

PART - I

KIRTI SEEDS BIOTECH LIMITED

(Incorporated on 4th January 1982 as Kirti Farms (P) Ltd. under the Companies Act, 1956 and subsequently converted to a public limited company and name was changed vide a special resolution passed at the Extra Ordinary Meeting held on 28-01-1995, changed its name to Kirti Seeds Biotech Ltd. (KSBL) and obtained certificate from the Registrar of Companies on 10th February 1995.

Regd. Office : 1st Floor, Hall No.1, Lal Ganga Apartments, M.G.Road, Raipur, Madhya Pradesh, TELEPHONE: (0771) 28740

PUBLIC ISSUE OF 25,30,000 EQUITY SHARES OF RS. 10/- EACH FOR CASH AT A PREMIUM OF RS.11/- PER SHARE AGGREGATING RS. 531.30 LACS.

I. GENERAL INFORMATION

DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE VETTING OF PROSPECTUS BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED/CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR CORRECTNESS OF ANY STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. SEBI HAS VETTED THE OFFER DOCUMENT FILED WITH IT FOR A LIMITED PURPOSE OF OVERSEEING, WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI GUIDELINES FOR DISCLOSURE AND INVESTOR PROTECTION FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT, WHILE THE ISSUER COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER PRUDENTIAL CAPITAL MARKETS LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED 9TH MARCH '95

IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS 1992 WHICH READS AS FOLLOWS :

1. "We have examined various documents including those relating to litigations like commercial disputes, patent disputes, etc. and other material documents in connection with the finalisation of the Draft Prospectus pertaining to the said issue;
2. On the basis of such examination and the discussion with the Company, its Directors and Officers, other agencies, independent verification of statements concerning objects of the issue, projected profitability, price justification and contents of the documents mentioned in the Annexure and other papers furnished by the company;

WE CONFIRM THAT

- a) the draft Prospectus forwarded to SEBI is in conformity with the documents, materials and papers relevant to the issue ;
 - b) all the legal requirements connected with the said issue as also the guidelines, instructions etc. issued by SEBI, the Government and any other competent authority in this behalf have been duly complied with and
 - c) the disclosures made in the draft prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the investment in the proposed issue.
3. We confirm that besides ourselves, all the intermediaries named in the prospectus are registered with SEBI and that till date such registration is valid.

This acknowledgement does not, however, absolve the company from any liabilities under Section 63 of the Companies Act, 1956 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI, further reserves the right to take up, at any point of time, with the lead manager Prudential Capital Markets Ltd. any irregularities or lapses in the offer document.

AUTHORITY OF THE PRESENT ISSUE

Persuant to Section 81 (1A) of the Act, by a Special Resolution passed at the extra ordinary general meeting of the Company held on 13.02.95, sanction was accorded by Shareholders of the Company to the Board to make the present issue of Equity Shares.

FILING :

A copy of this prospectus, having attached thereto the documents required to be filed under Section 60 of the Companies Act, 1956 (hereinafter referred as "The Act") has been delivered for registration to the Registrar of the Companies, Madhya Pradesh at Gwalior.

LISTING :

Applications will be made to the Stock Exchanges at Calcutta, Indore, Ahmedabad & Jaipur for permission to deal in and for an official quotation of the Equity Shares of the Company including the shares now being offered in terms of this Prospectus.

APPLICATION IN FICTITIOUS NAMES :

Attention of applicants is specifically drawn to the provisions of Sub-section (1) of Section 68-A of the Act, which is produced below.