

# **VIRDHI COMMERCIAL COMPANY LIMITED**

Registered Office :

**16, INDIA EXCHANGE PLACE,  
Calcutta-700 001**

## **PROSPECTUS**

**PUBLIC ISSUE OF 1,50,000 EQUITY SHARES OF  
Rs. 10/- EACH AT PAR**



This issue of Equity Shares is within the Exemption Limit of Rupees 50 Lakhs under the Capital Issue (Exemption) Order, 1969.

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, Calcutta.

Application will be made to the Stock Exchange at Calcutta for premission to deal in and for an official quotation of Equity Shares of the Company.

The subscription list will open at the commencement of banking hours on **Tuesday the 20th July, 1982** and will close at the close of banking hours on **Tuesday the 27th July, 1982** or earlier at the discretion of the Board of Directors of the Company but not before the close of banking hours on **Saturday the 24th July, 1982**.

Attention of the 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 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”

ISSUE OPENS ON 20th JULY 1982
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# VIRDHI COMMERCIAL COMPANY LIMITED

[ INCORPORATED UNDER THE COMPANIES ACT, 1956 ]

Registered Office : 16, INDIA EXCHANGE PLACE, CALCUTTA-700 0001

## SHARE CAPITAL :

### Authorised :

2,50,000 Equity Shares of Rs. 10/- each	...	Rs.	<u>25,00,000</u>
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### Issued, Subscribed & fully paid-up.

70 Equity Shares of Rs. 10/- each have been subscribed for cash <i>at par</i>	...	Rs.	700
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### Present Issue for cash at par :

2,39,930 Equity Shares of Rs. 10/- each for cash <i>at par</i>	...	Rs.	<u>23,99,300</u>
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Out of which 89,930 Equity Shares of Rs. 10/-each have been kept reserved for allotment for Directors, their friends, promoters and associates	...	Rs.	8,99,300
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Now offered to the public for subscription for cash <i>at par</i> in terms of this Prospectus : 1,50,000 Equity Shares of Rs. 10/-each			<u>15,00,000</u>
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### Application and Terms of Payment :

Application for Equity Shares must be made for a minimum of 50 shares or multiples thereof. Amount payable shall be as under :

- |                    |     |                    |
|--------------------|-----|--------------------|
| (a) On Application | ... | Rs. 2.50 per share |
| (b) On Allotment   | ... | Rs. 7.50 per share |

Failure to pay the amount due on allotment will render the allottee liable to payment of interest thereon @ 12% p.a. and will also render the shares in question including the amount already paid on them liable to forfeiture.

### Terms of the Issue :

The Equity Shares issued hereby 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 except that the holders of the Equity Shares now offered will be entitled to dividend, if any, which may be declared or paid on the Equity Shares in proportion to the amount paid-up on the Equity Shares and *pro rata* for the period during which such capital is paid up thereon.

### Consent of 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 Extra Ordinary General Meeting held on 11th June, 1982.

### Board of Directors.

Name, Description, Address & Occupation ;

1. Pradeep Kumar Lath  
S/o. Om Prakash Lath  
9, Old China Bazar Street,  
Calcutta-700 001.  
Business

2. Girwar Lal Bajaj  
S/o. Manna Lal Bajaj  
26, Burtolla Street,  
Calcutta-700 007.  
Business

### Other Directorship :

1. Deepmala Mfg. Industries Ltd.
2. Shyam Kunj Trades & Agencies Ltd.
3. Shree Behariji Holdings (P) Ltd.
4. Girdhar Gopal Commercial Co. (P). Ltd.
5. Dhanesh Holdings (P) Ltd.

NIL



3. Madan Day  
S/o. Late Satish Chandra Day  
7, Lyons Range,  
Calcutta-700 001.  
Business

1. Suvijay Industrial Company Ltd,

**Registered Office :**

16, India Exchange Place,  
Calcutta-700 001.

**Auditors :**

Dangi Jain & Co.  
2, India Exchange Place,  
Room No. 1, 1st Floor,  
Calcutta-700 001.

**Bankers to the Issue :**

Bank of Baroda  
India Exchange Branch  
4, India Exchange Place,  
Calcutta-700 001.

**Bankers to the Company :**

Bank of Baroda  
India Exchange Branch  
4, India Exchange Place,  
Calcutta-700001

**Brokers to the Issue :**

**AHMEDABAD :**

Champak Lal Bhailal Chokashi  
Manek Chowk,  
Ahmedabad-380 001.

**BOMBAY :**

Jamna Das Virji & Sons,  
Stock Exchange Plaza,  
R. N. 112, 8th Floor,  
Dalal Street,  
Bombay-400023.

**Underwriters :**

The issue has not been underwritten.

**Consents :**

Consent in writing of the above named 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. Dangi Jain & 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 and Business of the Company**

The Company was incorporated on 29th April 1982 under the provisions of Companies Act, 1956 as a Public Limited Company for the objects set out in the Memorandum of Association of the Company. The Company obtained the Certificate for Commencement of Business on 22nd day of May, 1982 from the Registrar of Companies, West Bengal, Calcutta.

**BANGALORE :**

L. K. S. Murthy & Co.  
17, Kempegowda Road,  
(Third Floor)  
Bangalore-560 009.

**CALCUTTA :**

Amitava Dutt  
16, India Exchange Place,  
Calcutta-700 001.

**COCHIN :**

Mathew & Co.,  
38/1048 (2), Mallassery Canal Road,  
Ernakulam,  
Cochin 982 011.

**HYDERABAD :**

Laxminarayan Rathi.  
4-5-173, Hashmat Gunj,  
Sultan Bazar,  
Hyderabad-500 001.

**INDORE :**

Pushkarlal Ghudewala,  
44, Bada Sarafa,  
Indore-452 002.

**MADRAS :**

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

**NEW DELHI :**

Bharat Bhusan & Co.  
H. 45, Connghaut Place,  
New Delhi-110 001.



**Promoters :**

The Company has been promoted by a group of businessmen having good experience of all types of trade and business, whose names appear under the heads of signatories to the Memorandum of Association in this prospectus.

**Management :**

The management of the Company is vested in the Board of Directors which comprises of persons with professional, managerial and administrative experience.

**Business Prospectus and Profitability :**

With continuous industrial development and expensive money market from the start of the sixth plan and revival of economic activities, the Directors hope that subject to unforeseen circumstances within a short period the company will be able to earn reasonable profit.

**Capital outlay :**

Working Capital  
Preliminary & Public Issue Expenses

A m o u n t	
Rs.	P.
23,40,000.00	
60,000.00	
<u>24,00,000.00</u>	

**Sources of Finance :**

Shares already issued and subscribed by Promoters, Directors their friends relatives and Associates.

9,00,000.00

Proceeds of the Present Issue

15,00,000.00

24,00,000.00

**Tax Benefits :**

The Directors are advised that according to current tax laws in force, the following tax benefits will be available :

- Members of the Company referred to in Section 80L of the Income Tax Act, 1961 will be entitled to deduction under the section from their total income to the extent of Rs. 4,000 per year in respect of specified items which would include dividends received by them from the Company.
- Members who are domestic companies will be entitled to deduction under Section 80M of the Income Tax Act, 1961, at 60 % of the dividends received by them from the Company.
- Members of the Company who are individuals and Hindu Undivided Families will be entitled to exemption from Wealth Tax under Section 5(1) (xxiii) of the Wealth Tax Act, 1957, on the value of equity shares to the extent of Rs. 1,65,000 as per Section 5(1A) in respect of specified assets including the value of shares in the Company.

**DANGI JAIN & CO.****Chartered Accountants.**

The Directors,  
Virdhi Commercial Company Limited  
16, India Exchange Place,  
Calcutta 700 001.

**AUDITORS' REPORT**

2, India Exchange Place,  
Room No. 1, 1st floor,  
Calcutta 700001.  
16th June, 1982.

Dear Sirs,

We have examined the books of accounts of M/s Virdhi Commercial Company Limited for the period from 29th April 1982 (Date of incorporation) to 15th June, 1982.

In accordance with the requirements of clause 24 of Part II of the Companies Act 1956, We report as under :

**A. Profit & Loss Account**

For the period from 29th April 1982 (Date of incorporation) to 15th June 1982.

**Income :**

NIL

**Expenditure :**

Miscellaneous administrative expenditures :

120.00
<u>120.00</u>



**B. Assets & Liabilities :**

The Assets & Liabilities of the Company as at 15th June 1982 which we have examined are as set out below :-

**Assets :**

Current Assets, Loans & Advances

**A. Current Assets :****Cash & Bank Balances :**

Cash in hand : 80.00

Balance with nationalised Bank  
On Current Account : 500.00

Miscellaneous Expenditure :  
(to the extent not written off or adjusted) —

Preliminary Expenses : 8061.10

Less : Current Liabilities : 8641.10

Due to Promoters 8061.10

Total Rs. 580.00

**Net Assets**

Represented by  
70 Equity Share of Rs. 10.00 each fully paid up. 700.00

Less : Debit Balance of Profit and Loss Account : 120.00

Total Rs. 580.00

**C. We further report that :**

1. No dividend has been declared by the Company since its incorporation.

2. Adjustments may be necessary to make the accounts for the period from 29th April, 1982 to 15th June, 1982 to comply with the requirements of the law relating to accounts to be laid before the Company in General meeting but at the date of signing this report, we are not aware of any material adjustment which would effect the results of the Company.

Yours faithfully

For DANGI JAIN & CO.

Chartered Accountants.

( S. K. DANGI )

Partner

**Other Statutory and General Information : Main Objects of the Company :**

The Objects for which the Company is established are set out fully in the Memorandum of Association and the main objects of the Company *inter alia* are :

1. To carry on the business of an investment company and for that purpose to purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, sell, mortgage, pledge or otherwise dispose of, to turn to account or realise upon shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any Government, State, dominion, sovereign, ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world and also evidence of indebtedness, certificate of interest, certificate of trusts of beneficial interest in trusts, mortgages or other instruments and rights.
2. To carry on in all their respective branches the business of general finance, investment, trust and legal trust.
3. To acquire, purchase, lease, exchange, hire or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber lands and property of any tenure or any interest in the same and to survey, sub-divide, plot, improve and develop lands for the purpose of sale or otherwise and



to do and perform all things needful for the development and improvement of the same for residence, trade or business and to erect and construct houses, buildings or works of any land of the company or upon any other lands or property and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens and pleasure grounds and other convenience and generally to deal with and improve the property of the Company.

Name Addresses, Occupations and Descriptions of subscribers.	Number of Equity Shares taken by each subscriber	Names, Addresses, Occupations and Descriptions of subscribers	Number of Equity Shares taken by each subscriber
1. Madan day S/o. Late Satish Chandra Day 7, Lyons Range, Calcutta-700 001 Business.	10	5. Pradeep Kumar Lath S/o. Sri Om Prakash Lath 9, Old China Bazar Street, Calcutt-700 001 Business	10
2. Parmeshwar Lal Sultania S/o. Late Ladu Ram Sultania 39, Burtolla Street, Calcutta-700 007 Service	10	6. Subrata Basu S/o. Late Subodh Chandra Basu 50, B. B. Sengupta Road, Calcutt-700 034. Service	10
3. Shyam Sunder Mundra S/o. Sri Ram Niwas Mundra 26, Burtolla Street, Calcutta-700 007 Service	10	7. Kashi Prasad Bajaj S/o. Sri Banwari Lal Bajaj C/o. Bajaj Enterprises 9, Old China Bazar Street, Calcutta-700 001 Business	10
4. Girwar Lal Bajaj S/o. Sri Manna Lal Bajaj 103, Sova Bazar Street, Calcutta-700 005. Business	10		

#### Minimum Subscription :

The minimum subscription which in the opinion of the board must be raised by the present issue in order to provide the sums required in terms of the Act is Rs. 15,00,000/- being the issue price *at par* 1,50,000 Equity shares, the board will proceed to allot the said shares on receipt of Rs. 3,75,000 being the application money payable on 1,50,000 Equity Shares.

#### Objects of the Issue :

The purpose of the present issue is to provide finance required for the working capital of the Company.

#### Preliminary Expenses

The estimated preliminary expenses are about Rs. 20,000/- which are being incurred by promoters and the same are to be re-imbursed to them.

#### Expenses of the Issue :

The expenses of the issue including brokerage, fees, printing, distribution and publication expenses, legal charges, bank charges, auditors fees, are estimated to be Rs. 40,000/- and are to be met out from the funds of the Company.

Brokerage will be paid at the rate of 1½% of the nominal value of shares on the basis of allotment made against applications bearing the stamp of a member of any recognised Stock Exchange in India. Brokerage at the same rate will be payable to the Brokers and Bankers to the issue in respect of allotment made against applications procured by them provided the relative forms of applications bear their respective stamps in the brokers' column.

#### Underwriting Commission :

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



**Issue otherwise than for 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 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 the Prospectus, the Company has not entered into any contract or arrangements whereby any option of preferential right of any kind has been given to any person to subscribe for any shares in the Company.

**Interest of Directors :**

All the directors are or may be deemed to be interested to the extent of the remuneration payable to them in accordance with the Articles.

The Directors are or may be deemed to be also interested to the extent of the shares, if any, presently held by them or that may be subscribed for and allotted to them or their relatives out of the present issue.

**Payment or benefit to promoters and officers :**

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

**Directors :**

Article 85 of the Company's Articles of Association provided that until otherwise determined by the Company in General Meeting the number of Directors of the Company shall not be less than three and not more than eleven.

**Alternate Directors :**

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

**Powers of Directors :**

Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of the company or by these Articles or otherwise, to be exercised or done by 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 provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting, but no regulations 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.

**Directors' Share Qualification :**

Until otherwise determined by the Company in general meeting, the Directors shall not be required to hold any share in the capital of the Company as his qualification.

**Remuneration of Directors :**

- (a) Each Director shall be entitled to receive out of the funds of the Company for each Meeting of the Board of Committee thereof attended by him a fee not exceeding Rs. 250/- or as may from time to time be determined by the Board. All other remuneration, if any, payable by the Company to each Director whether in respect of his services as a Managing Director or Deputy Managing Director or a Director in whole or part-time employment of the Company, shall be determined in accordance with and subject to the provisions of these Articles and of the Act. The Directors



shall be entitled to be paid their reasonable travelling, hotel and other expenses incurred in consequence of their attending at Board and Committee meetings, or otherwise incurred in the execution of their duties as Directors.

- (b) If any Director, being willing, is appointed as an Executive Officer either whole-time or part-time or be called upon to perform extra services or to make any special exertions in going or residing away from Calcutta for any of the purposes of the Company or in giving special attention to the business of the Company or member of the committee on the Board then, subject to Section 198, 309, 310 & 314 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise in any of the ways as provided in Sec. 309 of the Act, and such remuneration may be either in addition to or substitution for any other remuneration to which he may be entitled.

Provided that any Directors including managing Directors (if any) holding an office of profit under the Company within the meaning of Section 314 of the Act, shall not be entitled to sitting fee as aforesaid for their attendance at meeting of the Board of Directors or committee thereof.

#### **Managing Directors :**

Subjects to the provisions of Sections 316 and 317 of the Act, the Board may, from time to time appoint one or more Directors or whole time Director/Directors to be Managing Directors of the Company, either for a fixed term or without any limitation as to the period for which he or they are to hold such office, 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 others in his or their place or places.

#### **Borrowing Powers :**

The Board may from time to time, at its discretion, subject to the provisions of Section 292, 293 and 370 of the Act, raise or borrow, either from the Directors or from elsewhere, and secure the payment of any sum or sums of money for the purposes of the Company.

The Board may raise or secure the 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, notes, convertible, redeemable or otherwise perpetual or redeemable, debentures or debenture-stocks, or any mortgage or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being.

The Company has by a resolution passed at the Extra Ordinary General Meeting held on 11th June, 1982 authorised the Board pursuant to section 293(i) (d) of the Act to borrow from time to time moneys up to a sum not exceeding to Rs. 2 crores outstanding at any one time (apart from temporary loan from its Bankers in the usual course of the business, exceeding the aggregate of the paid up capital of the Company and its free reserves.

Any debenture, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, conversion, drawings, allotment of shares, appointment of Directors and otherwise, debentures, debenture-stock bonds and other securities may be made assignable free from any equities between the Company, and the person to whom the same may be issued. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except in conformity with the provision of Section 81(3) of the Act.

#### **Capitalisation of Reserves :**

The Company has not capitalised any reserve since incorporation.

#### **Revaluation of Assets :**

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

#### **Restriction on Transfer of Shares :**

Subject to the provisions of Section 111 of the Act, the Board, without assigning any reason for such refusal, may within one month from date on which the instrument of transfer was delivered to or the intimation of transmission was lodged with the Company, refuse to register any transfer of or the transmission by operation of law of the right to a share upon which the Company has a lien and in case of a share not fully paid up, the Board may refuse to register the transfer to a transferee to whom the Board does not approve. The Board may also likewise refuse to register a transfer when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Board from transferring the shares out of the name of the transferor or when a transferor objects to the transfer provided he serves on the Company within a reasonable time a prohibitory order of a Court of competent jurisdiction.



### Return of Capital :

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 of the capital paid up or which ought to have been paid-up at the commencement of the 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 members in proportion to the capital at the commencement of the winding-up, paid-up or which ought to have been paid-up on the shares held by them respectively. But this Articles is to be without prejudice to rights of the holders of shares issued upon special terms and conditions.

If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution divide, among the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the Company in trustees upon such trust for the benefit of the contributories, or any of them, as the Liquidators, with the like sanction, shall think fit.

### Dividend :

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

### Lien :

The Company shall have a first and paramount lien upon all the shares (other than fully paid shares) registered in the name of each member (whether solely or jointly with others), and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such shares whether the period for the payment thereof shall have actually arrived or not, and no equitable interest in any shares shall be created. 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 operate as a waiver of the Company's lien, if any, on such shares.

### Material Contracts :

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

### Inspection of Documents :

Documents referred to below may be inspected at the Registered Office of the Company situated at Calcutta-700001, between 11-00 A. M. to 1-00 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 No. 34846 of 1982 dated, 29th April, 1982 of the company and Certificate for Commencement of Business dated 22nd day of May, 1982.
3. Consent letters of the Bankers to the Company, Bankers to the Issue, Brokers to the Issue, Auditors named in the Prospectus.
4. Report of the Auditors of the Company mentioned in the Prospectus and Statement signed by them.

### 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 or procuring or agreeing to procure subscription for any shares of the Company.

### Classes of shares and their respective rights

The authorised share capital of the Company is Rs. 25,00,000/- divided into 2,50,000 Equity Shares of Rs. 10/- each. There is no other class of share in the Company. The Company may increase or reduce



the capital of the Company and divide the shares for the time being into several classes with such preferential, qualified and special rights, privileges, and conditions respectively and to vary, modify and abrogate any of them as may be determined in accordance with the Articles of Association.

### **Voting Rights**

(1) Subject to any special conditions or restrictions as to voting upon which any shares may be issued or may, for the time being, be held, on a show of hands every member person shall have one vote and on a poll every member present in person or by proxy shall have one vote for every share held by him in respect of which he is entitled to vote.

(2) On a poll the voting rights of a holder of equity shares shall be as specified in section 87 of the Act.

(3) No company or body corporate shall vote by proxy so long as a resolution of its Board of Directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is present at the general meeting at which the vote by proxy is tendered.

### **Previous capital issue**

90,000 Equity Shares of Rs. 10/- each fully paid up were taken by the subscribers to the Memorandum of Association of the Company, Directors, their friends, relatives and associates.

### **Application for shares and allotment**

Applications for shares must be for a minimum of 50 shares or multiples thereof. Applications must be made on the Application Form accompanying this Prospectus in accordance with the instructions contained herein and in the Application Form. Applications made otherwise will be liable to be rejected. An applicant should submit only one application (and not more than one) for the total number of shares required. Application may be made in single or joint names (and 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 reserves the right to reject in its absolute discretion all or any multiple applications.

In the case of joint application, the signatures and particulars of each applicant must be properly completed in the appropriate spaces in the Application Form. Refund, if any, will be made out in the first name and all communications will be addressed to the applicant whose name appears first at his address stated in the Application form.

Applications for shares must be in the name of individuals, limited companies, statutory corporations or institutions and not in the names of minors, partnership firms or trust (unless the trust is registered under any Societies Registration Act and is authorised under its constitutions to hold shares in a company) and must be completed in full in block letters in ENGLISH. Applications which are not completed in every respect are liable to be rejected.

Application from Indian National, resident in India properly completed together with the amount payable on application at the rate of Rs. 2.50 per Equity Share must be lodged before the closing date of subscription list with the bankers to the issue named in this prospectus or in the offices mentioned against their names in the Application Forms.

Non-resident Indians and persons of Indian origin resident abroad may also apply for investment in this issue.

Application Forms from non-resident Indian/persons of Indian origin resident abroad properly completed together with remittance from abroad towards the amount payable on the application through approved banking channels or out of the funds held in the non-residents (External) Accounts along with the documentary evidence in this behalf must be delivered before the closing of the subscription list with the Bankers to the Issue named in this prospectus or in the offices mentioned in the column 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 forms from non-resident Indians/persons of Indian origin resident abroad. The allotment of shares to non-resident Indian persons of Indian origin resident abroad, shall be subject to the Company obtaining such approval from the Reserve Bank of India. Non-resident Indian persons of Indian origin resident abroad need not apply direct, to the Reserve Bank of India. Where the application is for 2,000 shares or above, the applicant or in the case of joint applicants, each of the applicants who has been allotted permanent account number under the Income Tax Act, 1961 should mention such number in the column provided for the same in the application form.



Payments should be made by cash or cheque or draft should be drawn on a scheduled Bank (including a State Co-operative Bank included in the second schedule to the Reserve Bank of India Act, 1934) or on any Bank (which is a member or sub-member of clearing houses located at centres where there are recognised Stock Exchange), situated at the same town where the application is tendered. A separate cheque or draft must accompany each application. Outstation cheques or drafts will not be accepted. Money orders are liable to be rejected.

Applications received after the close of the subscription list are liable to be rejected. Cheques or Drafts should be made payable to the Bankers to the issue and Marked "A/C. VIRDHI COMMERCIAL COMPANY LIMITED EQUITY ISSUE" and it should be crossed "Account Payee Only."

No receipt will be issued for application money, however, the bankers to the issue will acknowledge receipt of the application by stamping and returning to the applicant the acknowledgement slip at the bottom of each application.

Share certificate/letter of allotment or letter of regret will be despatched within two months from the date of closing of the subscription list or in unforeseen circumstances, within such extended period as may be approved by the Stock Exchange, Calcutta. The Directors reserve the full and uncontrolled right to accept or reject any application in whole or in part. In case of the present issue being over subscribed the basis of the allotment will be decided in consultation with the Calcutta Stock Exchange. The Share Certificates will be ready for delivery in exchange for letter of allotment, if any issued, within three month from the date of allotment.

### Prospectus and Application Forms

Where an application is rejected in full, the whole of the application money received, will be refunded to the applicant. Where an application is rejected in part, the balance of the application money received, (after adjustment of the allotment money due on the shares allotted) will be refunded to the applicant in terms of section 73 of the Companies Act, 1956. In both cases, refund will be made within two months of the closing of the subscription list or in unforeseen circumstances, within such extended period as may be approved by the Calcutta Stock Exchange. No interest will be paid in respect of application money so received. Refund will be made by cheques or pay orders drawn on the Company's Bankers in Calcutta & bank charges if any, for encashment of such cheques or pay orders will, however, be payable by the applicant. Such cheques or pay orders will, however, be payable *at par* at all the centres where the applications for shares are accepted. All cheques pay-orders, allotment letters, share certificates, etc., shall be despatched to the registered address and at the risk of the applicants.

Copies of the Prospectus and Application Forms may be obtained from the registered office of the company, the Brokers to the Issue and the Bankers to the Issue mentioned herein or from any of the main offices of the Banker to the Issue mentioned in the application form.

We, the Directors of Virdhi Commercial Company Limited here by confirm the correctness of the information relating to the company contained in those documents.

PRDEEP KUMAR LATH.

GIRWAR LAL BAJAJ.

MADAN DAY.

} Directors

29th Day of June, 1982