

PROSPECTUS

TIRUPATI SCREEN PRINTING COMPANY LIMITED

Regd. Office : 9, BRABOURNE ROAD,

CALCUTTA-700 001

PUBLIC ISSUE OF 1,50,000 EQUITY SHARES

OF Rs. 10/- EACH AT PAR.

This issue of Equity Shares is being made in terms of the provisions of the Capital Issues (Exemption) Order, 1969.

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

Application will be made to The Calcutta Stock Exchange Association Limited for permission to deal in and for an official quotation of the Equity Shares of the Company.

The attention of the applicant is specifically invited to sub-section (1) of Section 68-A of the Companies Act, 1956, which is reproduced below :

"Any person who—

- (a) makes in a fictitious name an application to a company for acquiring, or subscribing for any shares therein, or
- (b) otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in fictitious name,

shall be punishable with imprisonment for a term which may extend to five years."

THE SUBSCRIPTION LIST WILL OPEN AT THE COMMENCEMENT OF BANKING HOURS ON MONDAY THE 8TH JUNE, 1981 AND WILL CLOSE AT THE CLOSE OF BANKING HOURS ON WEDNESDAY THE 17TH JUNE, 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 10TH JUNE, 1981.

(Incorporated under the Companies Act, 1956)

Authorised :

Issued, Subscribed and paid-up :

Khaitan & Co.
1-B, Old Post Office Street,
Calcutta-700 001

1. Reliance Steels
Limited

BANKERS TO THE COMPANY :

Punjab National Bank
8, Lyons Range,
Calcutta-700 001

BANKERS TO THE ISSUE :

Punjab National Bank
8, Lyons Range,
Calcutta-700 001

BROKERS TO THE ISSUE :**CALCUTTA**

Praveen Murarka & Co.
7, Lyons Range,
Calcutta-700 001

BOMBAY

Harkisondass Lukhmidass
Stock Exchange Towers
Dalal Street,
Bombay-400 023

AHMEDABAD

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

DELHI

Harbans Singh Mehta & Co.,
33, Regal Building,
Parliament Street,
New Delhi-110 001

MADRAS

V. S. Krishnaswamy & Co.
45, Armenian Street,
Madras-600 001

BANGALORE

M. Nanjappaiah Jahgirdar,
205, Cavalry Road,
Bangalore-560 042

HYDERABAD

P. B. Afzulpurkar,
Sultan Bazar,
Hyderabad-500 001

COCHIN

Mathew & Company
Mullassery Canal Road,
Near Passport Office,
Ernakulam, Cochin-682 001

CONSENTS :

Consents in writing of the abovenamed Solicitors & Advocates, Auditors, Bankers to the Company, Bankers to the Issue and Brokers to the Issue named in this Prospectus to act in their respective capacities have been obtained and filed with Registrar of Companies, West Bengal, Calcutta, alongwith a copy of this prospectus as required by Section 60 of the Companies Act, 1956, and none of them has withdrawn the said consent upto the time of delivery of a copy of this prospectus for registration to the said Registrar of Companies, West Bengal. M/s. Jain & Co., the Auditors of the Company have given their written consent to their report being included here in the form and context in which it appears later in this prospectus and such consent has not been withdrawn upto the time of delivery of a copy of this prospectus to the said Registrar of Companies.

BRIEF HISTORY AND BUSINESS OF THE COMPANY :

The Company was incorporated in the State of West Bengal on the 10th December, 1980 under the provisions of the Companies Act, 1956 as a 'Public Limited Company' for the objects set out in the Memorandum of Association of the Company, which are reproduced later in this prospectus. The Company obtained the Certificate of Commencement of Business on the 14th January 1981 from the Registrar of Companies, West Bengal.

MANAGEMENT :

The Company is managed by its Board of Directors. All the Directors of the Company are well experienced in commercial, business, and management fields.

PROSPECTUS AND PROFITABILITY :

It is proposed to carry on the business of manufacturers, printers, processors, dyers, bleachers, combers, spinners, knitters and finishers of clothes, any fibrous or textile material, chemical or synthetic fibre and to carry on investment business and to invest and acquire, hold and to deal in shares, stocks, debentures and other securities, etc. either directly or in partnership with any other person, firm or company. There is a good scope for development of business of screen printing. Similarly, in the developing economy of India the trade and industry are always in need of finance and if intelligent investment of funds is made in such business and industries, it can be expected to earn reasonable profits. The Directors are of the opinion that barring any unforeseen circumstances the company shall be able to earn reasonable profits.

TAX BENEFITS :

The Directors are advised that according to the current taxation laws, the following tax benefits would be available to the Company and its shareholders :

1. Members of the company, who are themselves companies will be entitled to a total exemption from sur tax on dividends received by them from the company as also to the benefit under Income-tax Act of a deduction of 60% of the dividends received by them from the Company under Section 80—M of the Income-tax Act, 1961.

2. Members of the company, who are individuals would be entitled to claim deduction from the total income to the extent of Rs. 3,000/- per year, in respect of specified items including dividends received from the Company as provided in section 80—L of the Income-tax Act, 1961.
3. Under section 5(1) (xxiii) of the Wealth-tax Act, 1957. Wealth-tax will not be payable by members of the Company who are individuals or Hindu Undivided Family on specified assets upto an aggregate amount of Rs. 1,50,000/- including shares in the Company.

AUDITORS' REPORT

The Directors,
M/s. Tirupati Screen Printing Co. Ltd.
9, Brabourne Road,
Calcutta-700 001

Dear Sirs,

We have examined the accounts of M/s. TIRUPATI SCREEN PRINTING COMPANY LIMITED for the period from 10th December, 1980 (date of Incorporation) to 30th April, 1981. In accordance with the relevant provisions of clause 24 of part II of Schedule II to the Companies Act, 1956, we report as under :

I. PROFIT & LOSS ACCOUNT

Period from 10th December,
1980 to 30th April, 1981

INCOME EXPENDITURE

	Rs.	Rs.
	—	Nil
Rent	400	
Rates & Taxes	750	
General Charges	773	1,923
Loss		1,923

Note : The Company has not carried out any business activity during the period under review.

II. ASSETS & LIABILITIES

As at 30th April, 1981

CURRENT ASSETS

Rs. Rs.

Cash & Bank Balances

Cash in hand

427

With a Scheduled Bank
In Current Account

9,36,500 9,36,927

MISCELLANEOUS EXPENDITURE

Preliminary Expenses

11,150

Less : Liabilities

9,48,077
Nil

Net Assets

9,48,077

III. REPRESENTED BY

Share Capital

95,000 Equity Shares of Rs. 10/- each fully paid up

9,50,000

Less : Debit Balance of the Profit & Loss Account

1,923

Shareholders Fund

9,48,077

We further report that no dividend has been declared by the Company, since its incorporation.

Thanking you,

P-21/22, Radha Bazar Street,
Calcutta-700 001
Dated the 2nd day of May, 1981

Yours faithfully,
For JAIN & CO.
Chartered Accountants
K. K. Jain
Partner

MAIN OBJECTS OF THE COMPANY :

The main objects of the Company are, inter alia :—

- (1) To carry on the business of manufacturers printers, processors, dyers, bleachers, finishers of clothes and other commodities and articles, ink and dye manufacturing, designers, screen printers, dealers, commission agents and selling agents, brokers, distributors stockists, merchants, buyers, sellers, exporters, importers of cotton, cotton textiles, handicrafts, silk, man-made fibres, and other synthetic fibres, paper and other articles and commodities in relation to their dyeing, bleaching, processing and screen printing and manufacturing of any article and things of a character similar or analogous to the foregoing or connected therewith.
- (2) To carry on the business of processors, combers, spinners, meaners, knitters, manufacturers, dyers, bleachers, finishers, printers laminators, balers and pressers of any fibrous or textile material whether an agricultural or animal or natural product or its by-products or chemical or synthetic fibre and more specially jute, hemp, silk, cotton, wool, mesta, nylon, terene, terylene staple fibre or other synthetic fibre and to manufacture any product from such raw material or textile material and to carry on business of buyers, sellers and dealers of all such raw or processed or semi processed materials and to transact all manufacturing, cutting, preparing processes and mercantile business that may be beneficial to the said business.
- (3) To purchase, sell, barter, exchange, pledge, make, advance upon or otherwise deal in all kinds of goods, articles and merchandise mentioned in Clause (1 & 2) above or allied to the same.
- (4) To carry on investment business and to invest and acquire, hold and to deal in shares, stocks, debentures and obligations issued or guaranteed by any company constituted or carrying on business in India or elsewhere and bonds, obligations, securities, issued or guaranteed by any Government, State, Dominion Sovereign, Ruler, Commissioner, Public Body or Authority-supreme, Municipal, Local or otherwise, dispose of, exchange, transfer alienate any of the investments of the Company.

OBJECTS OF THE PRESENT ISSUE :

The purpose of the present issue is to provide finance required for the business and investment operations of the Company.

MINIMUM SUBSCRIPTION

The minimum subscription in respect of the present issue upon which the Directors will proceed to allot shares is Rs. 7,50,000/-being the amount payable on application on 1,50,000 shares @ Rs. 5/- each.

ISSUE EXPENSES :

The expenses of issue including legal charges, brokerage, printing and publication etc. are estimated to be Rs. 60,000/- and will be met from the proceeds of the present issue.

UNDERWRITING COMMISSION :

No underwriting commission will be payable as the present issue is not underwritten.

BROKERAGE :

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

ISSUE OTHERWISE THAN IN CASH :

No issue of shares has been made by the Company otherwise than for cash since the date of incorporation of the Company.

ISSUE AT A PREMIUM OR DISCOUNT :

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

OPTION TO SUBSCRIBE :

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

INTEREST OF PROMOTERS AND DIRECTORS :

None of the Directors or promoters is in any way interested directly or indirectly in the promotion of the Company except as Directors and except to the extent of shares held by them and/or that may be allotted to them, nor in any property acquired by the Company within last two years. 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.

SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION :

Names, addresses, Description & Occupation of Subscribers	No. of Equity Shares subscribed for
Madhusoodan Sanganeria Son of late Jaikarandas Sanganeria P-869, Lake Town, Calcutta-700 089 Business Executive	10 Equity
Rajendra Kumar Bubna Son of late Govind Prasad Bubna 49, Madan Mohan Burman Street, Calcutta-700 007 Service	10 Equity
Gopal Poddar Son of late Babulal Poddar P-7, Kalakar Street, Calcutta-700 070 Service	10 Equity
Girdharilal Seksaria Son of Sri Meghraj Seksaria 9, Brabourne Road, Calcutta-700 001 Service	10 Equity
Mohanlal Sutodia Son of Sri Ramkisan Sutodia 9, Brabourne Road, Calcutta-700 001 Service	10 Equity
Surendra Kumar Bagaria Son of Sri Jugalkishore Bagaria 9, Brabourne Road, Calcutta-700 001 Service	10 Equity
Sushil Kumar Seksaria Son of Sri Chandiprasad Seksaria 9, Brabourne Road, Calcutta-700 001 Service	10 Equity
TOTAL	70 Equity

DIRECTORS :

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 262 of the Act, the number of Directors shall not be less than three and not more than twelve.

RESTRICTION ON POWERS OF DIRECTORS :

Subject to the provisions of the Act, the control of the Company is vested in the Board of Directors who are entitled to exercise all such powers and to do all such acts, deeds and things as the Company is authorised to do and exercise provided that the Board shall not exercise any power or do any act, thing or deed which is directed or required whether by the Act, or any other statute or by the Memorandum or 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, deed 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 Company or in its Articles, or in any regulations not inconsistent therewith, and duly made hereunder including regulations made by the Company in General Meetings and no such regulations shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

REMUNERATION OF DIRECTORS :

Vide Article 76 of the Articles of Association of the Company each Director other than a working Director shall be entitled to be paid out of the funds of the Company by way of remuneration for his service such sum as may be fixed by the Directors not exceeding a sum of Rs. 250/- for every meeting of the Board of Directors or Committee thereof attended by him. The Directors may allow any pay to any Director, who, for the time being, is resident out of place at which any meeting of Directors may be held and who shall come to that place for the purpose of attending such meeting, such sum as the Directors may consider fair and reasonable for his expenses in connection with attending at the meeting in addition to his remuneration as above specified. If any Director being willing shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company the Directors, subject to approval of shareholders in a General Meeting, shall

be entitled to remunerate such Director either by a fixed sum of percentage of profits or in any other manner as may be determined by the Directors in addition to the remuneration above provided subject to the provisions of the Act.

QUALIFYING SHARES :

The Articles provide that a Director shall not be required to hold any qualification shares.

BORROWING POWERS :

Articles 51 and 52 of the Articles of Association provide that the Board may from time to time at its discretion, subject to the provisions of the Act, raise or borrow from the Directors or from elsewhere and secure payment of any sum or sums of money for the purposes of the Company. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and condition in all respects as it thinks fit and in particular by the issue of bonds, notes convertible redeemable or otherwise, perpetual or redeemable debentures or debenture stock 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

Article 123 of the Articles of Association provides that subject to the provisions of Section 201 of the Act, every Director, Manager, Secretary, and other officer or employee of the Company shall be indemnified against and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses (including travelling expenses) which any such Directors, Manager or Secretary or other officer or employee may incur or become liable to by reason of any contract entered into or any way in the discharge of his or their duties and in particular, and so as not to limit the generality of the foregoing provision, against all liabilities incurred by him or them as such Director, Manager, Secretary, Officer or employee in defending any proceedings whether civil or criminal, in which judgments given in his or their favour or he or they is or are acquitted, or in connection with any application under Section 633 of the Act, in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach a lien on the property of the Company and have priority as between the members over all other claims.

CLASSES OF SHARES AND THEIR RESPECTIVE RIGHTS

The Authorised Share Capital of the Company is Rs. 25,00,000/- (Rupees Twenty five lakhs only) divided into 2,50,000 Equity Shares of Rs. 10/- each, with power to increase or reduce such capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf, with power to divide the shares in the capital for the time being, whether original or increased, into several classes and attach thereto any preferential, special or qualified rights privileges and conditions.

VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes of the shares :

On a show of hands, every member present in person shall have one vote and on a poll voting rights of the member shall be as laid down under Section 87 of the Act.

No member shall exercise any voting rights in respect of shares on which calls or other sums have not been paid or in regard to which the Company has exercised any right of lien.

RESTRICTION ON TRANSFER

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 a share upon which the Company has a lien and, in the case of a share not fully paid up, may refuse to register a transfer to a transferee of whom the Board does not approve. No transfer shall be made to a minor or person of unsound mind or firm without the consent of the Board.

RETURN OF CAPITAL

In the event of the Company being wound up, the liquidator may, with the sanction of special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such divisions shall be carried out as between the members or different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

DIVIDEND :

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof, the dividend is paid.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividends as from a particular date such shares shall rank for dividend accordingly.

MODIFICATION OF RIGHTS :

All or any of the rights and 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 Act.

LIEN :

The Company shall have a first and paramount lien on every shares, not being fully paid up for all moneys whether presently payable or not, called or payable at a fixed time, in respect of that share and on all shares, standing registered in the name of each member, whether solely or jointly with others and upon the proceeds of the sale thereof and upon all dividends payable thereon, for all moneys from time to time due or payable by him or his estate to the Company on any account whatsoever and for his debts, liabilities and engagements solely or jointly with any person to or with the Company, whether the period for the payment, fulfilment or discharge thereof

shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares and payable thereon. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such share.

REVALUATION OF ASSETS AND CAPITALIZATION OF RESERVES :

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

MATERIAL CONTRACTS :

Save and except contracts entered into in the ordinary course of business, the Company has not entered into any material contract.

INSPECTION OF DOCUMENTS :

Documents referred to below may be inspected at the Registered Office of the Company situated at 9, Brabourne Road, Calcutta - 700 001 between 11.00 A.M. to 2.00 P.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 of the Company dated 10th December, 1980.
- ✓ 3. Certificate of Commencement of Business dated 14th January, 1981.
- ✓ 4. Report of the Auditors of the Company dated 2nd May, 1981.
- ✓ 5. Consent letters of Auditors, Solicitors & Advocates, Brokers to the Issue, Bankers to the Company and Bankers to the Issue.

PREVIOUS COMMISSION, BROKERAGE AND DISCOUNT ON SHARES :

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

APPLICATION AND ALLOTMENT :

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

Application for shares must be in the names of individuals, Limited Companies, Statutory Corporations or Statutory Institutions AND NOT in the name of a Trust (unless the Trust is registered and is authorised under its constitution to hold shares in a Company) minor, firm or partnership.

APPLICATIONS UNDER POWER OF ATTORNEY :

In the case of applications under Power of Attorney or by Limited Companies or Corporate Bodies, the relevant Power of Attorney or the relevant authority as the case may be or a duly certified copy thereof must be attached to the application forms or lodged separately at the Registered office of the Company.

RECEIPT OF MONEY :

Payment should be made in cash or by cheque/draft on a branch of a scheduled Bank including a State Co-operative Bank included in the Second Schedule to the Reserve Bank of India Act 1934, which is a member or sub-member of clearing Houses located at Centres where there are recognised Stock Exchanges. Outstation cheques, will not be accepted and applications accompanied by such cheques are liable to be rejected. Money Orders will not be accepted. All cheques or drafts accompanying the applications should be crossed "Account Payee Only" and made payable to the Bankers to the Issue. They should bear the words "PUNJAB NATIONAL BANK A/C. TIRUPATI SCREEN EQUITY ISSUE". No receipt will be issued for application money. However, the Bankers to the issue will acknowledge receipt of the application by stamping and returning the acknowledgement slip at the bottom of each application.

Calcutta.

Dated the 12th May, 1981.

DISPOSAL OF APPLICATIONS AND REFUND OF MONEYS FOR REJECTED APPLICATIONS :

No Receipt will be issued for application money but acknowledgement will be made within two months of the closing of the subscription list by the despatch of allotment letter/share certificates and/or regret letters or within such period as may be extended by the Stock Exchange at Calcutta in case of unforeseen circumstances. 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 or accepted partly, the whole of the application money or part of it, as the case may be, will be refunded in accordance with the provisions of Section 73 of the Act payable at par at all the main branches of the Company's Bankers where applications are accepted by cheques or pay orders for such refunds through post or otherwise at the risk of the applicant and no interest will be payable by the Company.

AVAILABILITY OF FORMS AND PLACES OF ACCEPTANCES :

Application forms with copies of the prospectus may be obtained from the Registered Office of the Company, Brokers to the Issue and Bankers to the Issue as stated aforesaid.

All application forms duly completed together with cash/cheque/Bank Draft should be delivered before the closing of the subscription list to the Bankers to the Issue and named herein at such of its branches at Calcutta, Delhi, Bombay, Madras, Indore, Bangalore, Ahmedabad, Hyderabad, Jammu and Srinagar, a list of which is incorporated in application form, and for further instructions please read the application form carefully.

ISSUE OF SHARE CERTIFICATES :

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

In case the Issue is oversubscribed, the basis of allotment will be decided in consultation with the Calcutta Stock Exchange.

M. S. Sangneria
R. K. Bubna
H. S. Bengani
Gopal Poddar

} Directors