

PROSPECTUS

VAISHNAVI INDUSTRIES LIMITED

Regd. Office : 9 Ezra Street, (2nd Floor) CALCUTTA-700 001.

**Public Issue of 1,50,000 Equity
Shares of Rs. 10/- Each at par**

VAISHNAVI INDUSTRIES LIMITED

(Incorporated on the 10th November, 1982 under the Companies Act, 1956).

Public Issue of 1,50,000 Equity Shares of Rs. 10/- each at par. A copy of this prospectus having attached thereto, the documents required to be filed under Section 60 of the Companies Act, 1956 has been delivered for registration to the Registrar of Companies, West Bengal.

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

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

The Subscription List will open at the commencement of banking hours on Wed. the 16th Feb 1983 and will close at the close of banking hours on Fri. the 25th Feb. 1983 or earliest, at the discretion of Directors, but not before the close of banking hours on Sat. the 19th Feb. 1983.

Attention of applicants is drawn to Sub-section (1) of Section 68A of the Companies Act, 1956, which is reproduced below :—

Any person who :

- (A) Makes in a fictitious name an application to the Company for acquiring, or subscribing for any shares therein, or
- (B) Otherwise induces a Company to allot, or register any transfer of share therein to him, or any other person in a fictitious name shall be punishable with imprisonment for a term which may extend to five years.

SHARE CAPITAL :

Authorised :

2,45,000 Equity Shares of Rs. 10/-each.

Rs. 24,50,000-00

Issued, Subscribed and paid-up :

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

Rs. 9,50,000-00

PRESENT ISSUE :

Now being offered to the Public :

1,50,000 Equity Shares of Rs. 10/-each at par for cash.

Rs. 15,00,000-00

Rs. 24,50,000-00

TERMS OF PAYMENT :

On Application.

Rs. 2-50 per share.

On Allotment.

Rs. 7-50 per share.

The amount of Rs. 7.50 per share is due on allotment and shall be payable within 30 days from the date of the letter of allotment. In the event of the balance amount of Rs. 7.50 per share not being received within 30 days from the date of the letter of allotment, the allottee will be liable to pay interest at the rate of 12% per annum and also render the shares in question (including the amount already paid thereon) liable for forfeiture.

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

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

Application must be made on the form accompanying the prospectus and in accordance with the instructions contained in the forms, and will be refused if not so made. The Shares hereby issued are subject to the terms of this prospectus, the said application form and the Memorandum & Articles of Association of the Company.

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

Consent of Existing Shareholders of this issue :

Pursuant to Section 81 (1A) of the Act, the present issue has been approved by a special Resolution passed by the company at the Extraordinary General Meeting

BOARD OF DIRECTORS

Directors' Names & Addresses	Occupation	Other Directorship
Kailash Jhunjhunwala, S/o. Lt. Shyam Sundar Jhunjhunwala, 7, Banstala Gali, Calcutta-7.	Service	Sukaram Marketing Ltd.
Dwarka Prasad Sanghai, S/o. Lt. R. K. Sanghai, 8, Durga Charan Mukherjee Street, Calcutta-3.	Business	Sukaram Marketing Ltd.
Kesho Prasad Kayan, S/o. Late Ram Narainji Kayan, 2, Madho Kristo Seth Lane, Calcutta-7	Business	Sumangar Nidhi Ltd. Dumpy Holdings Ltd.

Registered Office :

9, Ezra Street, (2nd Floor),
Calcutta-700 001.

Auditors :

M/s. P. R. ASSOCIATES,
Chartered Accountants,
9, Ezra Street, (2nd Floor)
Calcutta-700 001.

Bankers of the Company :

Tamilnad Mercantile Bank Ltd.
58, N. S. Road,
Calcutta-1

BANKER'S TO THE ISSUE :

TAMILNAD MERCANTILE BANK LTD.
58, N. S. Road, Calcutta-700 001.

SYNDICATE BANK
6, N. S. Road, Calcutta-700 001

BROKERS TO THE ISSUE :

1. AHMEDABAD : CHAMPAKLAL BHAILAL CHOKSHI Manek Chowk, Near
Share Bazar Ahmedabad-380 001.
2. BANGALORE : SATYAPRAKASH & CO, 3rd Floor, Indian Bank Building,
K. G. Road, Bangalore-9.
- 3 BOMBAY : PORECHA BROTHERS 19, Stock Exchange Building Bombay
Samachar Marg. Bombay-400-023.
4. CALCUTTA : KESHAW PRASAD & SONS, 2A, Madhu Krishto Seth Lene,
Calcutta-700 001.
- 5 COCHIN : MATHEW & CO. Mullassery Canal Road, (Near Passport Office)
Ernakulam, Cochin-682 011.
6. DELHI : RAJA RAM BHASIN & CO. Jewan Mansion, 8/4, Desh Bandhu Gupta
Road, Delhi-110 055.
7. HYDERABAD : LAXMINARAYAN RATHI, 4-5-173 & 174, Hashmat Gunj,
Sultan Bazar, Hyderabad-500-001.
8. INDORE : M/s. SANTOSH & COMPANY 29, Dhenu Market, 1st floor
S. G. S. I. T. S. Road, Indore-452 003.
9. KANPUR : SAPCO INVESTORS 'Vishwambhar House',
25/32A, Karachi Khana, Kanpur-208 001.
10. MADRAS : VENKATARAMAN & CO. 78, Dr. Rangachari Road, Mylapore,
Madras-600 004.

Underwriters : No Part of the Issue is underwritten.

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

History and Business of the Company :

The Company was incorporated as public Company on 10th November 1982 West Bengal and obtained the Commencement of Business Certificate on 23rd November 1982.

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

Prospects and Profitability :

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

Tax Benefit :

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

ii) Members shall be entitled to claim deduction from their total income to the extent of Rs. 4,000/- per year in respect of specified items including dividends from Indian Companies under Section 80L of Income Tax Act, and

iii) Members shall also be entitled to exemption from Wealth Tax on specified financial assets to the extent of Rs. 1,65 Lakhs including shares in this Company under Section 5 (I A) of the Wealth Tax Act, 1957.

AUDITORS REPORT

The Directors,

M/s. VAISHNAVI INDUSTRIES LIMITED.

9, Ezra Street (2nd Floor)

CALCUTTA-700 001.

Dear Sirs,

We have examined the Books of Accounts of M/s. VAISHNAVI INDUSTRIES LIMITED for the period from 10th November, 1982 (The Date of Incorporation) to 14th January, 1983 which have been audited by us.

- (1) In accordance with the requirements of clause 24 (2) (a) of Part-II of Schedule II to the Companies Act, 1956, we report that the Profit and/or Loss of the Company for the period from 10th November, 1982 to 14th January 1983.

(A) Income :	NIL
(B) Expenditure	
Miscellaneous	
Expenses :	750-00
Loss	750 00

We further report that in accordance with Provisions of Clause 24 (2) (b) of Part-II of sch. II the Companies Act, 1956, the Assets and liabilities of M/s VAISHNAVI INDUSTRIES LIMITED. as at 14th January, 1983, are as under ;

Assets & Liabilities

As at 14th January, 1983.

	Rs.	
<u>Assets :</u>		<u>NIL</u>
<u>Fixed Assets :</u>		
<u>Current Assets :</u>		
Cash & Bank Balance	1,900.00	
Loans & Investments	9,25,000.00	
(Unsecured considered good)		
Advances (for priting etc)	7,000.00	
Miscellaneous Expenditure		
(To the extent not written off		
or adjusted)	15,350.00	
Preliminary expenses	750.00	
Profit & Loss Account		<u>9,50,000.00</u>
Represented by :		
Share Capital :		9,50,000 00
95,000 Equity Shares of Rs 10/- each.		<u>9,50,000.00</u>

- (III) We further report that the Company has not declared any Dividend so far.

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

9, Ezra Street.

Calcutta-700 001.

The 15th January, 1983

For P. R. ASSOCIATES,

Chartered Accountants

Sd/- P K. RUIA

Partner.

MAIN OBJECTS OF THE COMPANY :

1. To carry on the business of manufactures, dealers, importers, exporters, commission agents or otherwise of iron founders, mechanical engineers and agricultural implements and other machinery, manufacturers, tool makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron & steel converters, smith, wood workers, builders, painters, matallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carr'ers, and merchants and to buy, sell, manufacture, repair, convert, alter and to carry on any other business.
2. To construct purchase or otherwise acquire lands, houses buildings, sheds and other fixtures on land and buildings and to let them out on lease, rent, contract or any other agreement, as may be deemed fit or to buy and sell lands, houses, apartments to any person on terms and condition as may deemed fit or to hold maintain, sell, allot houses apartments, sheds or buildings thereof to the share-holders or any other person or to carry on business or builders, surveyor, bricks and tiles makers, line burner, houses and estate agents.
3. To carry on the business of an investment company and to invest in acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bounds, stocks, obligations issued or guaranteed by any company or companies constituted and carring on business in India or elsewhere and debenture stocks, bonds, obligations and securities issued or guaranted by any Government State, Sovereign Commissioners Central or Provincial public body or authority supreme, municipal, local otherwise whether in India or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.

Minimum Subscription :

The minimum subscription in respect of the present issue will be subscription of the entire Equity Shares offered under this prospectus.

The Directors will proceed to allot shares covered by this prospectus on receipt of the amount to be paid at the time of application for these shares i. e. Rs. 3,75,000/-.

Brokerage and Underwriting Commission :

Brokerage at the rate of 1.5% on the issue price will be paid to Members of Stock Exchanges, Brokers and Bankers named earlier in the prospectus, in respect of shares allotted as a result of application procured by them and bearing their stamp. No Commission is payable to Underwriter as no part of the Issue has been underwritten.

Option to Subscribe :

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

Interest of Promoters and Directors :

None of the Directors and Promoters is in any way interested in promotion of the Company except as Director or Shareholder. No benefit has been paid or given or is intended to be paid or given to any Promoter or to any Officer of the Company except in case of Officers of the Company the normal remuneration payable to them and the reimbursement of all authorised expenditure on behalf of the Company.

Object of the present Issue :

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

Expenses to the Issue :

The expenses of the Issue are payable by the Company, inclusive of brokerage, registration fees legal charges, Auditors' and Registrar's fees etc. estimated at Rs. 60,000/- to be met out of the proceeds of this Issue.

Nominee Directors :

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

Alternate Directors :

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

Directors :

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

Power of Directors :

Subject to the provisions of the Companies Act 1956, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do provided the Board shall not exercise any power or do any act or thing which is directed or required, whether by the statute or by the Memorandum of the Company or by the Articles or otherwise to be exercised or done by the Company in general meeting. Provided further that in exercising any such

power or doing any such act or thing, the Board shall be subject to the provision on that behalf contained in the Companies Act, 1956 or any other statute or in the Memorandum of the Company or in the Articles of Association, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Qualifying Shares :

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

Managing Director/Whole-time Director :

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

Remuneration of Directors :

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

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

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

Borrowing Powers :

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

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

Classes of Share and their respective rights :

The Authorised Share Capital of the Company is Rs 24,50,000/- divided into 2,45,000 Equity Shares of Rs. 10/-each. There is on other class of Shares in the Company. The Company may increase or reduce the Capital of the Company and divide the Shares in the Capital for the time being into several classes with such preferential, qualified and special rights, privileges and conditions respectively and to vary, modify and abrogate any of them as be determined in accordance with the Articles of Association. Subject to the Articles of Association, the profits of the Company shall be divisible amongst the members in proportion to the amount of capital paid upon the shares held by them respectively. If any share is issued on terms providing that it shall rank for dividend as from a particular date, such share will rank for dividend accordingly.

Voting Rights :

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

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

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

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

Transfer :

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

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

Return of Capital:

Subject to the provisions of the Companies Act, and without prejudice to the rights of the holders of shares, issued upon special term and conditions, if the Company shall be wind-up and the assets available for distribution among the members is as such shall be less than sufficient to repay the whole of the Paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital Paid-up or which ought to have been paid up to the commencement of winding-up on the shares held by them respectively. And if in winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.

Modification of rights :

All or any of the rights, privileges attached to each class of shares, may be varied, modified, commuted, affected, abrogated or dealt with in the manner and subject to the provisions laid down in Sections 106 and 107 of the Companies Act, 1956.

Lien :

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

Capitalisation of Reserve :

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

Revaluation of Assets :

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

Classes of Shares :

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

Name, Addresses, and description of Subscribers.	Numbers of Equity Shares taken by each Subscriber
1. Anil Kayan, S/o. Sri Keshaw Prasad Kayan, 2, Madho Kisto Seth Lane, Calcutta-700 007. (Business)	10 Equity Shares
2. Kailash Jhunjhunwala, S/o. Late Shyam Sundar Jhunjhunwala 7, Adi Banstala Gully, Calcutta-700 007. (Service)	10 Equity Shares
3. Keshaw Prasad Kayan, S/o. Late Ram Narain Kayan, 2, Madho Kisto Seth Lane, Calcutta-700 007. (Business)	10 Equity Shares
4. Dwarka Prasad Sanghai, S/o. Late R. K. Sanghai, 8, Durga Charan Mukherjee Street, Calcutta-5 (Business)	10 Equity Shares
5. Ashok Kumar Gupta, S/o. Sri Gouri Sankar Gupta, 16, Kalu Para Lane, Salkia, Howrah-6. (Service)	10 Equity Shares
6. Ram Awatar Kayan, S/o. Late Jwala Pd Kayan, 2, Madho Kishto Seth Lane, Calcutta-700 007. (Business)	10 Equity Shares
7. Ganesh Tewari, S/o. Sri B. Tewari, 50, Vivekananda Road, Calcutta-700 006. (Business)	10 Equity Shares
TOTAL :	70 Equity Shares

Material contracts and Inspection of documents :

No contract (not being contracts entered in the ordinary course of business carried on by the Company) which may be deemed material have been or are proposed to be entered into by the Company.

Inspection of documents :

Documents referred to below may be inspected at the Registered Office of the Company situated at 9, Ezra Street Calcutta-700 001. between 10.30 A. M. and 12 noon and 2.30 P.M. on any working day (except Saturdays and Holidays) for a period of fourteen days from the date of publication of prospectus or until the closing of the subscription list whichever is earlier.

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

Previous Commission, Brokerage and Discount of Shares :

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

Consents :

Consents in writing of the Bankers to the Company's the Bankers' to the issue to the Company, Auditors' and Brokers' to act in their respective capacities have been obtained and filed with the Registrar of Companies, West Bengal as required by the Companies Act, 1956 and have not been withdrawn. Messrs Ruia & Associates, Auditors' of the Company have given their written consent to the issue of this prospectus with the inclusion herein of the report in the form and context in which it appears and such consent has not been withdrawn.

Preliminary Expenses and Payment to Promoters :

Preliminary Expenses will be reimbursed to Promoters. The expenses of the issue are payable by the Company inclusive of brokerage, legal charges, professional fees and Auditors' fees etc. estimated at Rs. 60,000/- and are to be met out of the proceeds of this issue.

Previous Capital :

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

Debentures :

No Debentures has been issued so far by the Company.

Issue for consideration other than cash :

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

Issue at Premium and Discount :

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

Application and Allotment of Shares :

An applicant should submit only one application (and not more than one) for the total number of shares required. Applications may be made in single or joint names (not more than three). To or more applications in single and/or joint names will be deemed to be multiple applications if the sole and/or first applicant is one and the same. The Board of Directors reserve the right to reject in its absolute discretion all or any multiple applications.

Application forms from non-resident Indian persons of Indian Origin resident abroad, properly completed together with remittance from abroad towards the amount payable on application through approved Banking channel or out of funds held in the non-resident (external) account alongwith documentary evidence in this behalf named in the prospectus at any of the branches at the places mentioned against their names in the application form.

The Company as required by the Reserve Bank of India, shall apply to the Reserve Bank of India for its permission in the manner prescribed by the Reserve Bank of India to accept such application from non-resident Indian person of Indian origin resident abroad. Allotment of shares to non-resident Indian persons of Indian origin resident abroad need not apply direct to Reserve Bank of India for permission to purchase shares of the Company.

The application forms properly completed together with the amount payable on application at the rate of Rs. 2.50 per share must be lodged on or before the close of banking hours on the closing date of subscription list with (being the Bankers to the issue) at their respective branches and offices, appearing on the application forms. No receipt will be issued for the application money. However, the Bankers to the issue will acknowledge receipt of the application by stamping and returning to the applicant the perforated acknowledgement slip at the bottom of such application form.

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

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

A separate cheque or draft must accompany each application form. Save as herein after provided Share Certificate/Letter of Allotment/Letter of Regret as the case may be shall be issued within 60 days from the date of closure of the subscription list or

within such further time as the Calcutta Stock Exchange may agree to extend. The Directors of the Company reserve the right to accept or reject any application in whole or in part without assigning any reason. If the applications exceed the number of shares offered, the basis of acceptance will be decided in consultation with the Calcutta Stock Exchange.

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

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

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

Issue of Share Certificates :

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

We, the Directors of Vaishnavi Industries Limited, confirm the correctness of the information relating to the Company contained in these documents.

Calcutta.

Dated, the 20th Jan 1983.

DIRECTORS

Kailash Jhunjhunwala
Dwarka Prasad Sanghai
Keshaw Pd. Kayan

For VAISHNAVI INDUSTRIES LIMITED

Kailash Jhunjhunwala
Director.

For VAISHNAVI INDUSTRIES LIMITED

Dwarka Prasad Sanghai
Director.

For VAISHNAVI INDUSTRIES LIMITED

Keshaw Prasad Kayan
Director.