001.

9. NEW DELHI  
BHARAT BHUSHAN & CO.  
H-45 Connaught Place  
New Delhi-110001

**Underwriters :**

The issue has not been underwritten.

**Consents :**

Consents in writing of the above mentioned Auditors, Banker to the Company, Banker 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 at Calcutta, as required by the Act and none of them have withdrawn the said consents upto the time of delivery of a copy of this prospectus to the Registrar of Companies, West Bengal at Calcutta.

M/s. N. K. Jain & Co., 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 upto the time of filing of this prospectus with the said Registrar.

**Incorporation and Commencement of Business :**

The Company was incorporated on the 28th May, 1981 and obtained the Certificate for commencement of Business on the 5th June, 1981.

**Management :**

The Management of the Company is vested in the Board of Directors.

**Prospects and Profitability :**

Looking to the vast potential of development in the country, there exists very good opportunity for making good and productive investments in the country, therefore, the Directors are of the opinion that barring unforeseen circumstances, the Company would be able to pay reasonable dividend on the Capital of the Company within a reasonable period.



## AUDITORS' REPORT

The Directors,  
M/s. SWAL LIMITED  
Chatterjee International Centre, (18th Floor)  
33-A, Chowringhee Road,  
Calcutta-700 071.

Dear Sirs,

We have examined the Books of Accounts of M/s. SWAL LIMITED for the period from 28th May, 1981 (the date of incorporation) to 31st July, 1981. which have been audited by us and in accordance with the provisions of Clause 24 of Schedule II of the Companies Act, 1956. We report as under :—

- I. The Profit and Loss Account for the period from 28th May, 1981 to the 31st July, 1981 is as set out below :—

	Rs. P.
Income	NIL
Less : Expenses : Printing & Stationery	2,396.50
Filing Fees	150.00
Miscellaneous Expenses	262.50
Loss Carried forward to the Balance Sheet	2,809.00

- II. The Assets and Liabilities of the Company as at 31st July, 1981 are as set out below :—

### ASSETS :

Cash and Bank Balance	1,232.60
Loans and Advances	2,03,500.00
Preliminary Expenses	7,760.40
Profit & Loss Account	2,809.00
	2,15,302.00

### Less : LIABILITIES :

Current Liabilities—Creditors	1,302.00
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Net Assets 2,14,000.00

### REPRESENTED BY :

Share Capital of 21,400 Equity Shares of Rs. 10/- each fully paid up in cash	2,14,000.00
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- III. The Company has not declared any dividends so far.

We have examined the above accounts and found the same to be correct.

2, Jawaharlal Nehru Road  
Calcutta-700 013

N. K. JAIN & CO.  
Chartered Accountants  
Sd/- N. K. JAIN  
Proprietor

Dated : 6th Day of August, 1981



### **Tax Benefits :**

The Directors are advised that according to current tax laws inforce, the following tax benefits will be available ;—

1. Members of the Company who are Individuals or Hindu Undivided Families will be entitled to a deduction under Section 80L of the Income-tax Act, 1961 from their total income to the extent of Rs. 3000/- per annum in respect of specified items including dividends received from the Company.
2. Members of the Company who are "Domestic Companies" will be entitled to a deduction from taxable income 60% of the dividends received from the Company in terms of Section 80M of the Income-tax Act, 1961.
3. Members of the Company who are themselves companies will be entitled to the benefit of total exemption from Surtax in respect of dividends received by them from the Company under the Companies (Profits) Sur-tax Act, 1964.
4. Members of the Company who are Individuals and Hindu Undivided Families will be entitled to exemption from Wealth-tax under Section 5(I) (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.
5. The Company will be entitled to deduction from its profits and gains at 25% of the cost of the new plant and machinery by way of Investment Allowance in respect of the previous year in which such plant & machinery is installed and put to use as per the provisions of Sec. 32A of the Income Tax Act., 1961.

### **OTHER STATUTORY & GENERAL INFORMATION :**

(Reference to Articles should be construed as reference to the relative clauses of the Articles of Association of the Company).

### **Main Objects of the Company :**

The main objects of the Company, as set out in the Memorandum of Association, are as follows :

1. To carry on the business of an investment company and for that purpose to purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, sell, mortgage, pledge or otherwise dispose of, to turn to account or realise upon shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any Company wherever incorporated or carrying on business and debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world, and also evidence of indebtedness, certificate of interest, certificate of trusts of beneficial interest in trusts, mortgages or other instruments and rights.
2. To carry in all their respective branches the business of general finance, investment, trust, and legal trust, provided that the company shall not carry on the business of Banking as defined under the Banking Companies Act, 1949.



3. To acquire by purchase, lease, exchange, hire or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber lands and property of any tenure or any interest in the same and to survey, subdivide, plot, improve and develop lands for the purpose of sale or otherwise and to do and perform all things needful and lawful for the development and improvement of the same for residence, trade or business and to erect and construct houses buildings or works of any description on any land of the company or upon any other lands of property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other convenience and generally to deal with improve the property of the Company.

4. To carry on the business of commission agents, contractors, manufacturers and dealers in every description of goods and wares, exporters and importers, concessionaries, General Storekeepers, Wholesale and retail traders, carriers, forwarding contractors, forwarding agents, ware-housemen, designers or agents or trustees, for any person or Company.

5. To carry on the business of manufacturers, importers exporters, buyers, sellers of and dealers in plastic, polythene, alkathene, natural and synthetic rubber, moulded goods, foams, rubber and plastic products, insulating materials, all kinds and forms of chemicals including Caustic Soda, Soda Ash, Chlorine, Sulphuric Acid, Sodium Hydrosulphite, drugs acids, alkalies, pasting agents, solvents including industrial solvents, essences, pharmaceutical, medicinal and chemical and other preparations, natural and synthetic waxes, dyes, cosmetics, paints, pigments, oils, varnishes, resins and all products, by products thereof.

6. To buy, sell, import, export, manipulate, treat, prepare and deal in articles and generally to carry on business of agents (including commission agents), traders, brokers, (including Financial brokers) contractors (including building contractors), importers and exporters of goods, articles, merchandise commodities and things covered under foregoing paragraphs.

#### **Objects of the Issue :**

The purpose of present issue is to provide a part of finance required for the attainment of the objects of the Company.

#### **Minimum Subscription :**

The minimum subscription in respect of the present issue on which the Directors will proceed to allot the shares will be Rs. 7,20,000/- being the application money payable at Rs. 5/- per equity share, in respect of 1,44,000 equity shares of Rs. 10/- each.

#### **Expenses of the Issue :**

The Expenses of the issue including brokerage, fees, printing, distribution, advertising, legal charges, bank charges, auditors fees and other charges are estimated at about Rs. 40,000/- and will be met by the Company out of the proceeds of this issue.



# SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION

Names, addresses, occupation and Father's name of subscribers.	No. of Equity shares taken by each subscriber.
1. Rajendra Kumar Damani S/o. Sri Gopal Das Damani 48/2/1, Dr. Suresh Sircar Road Calcutta-700 014 Occupation : Service	200
2. Jarman Das Daga S/o. Late Joharilal Daga 19, Shib Thakur Lane Calcutta-700 070. Occupation : Business	200
3. Chhagan Lal Mehra S/o. Late Kaniyalal Mehra 7/2, Bindu Palit Lane Calcutta-700 006. Occupation : Business	200
4. Devendra Seth S/o. Late Mangat Ram Seth 4/D, Madan Mohan Burman Street, Calcutta-700 007. Occupation : Service	200
5. Gopal Das Mehra S/o. Chhagan Lal Mehra 7/2, Bindu Palit Lane Calcutta-700 006 Occupation : Service	200
6. Narendra Pal Seth S/o. Late Mangat Ram Seth 4/D, Madan Mohan Burman Street Calcutta-700 007 Occupation : Service	200
7. Rajendra Sarda S/o Sri Shiv Narayan Sarda 27/2, Sir Hariram Goenka treet Calcutta-700 070. Occupation : Service	200
Total :	1,400



**Underwriting Commission & Brokerage :**

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

Brokerage will be paid at the rate of 1% of the nominal value of shares on the basis of allotments made against applications bearing the stamp of a member of any recognised Stock Exchange in India. Brokerage at the same rate will also be payable to the Brokers and Bankers to the Issue in respect of allotments made against applications procured by them provided the relative forms of applications bear their respective stamps in the brokers' column.

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

Save for brokerage payable as mentioned hereinbefore, no sums have been paid or are payable as commission, brokerage or discount for subscribing or agreeing to subscribe or for procuring or agreeing to procure subscriptions for any shares in the company.

**Previous Issue :**

Save as stated herein, the Company has not offered any shares to the public for subscription for cash since the date of incorporation.

**Issue of Shares for Consideration other than Cash :**

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

**Capitalisation of Reserves :**

No capitalisation of reserves or profits has been made since the incorporation of the Company.

**Option to subscribe :**

Except as otherwise stated in the Prospectus, the Company has not since its incorporation entered into any contract or an agreement whereby any option of preferential right of any kind has been given to any person to subscribe for any shares in the Company.

**Payment of benefits to the promoters or officers :**

Save as stated in this prospectus, no amount or benefit has been paid and none of the Directors or promoters is in any way interested in the promotion of the Company except as Directors or Shareholders. No benefit has been paid or given or is intended to be paid or given to any promoter or officers except the normal remuneration and/or perquisites for services as Directors, Officers or employees of the Company.

**Issue at a Premium or Discount :**

The company has not issued any shares at premium or at discount since its incorporation.

**Classes of Shares**

The authorised share capital of the Company is Rs. 24,00,000/- divided into 2,40,000 Equity Shares of Rs. 10/- each.



## **Rights of Shareholders in Respect of Capital and Profits of the Company :**

Article 120 provides that subject to the rights of members entitled to shares (if any) with preferential rights attached thereto, the profits of the Company which shall from time to time be determined to divide in respect of any year or other period shall be applied in the payment of a dividend on the Equity Shares of the Company but so that a partly paid up shares shall only entitle the holder with respect thereof such a proportion of the distribution upon a fully paid up share as the amount paid thereon bears to the nominal amount of shares and so that where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not rank for dividends or confer a right to participate in profits.

Article 145 provides that if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay 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. And 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 or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Article 146 provides that if the Company shall be wound up whether voluntarily or otherwise the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or in kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trust for the benefits of the contributories or any of them, as the liquidators with the like sanction shall think fit.

## **Voting Rights and Restriction Thereof :**

Article 63 inter-alia provides that have as otherwise stated in the Articles, on a show of hands every member present in person and being a holder of Equity Shares shall have one vote and every person present either as a General Proxy, on behalf of a holder of equity shares, if he is not entitled to vote in his own right or, as a duly authorised representative of a body corporate being a holder of Equity Shares, shall have one vote. On a poll the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Act.

Article 76 provides that no member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.



### **Modification Of Rights :**

Article 53 inter-alia provides 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 three-fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a Separate General Meeting of the holders of the shares of the class.

### **Lien On Shares :**

Article 30 provides that 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 arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 13 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 a share shall operate as a waiver of the Company's lien, if any, on such share.

### **Restriction On Right To Transfer :**

Article 37 provides that subject to the provisions of Section 111 of the Act, the Board without assigning any reason for such refusal, may, within two months from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of, or the transmission by operation of law of the right to a share. Provided that registration of a 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.

Article 35 provides that no transfer of a share shall be registered unless an instrument of transfer in accordance with section 103 of the Act, 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.

### **Directors :**

Article 78 provides that until otherwise determined by Special Resolution, the number of the Directors of the Company shall not be less than three nor more than nine.

### **Share Qualification :**

Article 83 provides that the Directors are not required to hold any qualification shares.



### **Remuneration of Directors :**

Article 34 provides that 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 meetings of the Board or a Committee of the Board, a fee not exceeding Rs. 50/- per meeting of the Board or a Committee of the Board attended by him as may be decided by the Board of Directors from time to time. All other remuneration, if any, payable by the Company to each Director, whether in respect of his services as a Managing Director, or a Director in the whole or part time employment of the Company, shall be determined, in accordance with and subject to the provisions of these Articles and of the Act. The Directors shall be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attending Board and Committee meetings or otherwise incurred in the execution of their duties as Directors.

Article 85 provides that if any Director being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place or 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 a Committee of the Board, then, subject to Sections 198 309 and 314 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits, or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

### **POWERS OF THE BOARD :**

Article 105 provides that subject to the provisions of the Act, 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 that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise to be exercised or done by Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulation 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.

### **ALTERNATE DIRECTORS :**

Article 94 provides that the Board may in accordance with and subject to the provisions of Section 313 of the Act appoint any person to act as alternate



director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.

#### **Managing Directors :**

Article 106 provides that subject to the provisions of sections 316 and 317 of the Act, the Board may from time to time appoint one or more Directors to be Managing Director or Managing Directors of the Company for a fixed term not exceeding five years for which he is to hold such office and may from time to time (subject to the provision of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.

Article 109 provides that subject to the provisions of Sections 309, 310 and 311 of the Act, a Managing Director shall, in addition to the remuneration payable to him as a Director of the Company under these Articles, receive such additional remuneration as may from time to time be sanctioned by the Company.

Article 110 provides that subject to the provisions of the Act in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks fit; and the Board may confer such powers either collaterally with, or to the exclusion of, and in substitution for all or any of the powers of the Board in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **Borrowing Powers :**

Article 54 provides that 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) will exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

#### **Indemnity :**

Article 147 provides that 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 Auditor 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.



#### Interest of Directors and/or promoters :

All the Promoters Directors may be deemed to be interested to the extent of the shares held by them or which may be subscribed for by them and allotted to them or their relatives in the Company and also to the extent of the remuneration payable to them for fees for attendance at the meetings of the Board or Committee thereof or otherwise under the Articles.

#### Material Contracts :

Since incorporation of the Company, the Company has not entered into any contract (not being a contract entered in the ordinary course of business) which are or may be deemed material.

#### Inspection of Documents :

Documents referred to below may be inspected at the Registered Office of the Company situated at Chatterjee International Centre, 33-A, Chowringhee Road, (18th Floor), Calcutta-700071 between 9.30 A.M. to 11.30 A.M. on any working day (except Saturdays and Holidays) until the closing of the subscription list :

- ✓ 1. Memorandum and Articles of Association
- ✓ 2. Certificate of Incorporation dated 28th May, 1981
- ✓ 3. Certificate of Commencement of Business dated the 5th June, 1981.
- ✓ 4. Consent letters of the Banker to the Company, Banker to the Issue, Brokers to the Issue and Auditors.
- ✓ 5. Auditors' Report. dated 6th August, 1981.

#### Application and Allotment :

Application must be made only.

- (a) on the prescribed application form accompanying the Prospectus ;
- (b) by Indian Nationals resident in India ;
- (c) by non-resident Indians/persons of Indian origin resident abroad ;
- (d) for a minimum of 50 (Fifty) shares and multiples thereof ;
- (e) in single name and/or in joint names (not more than three) ;
- (f) in the names of individuals, Limited companies or statutory corporations or statutory Institution and not in the names of foreign nationals, trusts (unless the trust is registered under the Societies Registration Act, 1960 and is authorised by its Constitution to hold shares in a company), minors, firms or partnership concerns or nominees of any of them ;
- (g) Name in full in BLOCK LETTERS IN ENGLISH.

**Note :** In case of joint applications, refund pay orders, if any will be addressed to the applicant whose name appears first at the address stated in the application form.



### **Applications by Non-Resident Indians/Persons of Indian Origin Resident Abroad :**

Application forms from Non-resident Indians/persons of Indian origin resident abroad properly completed together with remittances from abroad towards the amount payable on applications, through approved banking channels or out of funds held in the Non resident (External) accounts alongwith documentary evidence in this behalf must be delivered before the closing of the subscription list to any of the Bankers to the Issue named in the Prospectus or at any of their branches at the places mentioned against their names in the application form. Allotment of shares to non-resident Indians/persons of Indian origin resident abroad shall be subject to the Company obtaining permission of the Reserve Bank of India.

### **Criteria for Rejection :**

Every applicant is requested to submit only one application (and not more than one) for the total number of shares required. Application may be made in single or joint names (not more than three). Multiple applications and applications in joint names of more than three are liable to be rejected. Two or more applications in single and/or joint names will be deemed to be multiple applications if the sole and or the first joint applicant is one and the same. Transfer to joint names not exceeding four, however, will be permissible subject to approval of the Board of Director after the allotment is made. Applications which are not in accordance with the Prospectus or the Application Forms, shall be rejected. Application from persons resident outside India or their nominees will not be considered without approval of the Reserve Bank of India. The Board of Directors reserves the right to reject in its absolute discretion all or any of the multiple applications.

### **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 of the relevant authority as the case may be or a duly certified copy thereof must be attached to the application form or lodged separately at the Registered Office of the Company.

### **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 an is a member of sub-member or Bankers' clearing house located at the particular place where the application is submitted. Outstation cheques/drafts will not be accepted and application accompanied by such cheques/drafts are liable to be rejected. Money orders will not be accepted. All cheques or drafts should be crossed "A/c Payee Only" and made payable to any of the Bankers to the Issue with whom the application is lodged and marked "A/c Swal Limited—Equity Issue". No receipt will be issued for application money. However, the Bankers to the Issue will acknowledge receipt for the application by stamping and returning the perforated acknowledgement slip attached to the application form.



### **Disposal of Applications and Monies :**

No receipt will be issued for application money but acknowledgement will be made by the despatch of allotment advices/share certificates and/or regret letter within two months of the closing of the subscription list (or in the event of unforeseen circumstances within such further time as may be extended by the Calcutta Stock Exchange) at the applicant's risk. The Directors reserve their 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 an application is rejected wholly, the whole of the application money, in case an application is rejected in part, the balance of the application money after adjustment of the amount due on allotment, will be refunded in accordance with the provisions of Section 73 of the Act to the applicant, through the post at the applicant's risk without interest within two months (or in the event of unforeseen circumstances within such further times as may be allowed by the Calcutta Stock Exchange) of the closing of the subscription list. Refunds will be made by cheques or pay orders drawn on the Company's Bankers at Calcutta and Bank charges, if any, for encashing such cheques or pay orders will be payable by the applicants provided that such cheques or pay orders will be payable at all the places where the applications are received. In the event of the present issue being over subscribed, the allotment of shares will be made in consultation with the Calcutta Stock Exchange.

### **Availability of Forms and Places of Acceptance :**

Application form with copies of the Prospectus can be obtained from the Registered Office of the Company, Brokers to the Issue, Bankers to the Issue, named therein 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/bank draft 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 on the date of allotment in exchange of allotment letter issued, if any.

Dated : 29th day of August, 1981

Rajendra Kumar Damani  
Jarman Das Daga  
Chhagan Lal Mehra

} DIRECTORS