

TYCOON TRADES AND INVESTMENTS LIMITED

PROSPECTUS

FOR THE PUBLIC ISSUE OF :

1,44,000 EQUITY SHARES OF Rs. 10/- EACH AT PAR

REGISTERED OFFICE :

58D, NETAJI SUBHAS ROAD, CALCUTTA-700 001

This issue of equity shares is within the exemption limit of Rs. 50 lacs under the Capital issues (Exemption) order, 1969.

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

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

The subscription list will open at the commencement of banking hours on Wednesday the 16th September 1981 and close at the close of banking hours on Friday the 25th September 1981 or earlier at the discretion of the Directors, but not before the close of banking hours on Saturday the 19th September 1981

Attention of Applicants is drawn to sub-section (i) of Section 68A of the Companies Act, 1956 which is reproduced below :—

“ANY PERSON WHO :—

(a) MAKES IN A FICTITIOUS NAME, AN APPLICATION TO A COMPANY FOR ACQUIRING OR SUBSCRIBING FOR ANY SHARES THEREIN,

OR

(b) OTHERWISE INDUCES A COMPANY TO ALLOT, OR REGISTER ANY TRANSFER OF SHARES THEREIN TO HIM OR ANY OTHER PERSON IN A FICTITIOUS NAME, SHALL BE PUNISHABLE WITH IMPRISONMENT FOR A TERM WHICH MAY EXTEND TO FIVE YEARS.

TYCOON TRADES AND INVESTMENTS LIMITED

(INCORPORATED UNDER THE COMPANIES ACT. 1956)

SHARE CAPITAL :

Authorised :

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

Rs.

25,00,000

Issued, Subscribed & Paid up :

70 Equity Shares of Rs. 10/-each have been subscribed for and allotted to the subscribers of Memorandum of Association and Directors, which have been fully paid up in cash

700

Present Issue for Cash at par :

2,39,930 Equity Shares of Rs. 10/ each

23,99,300

Out of the Present Issue :

95,930 Equity Shares of Rs. 10/-each have been reserved for allotment to promoters. Directors, their friends, relatives and associates at par for cash to be paid simultaneously and in the same proportion with the application and allotment of Equity Shares offered to the public.

9,59,300

Now offered to the Public for Subscription for Cash at par :

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

14,40,000

TERMS OF PAYMENTS

On application Rs. 5/- per Equity Share.

On allotment Rs. 5/- per Equity Share.

Applications must be for a minimum of fifty Equity Shares. Applications from foreign nationals will not be considered.

Applications must be made on the form accompanying the prospectus and in accordance with the instructions contained in the form and will be refused if not so made.

TERMS OF THE 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 Equity Shares of the Company in all respects.

BOARD OF DIRECTORS

Name, Address & Occupation :-

- | | | |
|--|--|---|
| 1. Ratanlal Maheswari
S/o Late Mangilal Maheswari
P-7, Kalakar Street,
Calcutta-700 007
(Business) | 2. Sagar Mal Rathi
S/o Late Ganga Das Rathi
12, Pathuria Ghat Street,
Calcutta-700 006
(Service) | 3. Mrs. Kamala Devi Rathi
D/o Sagar Mal Rathi
12, Pathuria Ghat Street,
Calcutta-700 006
(Business) |
|--|--|---|

REGISTERED OFFICE OF THE COMPANY :- 58D, Netaji Subhas Road, Calcutta-700 001

AUDITORS :

R. P. Dalmia & Co., Chartered Accountants

Room No. 853, 33/1, Netaji Subhas Road, Calcutta-700 001

BANKERS TO THE COMPANY : Tamilnad Mercantile Bank Ltd- 58D, Netaji Subhas Road, Calcutta-700 001

BANKERS TO THE ISSUE : (1) Tamilnad Mercantile Bank Ltd. 58D, Netaji Subhas Road, Cal.-700 001

(2) Syndicate Bank Calcutta, 6, Netaji Subhas Road, Calcutta-700 001.

BROKERS

AHMEDABAD : Gordhan Das, N. Gupta, Anandji Kalyanji Bldg, Relief Road, Ahmedabad-380 001.
BANGALORE : Vijai & Company, 9, Eleventh Main Road, Malleswaram Bangalore-560 003.
BOMBAY : M. J. Patel, 107, Stock Exchange New Building Bombay Samachar Marg Bombay-400 023
CALCUTTA : C Mackertich 7, Lyons Range, Calcutta-700 001.
COCHIN : Mathew And Company, Mullassery Canal Road, Ernakulam, Cochin-682 001.
DELHI : J. C. Mehta & Company, 308, Dreamland, 1/1A, Asaf Ali Road, New Delhi-110 002.
HYDERABAD : Bhagwan Das Jaju, 1183, Lad Bazar, Hyderabad-500 002.
INDORE : Pushkarlal Ghudawala, 44, Bada Sarafa, Indore-452 002.
MADRAS : V. S. Krishnaswami & Company, 45, Armenian Street, Madras-600 001.

UNDERWRITERS

The issue has not been under written

CONSENTS

Consent in writing of the above mentioned Auditors, Bankers to the issue, Bankers to the Company, and Brokers to the issue to act in their respective capacities have been obtained and filed with the Registrar of the Companies, West Bengal, Calcutta, as required by the Companies Act, 1956 and none of them have withdrawn the said consent up to the time of delivery of a copy of this prospectus to the Registrar of Companies. M/s. R. P. Dalmia & Co. the Auditors of the Company have given their written consent for inclusion of their report in the form and context in which it appears later in this prospectus and such consent has not been withdrawn.

HISTORY OF THE COMPANY

The Company was incorporated as a Public Company on 12th June 1981 in West Bengal and obtained the Certificate of Commencement of Business on 3rd July 1981. The main objects as stated in the Company's Memorandum of Association which are reproduced later in this prospectus are to carry on business as investors in Shares and securities, to borrow, received money on deposits and lend or advance money, to Carry on business as processors, general order suppliers, contractors, importers, exporters, etc. and to carry on business of properties and estates.

PROMOTERS AND MANAGEMENT

The Company has been promoted by a group of young men from business community who have vast business experience.

The Company is managed by its Board of Directors. The Board will be assisted by a team of expert professionals for day to day administration and management of the Company. The Company has the benefits of having persons of proven ability and experience in different spheres of industrial and professional activities in its Board and panel of advisors.

PROSPECTS

In a developing economy there is always vast scope for good and productive investment in shares, securities, properties and providing funds for trade and industries and in processing and trading activities. If intelligent investments of funds are made in such activities, it can be expected to earn reasonable profits. The Directors after considering the relevant factors have anticipated that, in the absence of unforeseen circumstances the Company will be able to earn reasonable profits on the capital employed,

CAPITAL OUTLAY

Investment in shares and debentures of Joint Stock Companies, Securities, providing finance for trading and other activities of the Company :	Rs. 23,50,000
Expenses of the issue and Preliminary expenses	Rs. 50,000
	<u>Rs. 24,00,000</u>

SOURCES OF FINANCE

Shares already issued and subscribed by promoters and directors	Rs. 700
Proceeds of Shares reserved for promoters, directors, their friends, relatives and associates	Rs. 9,59,300
Proceeds of the present issue	Rs. 14,40,000
	<u>Rs. 24,00,000</u>

TAX BENEFITS

The Directors are advised that under the current laws, the following benefits would be available to the company and its members :

- (i) Members of the Company who are domestic companies will be entitled to a deduction under Section 80 M of the Income Tax Act, 1961 of 60% of the dividend income including dividends received by them from the Company,
- (ii) Members of the Company who are themselves companies will be entitled to the benefit of total exemption of dividends received by them from the Company under the Companies (Profits) Surtax Act, 1964.
- (iii) Members of the Company who are individuals or Hindu Undivided Families 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 the Income Tax Act, 1961.
- (iv) Members of the Company who are individuals or Hindu Undivided Families shall be entitled to exemption from Wealth Tax on specified financial assets including shares in this Company to the extent of Rs. 1,50,000/- under Section 5 (1A) of the Wealth Tax Act, 1957.
- (v) The Company will be entitled to concessional rate of income tax applicable to Companies in which public are substantially interested.

AUDITORS' REPORT

The Directors,
Tycoon Trades and Investments Limited.
58D, Netaji Subhas Road,
Calcutta-700 001,
Dear Sirs,

We have examined the accounts of TYCOON TRADES & INVESTMENTS LTD. from the date of incorporation i. e. 12th June 1981, to 31st July 1981. the last date upto which the accounts of the Company made been have up and audited by us. In accordance with clause 24 of Part II of Schedule II of the Companies Act, 1956 we report as follows.

- I. The Company has not started business activity, Certificate of commencement of Business has been obtained on 3rd July 1981. Expenditure incurred from 12th June 1981 (date of incorporation) to 31st July 1981 has been allocated to Preliminary Expenses Equity shares Issue Expenses and Profit and Loss Account.

During the period 12, 6. 1981 to 31. 7. 1981

	Rs.	P.
Preliminary Expenses	10,110,00	
Equity Shares Issue Expenses	360,00	
Profit & Loss Account (Debit Balance)	772,36	

- II Asset & Liabilities of TYCOON TRADES & INVESTMENTS LTD as on 31st July 1981 which is the last date to which the Company's Accounts were made up and audited by us prior to the date of this report are set out below

(A) ASSETS

As on 31st July 1918

CURRENT ASSETS

Cash in Hand

Bank Blance with a Schedule Bank

MISCELLANEOUS EXPENDITURE :

(to the extent not written off or adjusted)

Preliminary Expenses

Equity Shares Issue Expenses

Debit Balance in Profit & Loss A/C

Rs.	P.	Rs.	P.
		178,30	
		500,00	
10,110,00			
360,00			
772,36		11,242,36	
		11,920,66	

(B) Less : LIABILITIES :

Due to a Director

(against expenses)

Sundry Creditors

(for expenses)

9,184,16		2,036,50	11,220,66
			700,00

(C) NET ASSETS

(D) REPRESENTED BY :

Shares Capital 70 Equity Shares of Rs 10/- each fully paid-up in cash

700,00

- III) We further report that no dividend has been declared by the Company since the date of incorporation.

Room No.853
33/1, Netaji Subhas Road,
Calcutta-700 001

Dated—1st August 1981

Yours faithfully,
For R. P. DALMIA & COMPANY
Chartered Accountants
Sd/ R. P. Dalmia
Proprietor

OTHER STATUTORY AND GENERAL INFORMATION
MAIN OBJECTS OF THE COMPANY

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

- (1) To carry on the business as processors, general order suppliers contractors, importers, exporters, merchants, stockists, sellers purchasers, agents, brokers and dealers in yarn, jute, jute goods synthetics goods, cotton, woolen and all types of fibrous materials, mill stores, dyes and chemicals, fertilisers, engineering, electronic items and hardware goods and ferrous and non-ferrous metals machinery, tools, spare parts and for this purpose also to enter into partnership with any person, firm or corporate body.
- (2) To carry on the Business of an investment Company in all its branches and with-out prejudice to the generality of the foregoing to invest, subscribe for, acquire, buy, sell, vary, underwrite, exchange, transfer hypothecate, deal in and dispose of any shares, stocks, debenture whether perpetual or redeemable, debenture stock, bonds certificates, securities, properties of any other Company including securities of any Government, public authorities or bodies, local authorities, firm; or person whether in India or elsewhere and to deal with and turn to account the same provided always that no purchase or investment imposing unlimited liability on the Company shall be made.
- (3) Subject to the provision of the Act, to receive money, deposits on interest or otherwise, and to borrow or take loans and lend or advance money in any form or manner with or without security to such companies, firms or persons, and on such terms as may seem expedient and to guarantee the performance of contracts by any person, companies or firms but not amounting to backing.
- (4) To carry on the business of properties and estates and for that purpose to acquire by purchase, lease, exchange, hire or otherwise lands buildings, hereditaments of any tenure or description and any estate factories, easements, forests, orchards, gardens, farms or other interest in the real estate and any rights over or connected with land so situate and to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving decorating and furnishing building, hotels, restaurants, cinema residential flats, office space industrial estate, workshop, factories, warehouses and convenience of all kinds and by consolidating, sub-dividing properties and to sell let lease, sub-lease or otherwise dispose of and grant rights over the real properties,

SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION

Names, address, description and occupations of the signatories to the Memorandum	No. of Equity share subscribed for
1. Ratanlal Maheshwari S/o Late Mangilal Maheswari P7, Kalakar Street, Calcutta-70 (Business)	10 (Ten) Equity Shares
2. Sagarmal Rathi S/o Late Ganga Das Rathi 12, Pathuria Ghat Street, Calcutta-6 (Service)	10 (Ten) Equity Shares
3. Ram Kishan Mundra S/o Ganga Dasji Mundra 3/C, Noor Mal Lohia Lane, Calcutta-7 (Business)	10 (Ten) Equity Shares
4. Sushil Kumar Maheswari (Daga) S/o Bulaki Das Daga 6, Tansukh Lane, Calcutta-7 (Business)	10 (Ten) Equity Shares
5. Purushottam Das Daga S/o Bulaki Das Daga 6, Tansukh Lane, Calcutta-7 (Business)	10 (Ten) Equity Shares
6. Ganesh Das Sadani S/o Late Sundarlal Sadani P17, Kalakar Street, Calcutta-70 (Service)	10 (Ten) Equity Shares
7. Kamala Davi Rathi W/o Sagar Mal Rathi 12, Patharia Ghat Street Calcutta-6 (Business)	10 (Ten) Equity Shares
<hr/>	
Total 70 (Seventy)	

OBJECTS OF THE PRESENT ISSUE AND APPLICATION

The purpose of this issue is to provide finance to buy invest in shares, stock, debentures, debenture stock of any other company including security of any Government, Local Authority, bonds, certificates, to advance money by way of loans etc. and to carry on the business of an investment Company including investment in properties etc. and other activities as specified under the head "MAIN OBJECTS OF THE COMPANY" earlier.

MINIMUM SUBSCRIPTION

The minimum subscription in respect of the present issue shall be the subscription of 1,99,930 Equity Shares of Rs. 10/- each.

The Directors will proceed to allot the shares offered by the prospectus on receipt of Rs. 9,99,850/- being the total amount payable on applications of 1,99,930 Equity Shares @ Rs. 5/- per Shares.

PRELIMINARY EXPENSES

Estimated preliminary expenses will be about Rs. 10,000/- which are being incurred by one of the promoters and the same are to be re-imbursed to him.

EXPENSES OF THE ISSUE

The expenses of the issue payable by the Company, inclusive of brokerage, legal charges, printing and Auditor's fees are estimated at Rs. 40,000/- and are to be met out of the proceeds of this issue.

BROKERAGE

Brokerage will be paid at the rate of 1% on the nominal value of the shares on the basis of allotment made against applications bearing the stamp of member of any recognised Stock Exchange in India. Brokerage at the same rate will be payable to Brokers in respect of allotment made against applications procured by them provided the relative applications bear their respective stamp in the Broker's column.

UNDERWRITING COMMISSION

No underwriting commission is payable, since the issue is not underwritten.

ISSUE OTHERWISE THAN FOR CASH

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

ISSUE AT A PREMIUM OR DISCOUNT

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

OPTION TO SUBSCRIBE

Except as otherwise stated in this prospectus, the Company has not entered into nor does it at present propose to enter in to any contract or arrangement whereby any option or preferential right of any kind has been or is proposed to be given to any person to subscribe for any shares in or debentures of the Company.

INTEREST OF PROMOTERS AND DIRECTORS

Except as disclosed elsewhere in the prospectus none of the Directors or promoters of the Company is in any interest directly or indirectly in the promotion of the Company except as directors and or shareholders. 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.

DIRECTORS AND RESTRICTIONS ON THEIR POWERS

Subject to the Provisions of Section 252 of the Companies Act, 1956 and untill otherwise determined by a General Meeting, the number of Directors shall not be less than three nor more than eleven.

Subject to the provisions of the Act the Board 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 in furtherance of its objects specified in Memorandum of Association for which the Company is established except such powers as are required by the Act or the Memorandum of Articles of Association of the Company to be exercised or done by the Company in general meeting. In exercising any such powers of doing any such acts of thing, the Board shall be subject to the provisions contained in that behalf in the Memorandum of Articles of the Company of in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in general meeting.

No regulation made by the Company in general meeting shall invalidate any prior act of the Board which have been valid if that regulation had not been made.

QUALIFICATION SHARES

A Director shall not be required to hold any qualification shares and a person may be appointed as a Director not with standing that he holds no share in the Company.

REMUNERATION OF DIRECTORS

Subject to the provisions of Section 198, 309, 310, 311 and 314 of the Act, the remuneration and travelling expenses payable to the Directors of the Company may be as hereinafter provided.

- a) Each Director shall be paid out of the funds of the Company by way of remuneration for his service such sum not exceeding Rupees 250/- for each meeting of the Board of Directors of Committee of the Board attended by him, as may be determined by the Board from time to time.
- b) In addition to the remuneration payable as above, the Directors may allow and pay to any Directors who is not a bonafide resident of the place where a meeting is held and who shall come to such place for the purpose of attending the meeting, such sum as the Board may consider fair compensation for travelling, hotel and other expenses incurred by him, in attending and returning from meeting of the Board of Directors or any Committee thereof.
- c) If any Director be called upon to perform extra services or special exertion or efforts, the Board may arrange with such Director for such Special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board subject to the provisions of the Act, and such remuneration may be in addition to his remuneration above provided,
- d) In addition to the remuneration payable under sub-clause (c) above, the Directors may allow and pay to any Director such sum as the Board may consider fair compensation for travelling, hotel and other expenses incurred by him in connection with the business of the Company.

MANAGING DIRECTOR

Subject to the provisions of the Act, the Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall be included a joint Managing Director) or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or other in his or their place or places.

Subject to the provisions of the Act and to the approval of the Company in General Meeting, if required by the Act, the remuneration of Managing Director or whole-time Director shall from time to time be fixed by the Directors, and may be by way of fixed salary, or commission on profits of the Company or by participation in any such profits or by any or all of those modes.

BORROWING POWERS

Subject to the provisions of Sections 58A, 58B, 292 & 293 and other provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion to accept deposits 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 purposes 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 purpose.

INDEMNITY

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 by the Company against, and it shall be duty of directors to pay out of the Company all costs, losses and expenses (including travelling expenses) which any such director, manager, secretary or officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such director, manager, secretary or officer or employee or in any way in the discharge of the duties. Subject as aforesaid every director, manager, secretary or them in defending any proceeding whether Civil or Criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.

Subject to the provision of Section 201 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects, or default or any other Director or officer or for joining in any receipts or other act of conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, Company, body corporate or corporation with whom any money securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or relation thereto unless the same happens through willful misconduct or neglect or dishonesty.

CLASSES OF SHARES

The Authorised Share Capital of the Company is Rs. 25,00,000 (Rupees Twenty Five lacs) only divided in to 2, 50, 000 (Two, lacs Fifty Thousand) only. Equity Shares of Rs. 10/- Each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL & DIVIDENDS

If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up (other than the amount of calls paid in advance), 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 on the shares held by them respectively. But the clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in special or kind, the whole or any part of the assets of the Company, whether it 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 division 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 benefits of the contributories as the Liquidator, with the like sanction thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

The profits of the Company, subject to special rights, if any, relating thereto created or authorised to be created by the Memorandum of the Article, and subject to the provisions of the articles, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that subject as aforesaid, any capital paid up on a share during the period in respect of which a dividend is declared shall unless the Board otherwise determine only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.

VOTING RIGHTS

Subject to the provisions of the Act (and particularly of Section 87 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 (including an attorney or a representative of a body corporate as mentioned in Article 89) shall have one vote.

2. Upon a poll the voting right of every member holding Equity Shares and entitled to vote and persent 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.
3. The voting right of every member holding preference Shares if any shall upon a show of hand or upon a poll be subjectad to the provisions, limitations and restrictions laid down in Section 87 of the Act.

RESTRICTION ON EXERCISE OF VOTING RIGHTS

Subject to the provisions of the Act, no member shall be entitled to voting right 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.

RESTRICTIONS ON TRANSFER OF SHARES

Shares in the Company shall be transferred by an instrumen in writing in the prescribed form under the Companies (Central Government) General Rules & Forms 1956.

Subjet to the right of appeal as conferred by Section III of the Act, the Directors may at their own absolute and uncontrolled dicretion and without assigning any reason decline to register or acknowledge any transfer of shares and in particular may so decline in any casein which the Company has lien upon the shares or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusel shall not be affected by the fact that the proposed transferee is already a member.

MODIFICATION OF RIGHTS

If at any time the capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 106 and 107 of Act, be modified, abrogated or dealt with subject to : The consent of the holders of not less then three fourth of the issued shares of that class or the sanction of special resolution passed at a seperate meeting of the holders of the issued shares of that class.

LIEN

The Company shall have no lien on its fully paid up shares. In the case of partly paid-up shares, the Company shall have a lien only to the extent of all moneys called or payable at a fixed time in respect of such shares, otherwise such partly paid up shares shall be free from any lien of the Company. Any lien on shares 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 operate as a waiver of the Company's slien, if any, on such shares. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

REVALUATION OF ASSETS AND CAPITALISATION OF RESERVES

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

PREVIOUS COMMISSION, BROKERAGE AND DISCOUNT ON SHARES

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

PREVIOUS CAPITAL ISSUE

70 Equity Shares of Rs. 10/- each fully paid up were taken by the subscribers to the Memorandum of Association of the Company for Cash at par.

MATERIAL CONTRACTS AND AGREEMENTS

No contract which may be deemad material have been or are proposed to be entered into by the Company.

INSPECTION OF DOCUMENTS

Copies of documents mentioned below may be inspected at the Registered office of the Company at any time during the usual business hours from the date of issue of this prospectus till the date of closing of subscription list.

- (1) Copy of the Company's Memorendum and Articles of Association.

- (2) Certificate of incorporation dated 12-6-81.
- (3) Certificate of commencement of business dated 3-7-81.
- (4) Report of Auditors dated 1-8-81.
- (5) Consent of Bankers, Auditors and Brokers,

APPLICATION AND ALLOTMENT

Application must be made only

- (a) on the prescribed application form accompanying the prospectus.
- (b) for a minimum of 50 shares and in multiples thereof,
- (c) in single name or in joint names (not more than three)
- (d) in the names of Individuals, Limited Companies, Statutory Corporations or Statutory Institutions AND NOT in the names of non-residents or foregin nationals (except as hereinafter stated), partnership firms, minors, trust (unless the trust is Registered under the Society Registration Act of 1860 and is authorised under its consitution to hold shares in the Company) Applications which are not completed in every respect are liable to be rejected.
- (e) in full name in BLOCK LETTERS IN ENGLISH.

APPLICATIONS BY NON-RESIDENT INDIANS/PEPSONS OF INDIAN ORIGIN RESIDENT ABROAD

In terms of relaxation of Rules to non-resident investment in India, non-resident Indian/persons of Indian origin resident abroad may subscribe to the Equity Shares hereby offered. The Company will obtain necessary permission in this connection of the Reserve Bank of India and the applicants need not apply direct to the Reserve Bank of India for permission for subscription to the said shares. Allotment of shares to non-resident Indians/Persons of Indian origin resident abroad shall be subject to the Company obtaining such permission from the Reserve Bank of India. The investment in Equity Shares by such non-residents/ persons of Indian origin resident abroad will be allowed to be repatriated along with income on the investment subject to deduction of Indian taxes provided the Investment is made by in ward remittance from abroad through normal Banking channals or out of the funds held in non-resident (external) accounts as per the guide line of the Reserve Bank of India.

CRITERIA FOR REJECTION

An applicant should submit one only application (not more than one) for total number of Shares required. Application may be made in single or in 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 Director reserves the right to reject in its absolute as discretion all or any multiple application (s).

APPLICATIONS UNDER POWER OF ATTORNEY

In the cases of applications under power of attorney or by Limited Companies or Corporate bodies the relevent power of attorney as the case may be or duly certified copy thereof must be attached to the application form or lodged separarately with the Company.

RECEIPT OF MONEY

Payment should be made in Cash or by Cheque/Draft drawn on a branch of a Scheduled Bank or a State Co-operative Bank included in Second Schedule to the Reserve Bank of India Act, 1981, or any Bank which is a member or sub-member of clearing houses at the centres where there are recognised Exchanges situated at particular place where the application is submitted. Outstation cheques will not be accepted are applications accompanied by such Cheques are liable to be rejected. Money Orders will not be accepted (and applications accompanied by such Cheques are liable to be rejected. Money Orders will not be accepted) All Cheques of Draft accompanying the applications should be crossed "Account Payee Only" and made payable to the Bankers to the issue with views the application is lodged and should bear the words TYCOON TRADES & INVESTMENTS LTD. Equity Issue, No receipt will be issued for application money. However the issue will acknowledge receipt of the application by stamping and returning the acknowledgement slip at the bottom of each application.

DISPOSAL OF APPLICATIONS AND MONEYS

The Company shall inform the applicants in respect of allotments within two months of the closing of the subscription list or within such period as may be extended by the Stock Exchange at Calcutta in the case of unforeseen circumstances. The Directors reserve their full and unqualified rights to accept or to reject any application in whole or in part and in either case without assigning any reason. In case the application is rejected fully 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 Section 73 of the Act, to the applicants payable at par at centres where there are recognised Stock Exchanges and Jammu and Srinagar by Cheque or Draft on the Bankers to the issue through post or otherwise at the risk of the applicant. In case of joint applications refund Pay Orders, if any will be made out in the first name and all Communications will be addressed to the applicant whose name appears first at the address stated in the Application Form.

AVAILABILITY OF THE FORMS AND PLACES OF ACCEPTANCE

Application forms with copies of prospectus may be obtained from the Brokers to the issue, and Bankers to the issue named herein and from the Branches of the Bankers to the issue is stated in application form and at the Company's registered office.

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 named herein or to any of their branches a list of which is incorporated in the application form and not to the Company. For further instructions please read the application form carefully.

ISSUE OF SHARE CERTIFICATE

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 the event of the Public Issue being over subscribed the basis of allotment will be decided in consultation with Calcutta Stock Exchange.

Place—Calcutta
Dated : 20-8-1981

Signed by

Kamala Devi Rathi
Sagar Mal Rathi
Ratan Lal Maheswari

} Directors