



**Report**  
of the  
**Bombay Stock Exchange**  
**Enquiry Committee**

BOMBAY  
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## A Report to the Governor of Bombay in Council

We, the undersigned members of the Committee\* appointed to enquire into the constitution, government, customs, practices, rules, regulations and methods of business of the Native Share and Stock Brokers' Association of Bombay, together with certain other matters to which our attention has been directed, and to formulate such definite proposals for the future constitution, control, direction, and regulation of the Association as may seem proper, have the honour to report as follows :

We had no authority to enforce the attendance of witnesses or the production of documents. We had, therefore, to rely on that evidence which was voluntarily placed before us, and it is possible that evidence both relevant and material to our enquiry has been withheld. But we acknowledge with pleasure the assistance afforded us by the President and members of the Native Share and Stock Brokers' Association, who allowed us access to the records of the Association ; by the various commercial associations of Bombay and more particularly the Indian Merchants' Chamber ; by the Stock Exchanges of Calcutta and Madras who sent representatives and by those gentlemen who accepted the invitations to give evidence which were extended to them. We are also indebted to two of the Judges of the High Court of Judicature at Bombay for a written representation of their views.

We find that the Native Share and Stock Brokers' Association of Bombay is a voluntary association of those who deal in stocks and shares and securities of a like nature. The present members number more than 400. The object of this Association appears to be the protection of the interests of the members and the provision of a market place wherein the members of the Association and through them, the public, may buy and sell stocks, shares and like securities. Rules and regulations have been drawn up from time to time for the guidance of the members of the Association and a building has been acquired as a market place in Dalal Street.

We find that for many years subsequent to its establishment in 1887 the Association conducted the business of what is in effect a great public market in securities not only to the advantage of its members but to the advantage of the public. The advantage accruing to the public from the existence of a well ordered market in securities needs no comment. But in recent years the management of the affairs of the Association and the methods of transacting business in the premises under the Association's control have given rise to much adverse criticism and complaint.

We think in some small part this criticism to be misconceived and this complaint unjustified. It is the criticism and complaint of those who, without justification and without knowledge, have speculated heavily and have lost. Such criticism and complaint have been heard before in other countries and have of late years become more insistent in consequence of that reckless speculation which seems to follow in the train of war. Thus some who blame the Association should more justly blame themselves. But for the rest we think this criticism and complaint

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\* The Committee was constituted by Government Resolution No. 2628, in the Finance Department, dated 14th September 1923. The terms of reference were "to enquire into the constitution, government, customs, practices, rules, regulations and methods of business of the Native Share and Stock Brokers' Association of Bombay and to investigate any such complaints of the public and to make any such enquiries with reference to any of the aforesaid matters or any other matter appertaining to the aforesaid Association as the Committee may deem proper and thereafter with a view to protect the investing public against the interested or irregular control of business, to formulate such definite proposals for the future constitution, control, direction and regulation of the aforesaid Association as the Committee may deem proper."

The members of the Committee were :—

Sir Wilfrid Atlay, *Chairman*,  
Sir Fauslbhoy Currimbhoy,  
Sir Puroshotamdas Thakurdao,  
Mr. R. Lindsay,  
Captain E. V. Sassoon,  
Mr. Bhulabhai J. Desai,  
Mr. Pherosahab M. Dalal, with  
Mr. G. Davis, I.C.S. as *Secretary*.  
Mr. Bhulabhai J. Desai submits a minority report

to be well founded. A government and regulations which sufficed for the needs of a quiet and restricted market have sufficed no longer for the needs of a market in which business has greatly increased and which has been subject to the quickening influence of accumulating wealth and the disturbing influence of war. Yet there is in the frequent fixing of prices by the Committee of Management a more serious cause of criticism and complaint, and the method devised by that Committee to combat corners, an undoubted evil in any market, has encouraged rather than checked their growth. We also think it is a matter of regret that the Association did not recognise in the system and practice of sub-brokers, as established in Bombay, a grave danger to the public.

The unscrupulous have found in a disordered market unusual opportunities of gain. It is to us clear that order and confidence must be restored in a market where order and confidence are essential. We do not think that this object can be achieved by the proposal most often made to us in the course of our enquiry that there should be constituted a controlling authority on which the various commercial associations in Bombay should be represented. We have in the body of our report made such recommendations as we think proper with respect to the present constitution, government, rules and regulations of the Association. We find, however, that the fundamental cause of all embarrassment in the affairs of the Association is the interference by the Association with the course of free trading in the market.

We believe that the members of the Association will recognise that though this course of action may be of immediate profit to a few, it must in the end result in the destruction of the market, and that they will in consequence divest themselves of a power which is liable to so great abuse. But we have no hesitation in affirming that if, after the guidance afforded to the Association by this report, this is not done, then, reluctant as we are to recommend the intervention of outside authority in the affairs of business men, we consider it will be the duty of Government in the interests of the community at large, by means of the prohibition of all forward trading in stocks and shares, to prevent the conversion of legitimate business into a gamble in differences.

The stock and share market is to-day a vital factor in the economic life of progressive nations. Order and confidence are essential elements in its continued prosperity and growth.

## THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION OF BOMBAY

### History of the Association

By an indenture dated the 3rd of December 1887 the Native Share and Stock Brokers' Association of Bombay was formally constituted. It is recited in this indenture that its formal constitution followed a resolution of certain Bombay brokers on the 9th day of July 1875 "to form an association for protecting the character, status and interest of Native share and stock brokers and for providing a hall or building for the use of the members of the Association", which resolution they had hitherto carried into effect by associating informally and by becoming possessed of certain monies. It is further recited in this indenture that on the 5th day of February 1887 at a meeting held in the Brokers' Hall, it was resolved that the three parties to that indenture should respectively execute the Deed of Association, constitute the first Managing Committee and be appointed the first trustees. The Native Share and Stock Brokers' Association of Bombay was thus formally established, and the Articles of Association set out in this indenture to-day form the basis of their government. We are informed that between the years 1840 and 1850 there were in Bombay no more than 6 brokers in stocks and shares recognised by the banks and merchants. This number sufficed for the limited business then existing in the shares of banks and presses, and till the year 1855 the meeting place of brokers was on the Cotton Green where Elphinstone Circle is now situated. By the year 1860 their number had increased to 60, of whom the leader was one Shet Premchand Roychand, who gave to the stock and share brokers of Bombay a standing and importance not hitherto achieved. For a time the brokers met between the old Fort walls and the old Mercantile Bank where stand to-day the shops of Messrs. Treacher and Messrs. Dunnett. Their number would perhaps have increased but slowly had not the American Civil War of 1861 and the demand for cotton thereby arising brought into Bombay vast wealth. For this wealth an outlet was found in the promotion of many worthless and fantastic adventures. The brokers under their acknowledged leader Shet Premchand Roychand became possessed of great influence, authority and wealth. They were looked on as sure guides to fortune and they numbered not less than 200, not more than 250. They obstructed without let or hindrance the streets, the shops, the banks. But the end of the American Civil War brought disillusionment and many failures and the brokers decreased in number and in popularity. Finally they found in Dalal Street a place where they could conveniently assemble and at the place where they assembled now stands the office of the Advocate of India. They again increased in number. In 1877 they numbered 318, and we are informed that an average of 300 has been ever since maintained. And in Dalal Street nearly a quarter of a century after they had first there assembled they acquired for their use their present building. A list of registered members of the Association, dated the 20th of May 1921, published by the Association is, we understand, the latest published list, and this list shows their number as 478; but 50 of these are shown as having either defaulted or having died. We are, in fact, informed that the members of the Association who now actively pursue their calling of stock and share brokers in Bombay number not less than 225, not more than 250. The majority now, as in 1877, are Gujarati Hindus and Parsis, and the minutes of their proceedings are still kept in Gujarati.

For long the Association was fortunate in those who filled the office of President. For 20 years Shet Chunilal Motilal was the President of the Association. For more than 20 years Sir Shapurji Broacha, as President, exercised an authority which was not disputed though with increasing age his power and authority declined. On his death in 1920 he was succeeded by Mr. Kikabhai Premchand, the son of Shet Premchand Roychand, the leading broker, and the great financier of more than 60 years before. But in 1922 he resigned rather than be associated with a policy of which he disapproved and we would here remark that this Committee is greatly indebted to Mr. Kikabhai Premchand for a frank statement of views which look beyond immediate interests. For some months the office of President was vacant. Finally Mr. K. R. P. Shroff became the President of the Association, an office which he still holds; and we would here remark that he has throughout the course of this enquiry worked hard and loyally for what he believes to be the best interests of the Association.

For the Native Share and Stock Brokers' Association of Bombay the years which immediately preceded and followed the termination of the War have been troubled and unquiet and some have seen in the speculation that was rife in the City of Bombay a parallel with the years of the American Civil War. Rising prices attracted the ignorant to speculation. A corner in the market, once an event of rare occurrence, became rare no longer. The manipulation of the market was in practised hands, and many saw in a few months the dissipation of the savings of many years. As the result of a resolution in the Legislative Council on the 6th October 1922 this Committee was appointed.

### The Association's funds

It is recited in the Deed of Trust that at the time of its constitution the Association was in possession of Rs. 38,000 made up of the sale proceeds of 25 shares in the Victoria Manufacturing Company, Limited, which were given to the Association by Sir Dinshaw Manockjee Petit in consideration of the services rendered by certain members of the Association in the promotion of that Company; of Rs. 7,000 collected by members of the Association and of a further sum

given by Sir Dinshaw Manockjee Petit on condition that all the monies aforesaid should be vested in trustees and applied for the purpose of acquiring for the use of the Association a suitable building. This sum of Rs. 38,000 was accordingly vested in trustees by a deed, dated the 3rd of December 1887. The rule of the Association forbidding the distribution of surplus income by way of dividend among the members, who are also owners of all the assets of the Association, is sound in principle. The admission fees of new members and judicious investment has added to the funds which now amount to Rs. 23,00,000. This, however, includes the value of land and buildings.

#### **The Association's Buildings**

The present building was acquired for Rs. 1,00,000, and was opened by Mr. J. M. Maclean, M.P., in January, 1899. This building no longer sufficing for the business of a growing market, in April 1920 an adjoining building was purchased for Rs. 10,30,000. But this purchase was made during the boom years and this price illustrates well the change in values, for in 1913 this building had been sold for Rs. 73,000. Money was in part obtained for this purchase by the admission of new members at a fee of Rs. 40,000, but with the decline in business admission fees decreased, and the Association have been unable to proceed with the new building for which plans have been prepared. It is generally admitted that in the present building space is limited and that owing to the number of entrances it is difficult to exclude the public. The construction of a new building is a matter which primarily concerns the members of the Association, but we would suggest that in the new building the public might be accommodated in a gallery and that the location of offices for brokers in the building might well be made a source of very substantial income to the Association and at the same time serve the interests of both brokers and their clients. It should be so arranged that the public can see from the gallery allotted to their use the prices prevailing in the market.

We understand that opposite the Association's present building there is a vacant site in the possession of the Municipality. We recommend to the Association the desirability of acquiring this site and we would suggest to the Municipality that when disposing of this site the first refusal be given to the Association.

#### **Aims and objects of the Association**

The aims and objects of the Association are set out in Article XV of the Articles of Association and the primary aims and objects of the Association are set out in the first clause. These are to support and protect the character, status and interest of brokers dealing in stocks and shares and other like securities in Bombay; to promote honourable practice; to suppress malpractices; to settle disputes among brokers; to decide all questions of usage and courtesy in conducting brokerage business. The remaining aims and objects set out in this Article are subsidiary to these. They relate to the erection and maintenance of a Brokers' Hall to be called for ever "The Sir Dinshaw Petit Native Brokers' Exchange Hall"; to the borrowing of money; to the acquisition and disposal of property for the use and purpose of the Association. There is in this Article of Association no express reference to the protection of the interests of the public which we are assured by the Association is one of their chief cares. However, there admittedly exists at present no defined procedure by which a complaint from a member of the public against a member of the Association may be enquired into. We would recommend therefore that there may be incorporated in the aims and objects of the Association a definite recognition of this duty which we believe the Association recognises is imposed upon it by the fact that it controls the only large market for securities in Bombay, and which duty we understand the Association is ready to perform.

#### **Admission to membership**

By Article II of the Articles of Association none but natives of India may be members of the Association, though the rule has now been altered to admit to membership a British subject who has himself or whose family has resided in the Bombay Presidency for ten years. It is for the Association to determine what period of residence is considered necessary to qualify for admission to membership of the Association and we desire to recommend nothing which will interfere with its essentially Indian character. But we think that the Native Share and Stock Brokers' Association should now be called the City of Bombay Stock Exchange.

Admission to membership of the Association is by payment either to the Association itself, to the Defaulters' Committee, who dispose of the assets of the defaulter including his right of membership, or to the heirs of a deceased member, and the card or right of membership passes by inheritance from father to son. We understand that the sentiment which looked on the value of the card as a family asset or insurance still prevails and that a member in his lifetime cannot sell his card, though a proposed rule provides that if a member be of 10 years' standing he can apply for the transfer of his card to his nominee.

Admission to membership is preceded by an enquiry by the Committee of Management into the character and status of the applicant. By draft rules of the Association a candidate for admission is required to be recommended by two members of the Association of five years' standing: his application has to be posted 15 days prior to his election and it is necessary that three-fourths of the Committee of Management with a quorum of 8 should approve the election

of the candidate. It has been suggested to us that a member before admission should furnish substantial security, and it is argued that the fluctuating value of the card or right to membership as a security is inadequate. The amount of the security to be furnished by a member of the Association is, however, primarily the concern of his fellow members with whom he deals as principal. In view of the vast increase of business and the violent fluctuations in prices which marked the boom years, it cannot be said that defaults were ever such as to show that the enquiry into the status and character which is said to precede the admission to membership was conducted by the Committee of Management in a perfunctory or careless manner. We, therefore, suggest no alteration in the draft rules of the Association relating to the admission of members. We emphasise, only, the necessity that those rules relating to insolvency or compounding with creditors both prior to and after admission should be enforced with strictness. We would also suggest to the Association that they might consider whether special facilities should not be given to the admission to membership of authorised clerks whose previous experience on the Exchange might be in itself an added qualification.

The restrictions imposed upon the transfer of a card undoubtedly help to maintain the market value which now stands at Rs. 15,000, though it is suggested that membership is thus unduly restricted and that were membership less restricted it would be to the advantage of the public. The business available for the present members, however, does not seem sufficient to provide a living for more than half the members, and we understand that certain members of the Association combine the business of broker and dealer in stocks and shares with other occupations, and this to some is a cause of grievance. It is undoubtedly desirable that a member of the Association should be first and last a broker or dealer in stocks and shares. But we imagine that increasing business will make increasing demands upon the time of those who follow this and other occupations. And we would point out that had this principle of a single occupation been carried into practice, the late Sir Shapurji Broacha would have had to abandon his interests either in or outside the Exchange. And this principle is not compatible with the demand made by some that representatives of other trades should be asked to assist in the management of the affairs of the Association. We see the force of the contention that work which is a man's sole care and which receives his whole attention is likely to be better done, and we sympathise with those who, remaining faithful to the one occupation when times are bad, resent the competition of those who come upon the Exchange only when times are good. But we presume that those who follow only the one occupation will inspire in clients greater confidence and trust and in increasing business will find their due reward. We think, however, that duality of occupation should receive no encouragement from those who have influence and authority in the affairs of the Association and that an enhanced subscription might eliminate those members who regard the Exchange as an adjunct to, rather than their chief occupation.

#### **Admission Fees**

The admission fee, which is the price of the card or right of membership, was originally Rs. 51. It was afterwards raised to Rs. 1,000; and cards were sold by the Association in 1909 for Rs. 2,500 and in 1917 for Rs. 7,000; and in 1920 as much as Rs. 40,000 was paid to the Association for the right of admission to the Brokers' Hall. Moreover, a list appended to this report shows that the market price of cards within the last 15 years varied from Rs. 1,800 to Rs. 48,000. The subscription remains to-day, as in the beginning Rs. 5, and it appears that at times even this small subscription is in arrears. We think that the Association might consider the advisability of enhancing the subscription which is unduly small, and we think that in any case regular payment should be enforced, and should be made a test of the desire of a member to remain in the Association.

#### **Suspension and expulsion of members**

Provision is made in the draft rules and regulations proposed by the Association for the expulsion or suspension of members and, however repugnant may be the exercise of these powers, a high average of conduct in great Exchanges where these rules are rigidly enforced is their justification. We think this power should be exercised by the Committee of Management and we do not think it should be competent to the general body to reconsider or rescind this decision. It has been brought to our notice that misconduct characterised as grave has, on occasions, been punished with undue leniency, and though we understand the kindly feeling which underlies such action, fraud appears to us to call for condign punishment.

#### **Constitution of the Association**

The Association is constituted of its members in general meeting assembled; of a Committee of Management and subsidiary committees; and of a President and other office bearers.

#### **The members of the Association in general meeting assembled**

The powers of the General Body are set out in Article XXVI of the Articles of Association and include the power to vary all the original Articles of Association save that one which

provides that only members of the native community of the Bombay Presidency shall be trustees and members of the Committee of Management ; the power of passing rules and regulations or the regulating and better governing of the Association, its members and its affairs ; for the admission of members ; for the election of the Committee of Management ; for the control of the funds and property of the Association and for defining the duties of its officers, and for generally carrying out the purposes and objects of the Association.

### **General Meetings**

We recommend in future that a special general meeting be convened in December for the election of the Committee of Management and for the election of the office bearers for the succeeding year. We also recommend that the annual general meeting for the adoption of the report of the preceding year should be held not later than the month of May, and that the conditions of advertisement laid down in Article XXIV of the Articles of Association relating to the convening of general meetings should be observed.

It appears to be the desire of the Association that the General Body shall elect the President and other office bearers, and should have the right of election to casual vacancies in these offices. We understand that this is in accordance with local custom.

It also appears to be the desire of the General Body to have the right to require the Committee of Management to convene a general meeting on the requisition of 75 members, and in default for any 5 of the requisitionists to exercise this power. We trust that occasion for the exercise of this power will not frequently arise.

### **The Committee of Management**

The members of the Association in general meeting assembled elect the Committee of Management.

The powers of the Committee of Management are set out in Article XXI of the Articles of Association and, subject to the control of the General Body, there is vested in this Committee the general management and control of the Association's affairs ; the management and control of its income and property ; the power of appointing its officers and servants, and of framing such by-laws and rules as may from time to time be necessary for the guidance of members, and the power generally to do all such acts as may appear necessary for carrying into operation and effect the objects and purposes of the Association.

By Articles XVI, XVIII and XIX of the Articles of Association, the Committee of Management was to consist of not less than 12 members, of whom 3 were to retire in each successive year at the annual general meeting, and the vacancies thus created were to be filled by election by members of the Association ; and by Article XX casual vacancies in the Committee of Management were to be filled by the Committee by nomination from members of the Association.

By a resolution of the General Body of March, 1920, the membership of the Managing Committee was increased from 12 to 16, and it was resolved that the Committee was to hold office to the end of December, 1921. This resolution followed a period of some confusion in the affairs of the Association, as a result of which a provisional Committee of Management of 24 was constituted, which held office from the 12th of December, 1919, for a period of 3 months. The Committee of Management elected in March, 1920, was succeeded by a new committee elected in November, 1921, for 2 years, but this committee retired before the expiry of its term of office and a new committee was elected on the 5th of April, 1923, to hold office till December 31st of the following year. The uncertainty of the term of office herein appearing seems to us of necessity to react unfavourably on the management of the Association, and we recommend that in future the Committee of Management be elected annually ; that all the members of the Committee retire annually and be eligible for re-election. We see nothing unreasonable in the present rules that casual vacancies in the Committee of Management should be filled by election by the members of the Association or that a member of the Committee of Management should be a member of the Association of at least 5 years' standing.

### **The powers of the Committee of Management and of the General Body**

We think that the powers of the General Body and of the Committee of Management should be clearly defined and clearly understood, when occasion for the resignation of the Committee of Management owing to conflict in policy would be unlikely to arise. We think it should be made clear that it is for the General Body to lay down the policy of the Association in all important matters and for the Committee of Management to carry this policy into effect. But the Committee of Management once elected must be respected and trusted by the General Body, and its decision, when in accord with the general policy of the Association, should remain unchallenged and undisturbed. The frequent resignation of the members of the Committee which is recorded in the minutes of the Association for the last four years, and the conflict in policy and management thereby indicated, must seriously nullify against the best interests of the



Association. And we cannot but deplore that the General Body should at any time have made a meeting of the Committee of Management an occasion for disturbance. We think that it might be desirable that the Committee of Management should retain that name which is given in the Articles of Association and which appears now to have been replaced by the designation of the Board of Directors. This designation may suggest an unfortunate analogy to a joint stock company, and its constant repetition may tend to obscure the real purpose and functions of the committee.

#### Sub-Committees

As at present constituted, there are, besides the Committee of Management, an *Ins-f* or Arbitration Committee and a Defaulters' Committee. There is also a Corner Committee constituted to discover some solution of a problem which appears to the Association to be insoluble. In the draft rules of the Association four committees are contemplated. We suggest that the Association leave to the arbitration of two members of the Association chosen from a panel of arbitrators nominated by the Committee of Management disputes between members, and we think that such other committees as are necessary should be constituted of sub-committees of the Committee of Management. We think that all needs will be met by the constitution of one sub-committee to deal with the affairs of defaulters and of one sub-committee to deal with the admission of new companies to quotation. We consider the Committee of Management should itself enquire into any complaint from a member of the public, who should be required to sign the usual declaration that he will respect the decision of the Committee. As the Corner Committee was appointed on the 6th of March, 1922, and has not yet reported, there seems no purpose in its continuance.

#### The President and officers of the Association

By Article XVI of the Articles of Association the Committee of Management was to elect from its own body the President, Secretary, Treasurer and Accountant, who were likewise the office bearers of the Association. We would suggest, however, that the President should hold office for one year only; that he should be elected at the annual general meeting, and in accordance with the general desire, he should be elected by the General Body. We think that there should also be elected annually a Vice-President who can take the place of the President in time of need. It appears to us unfortunate that for a period of some months the office of President of the Association should have remained unfilled. It further appears to us most expedient that the Association should employ a paid Secretary of standing and ability sufficient to command a salary of Rs. 1,000 a month. For we think it quite impossible that a private member of the Association, however diligent, can spare from the time necessary for him to earn his living sufficient time for the adequate fulfilment of the duties which must devolve upon him as Secretary and as chief executive officer of the Association. We think that if this suggestion be adopted, certain defects now apparent in the management of the Association will disappear. We understand that the Association now engages the services of a professional accountant for the purpose of the audit of accounts which were formerly audited by two members of the Association. We think the present practice should be continued.

#### Trustees

By a Deed of Trust executed in accordance with the Articles of Association, 4 members of the Association were appointed trustees of the property of the Association, and members of the Association are appointed trustees by the General Body as occasion from time to time requires.

#### Partnership

It appears, according to present practice, a member of the Association can enter into partnership with a non-member. We see no objection to this practice providing the non-member is not admitted to the Exchange but those partnerships which appear sometimes to exist between brokers and sub-brokers who do business upon the floor of the Exchange appear to us in defiance of existing rules. We think that the card of membership should not be deemed to include the sons, grandsons and even nephews of any member. All partnerships should be registered in the office of the Association and should be deemed subsisting till written notice of their dissolution has been given.

#### Rules and Regulations

We found the rules and regulations of the Association most difficult to ascertain. The present rules are to be found in a booklet, a reprint in 1923 of rules in force in 1901; in another booklet bearing the date of March 1st, 1921, and which purports to present "in a consolidated form the rules and regulations generally applicable to members and passed by the Board from time to time between January 1st, 1915, and February 28th, 1921"; while other rules are to be found printed on loose sheets of paper or lie unprinted in the minutes of the Association. We also by a chance reference in the printed rules ascertained that there is in the possession of

the Association a copy of draft rules which it was proposed to pass some years ago and some of which have since been adopted as customs of the Association. We think that it must be most difficult in practice to enforce rules the existence of which it is so difficult to ascertain. We also think it must be difficult for a new member to fulfil the condition precedent to his admission that he should have read the rules and regulations of the Association.

There are contained in two printed books supplied to us the draft rules and regulations of the Association which have not yet been passed. It appears from the records of the Association that a committee to draft new rules and regulations was appointed in February, 1919. Yet in the preface to the second book dated 15th September, 1922, the Honorary Treasurer and Secretary explains that he circulates a draft of rules as "he has been requested by the Board to complete the work left undone by the Committee". "They meet, they discuss ever lastingly, they come to no decision." We recognise the fact that in the past few years the Association has been labouring under unusual difficulties due we believe in a great measure to that mistaken policy of fixing prices with which we shall hereafter deal; but so long as the policy and the rules which give it effect remain, so long we do not see how that general consensus of opinion which appears necessary to pass the rules can come into existence. But it is necessary in the public interest that the rules and regulations of a great market in securities should be clearly laid down, should be easily ascertainable and should be strictly enforced.

There are in the draft rules and regulations of the Association many excellent rules and regulations but they are of no value if they are not passed and they are of no value when, if passed, they are not enforced. And we are constrained to remark that it appears to us in the past that there has been on the one hand laxity in enforcing the present rules and on the other hand a neglect of their observance on the part of certain members of the Association, which is to be deplored.

#### Breach of Rules

In the present rules of the Association it is provided that no person shall be allowed to enter and carry on business in the Hall without a card. Yet it is on record that twenty-eight persons were found carrying on business in the Hall and that they were given time to liquidate their business. It is explained that they had entered into transactions with members of the Association and that their immediate expulsion would have entailed loss upon those members, while those in authority were influenced by feelings of consideration for those who had thus to earn their daily bread. We consider that such feelings were misplaced and that the intruders should have been summarily expelled and the members of the Association who had done business with them should have been severely punished.

Moreover it appears that the Exchange has been closed in defiance of the rules. The records of two general meetings of the Association held in March and July 1919 suggest that it was the brokers' clerks who had arrogated to themselves the right to close the Exchange at pleasure. We cannot contemplate such a condition of affairs without regret.

By a resolution of the Board of September 18th, 1920, to take effect from October 1st, 1920, and again by rules to come into force on 1st January, 1921, authorised clerks were to wear badges, but it appears that this rule has been persistently disobeyed. The lack of discipline hereby indicated appears to us regrettable.

We also think it undesirable that business should be transacted at meetings when there is no quorum.

#### Method of passing rules and regulations

We understand that there are at present two methods by which rules are passed. Rules may be passed by the Committee of Management and they are then posted, and may be objected to within fifteen days and a meeting of the General Body convened, or rules may be passed by the General Body on their own motion. Rules and regulations are passed in London by the Committee, and we think that the present condition of the rules of the Association and the fact that the new rules, though printed and published, are not yet passed, illustrates the difficulty and the delay experienced when rules and regulations are to be passed by the General Body. We do not however desire to recommend a procedure which is against the general feeling of the members as a whole, but we suggest that a convention should be established whereby it is recognised that the rules relating to policy should be passed by the General Body and that rules to carry this policy into effect should be passed by the Committee; and we think that rules passed by the Committee in conformity with the policy laid down by the General Body should remain unchallenged and undisturbed. We think that this was the intention and purpose of Articles XXI and XXVI of the Articles of Association. The continued existence of harmonious relations between the General Body and the Committee of Management, so essential to the Association, might then be deemed reasonably assured.

### **Rules recommended to the Association for adoption**

We append to this report rules and regulations which we recommend to the Association for adoption and which are largely based on their own draft rules. We would emphasise the convenience and necessity of an index to any published rules.

### **Rules to be available to the public**

We consider it desirable in the public interest that the rules should be available to the public in an English translation on the payment of one rupee.

### **Admission of the public to the Exchange**

We also think that it is in the interest of the public and in the interest of the Association that the resolutions passed from time to time to exclude the public from all but that part of the Exchange allotted to their use should be enforced with strictness, and in view of the limited accommodation in the present building we think that the public should be definitely excluded from the Exchange. We are aware that there is in Bombay as in other cities where Exchanges exist a feeling that the public should be admitted, but we imagine that no Exchange has shown greater consideration to the public in this matter than has the Bombay Stock Exchange. We think that in Bombay the public in this matter has been shown undue consideration. We are informed that in boom times the public crowd the building; that minors do business upon the floor of the Exchange; that clients of brokers themselves do business and that access is not denied to hawkers, beggars and pickpockets. It appears that the Exchange has many entrances. We think they should be closed to all but members and to their clerks wearing a badge by which they can be distinguished till such time as in a new building a gallery can be provided for the accommodation of the public. It is for the members of the public to seek out and employ honest brokers over whom it will be unnecessary in the building of the Exchange itself to exercise any kind of supervision. We think it is the failure of the Association to enforce the rules which were intended to preserve the Exchange for the business of its members which has facilitated the activities of sub-brokers with which we shall hereafter deal.

We think the state of things disclosed by our enquiry shows that it is in the public interest that the public should be definitely excluded from the present building.

### **Complaints of the Public**

We think that it is incumbent upon the Association at once to devise some procedure whereby they can take cognizance of a complaint made by a member of the public against a member of the Association and, if necessary, exercise over the members of the Association a disciplinary authority which, we are informed, at present would be questioned. It is one of the most important duties of the governing body of an Exchange to demand on behalf of the public from its members that same high standard of conduct which should be demanded by one broker from another. We think in this respect the present rules of the Association are defective.

### **Holidays**

A public complaint which has come prominently to our notice is the great number of days in the year on which the Exchange is closed. We give in an appendix to this report a list of the official holidays in 1923 as published by the Association. This list shows that the Exchange is closed 16 days for religious holidays; it is closed on bank holidays; and from 6 to 12 days in honour of the dead. It is closed each month four days for settlement and for the same reason for four days in each month it opens only from 12 to 2. We understand that the official working hours are from 12 to 3 on week days, except Saturday, when the Exchange is open from 12 to 2. In the hot weather for 6 weeks in May and June the Exchange opens from 12 to 2. It would appear therefore that for 155 days, including Sundays, the Exchange is closed completely; for 144 days, including Saturdays, the Exchange opens for but two hours; and that for 66 days only throughout the year is the Exchange open the whole of a short working day. Comment is unnecessary.

### **Religious Holidays**

We realise the difficulties imposed upon the Association by the fact that the members of the Association are also members of different religions and require for religious observances different days. We desire to make no recommendation which will conflict with religious sentiment and we think that the preservation of that spirit of religious tolerance which is so proud a characteristic of this country is more than adequate compensation for any material loss or inconvenience thereby occasioned. Hindus, Muhammadans, Parsis, Jews and Jains all desire that on the days on which religious observance prevents their personal attendance on the Exchange no business should be transacted so that no man should suffer loss by reason of his faithful adherence to the observances of his religion. So soon as the Exchange exceeds, in favour of the members of any one religion, even by one day, the list of gazetted holidays, so

soon will members of other religions demand from their fellow members a like consideration. We think it must be left to the Association to reconcile the conflicting demands of the public and of religion.

#### **Closing of the Exchange for settlement**

The work of settlement in Bombay lasts eight days and, though prolonged, is finally completed. We give in an appendix to this report a published notice of the Association relating to their settlement which shows the various stages. India is a country of great distances and we realise the limitations imposed upon the Association in their settlement by local conditions. The facilities afforded in India by telephone, telegraph and the post are limited. We understand also, that the broker's staff is at times so small that the work of settlement and of current business, should the Exchange remain open during the work of settlement, could not be satisfactorily performed. And it is also suggested that the business available is not such as to necessitate the opening of the Exchange throughout the settlement.

There is in principle no reason why the Exchange should be closed either for cash or forward business during settlement and we do not think that the practice of keeping the Exchange closed after the fixing of making-up prices till the last day of the settlement to avoid fluctuations in prices, and which is peculiar to this Exchange, affords adequate compensation for the loss of business facilities thereby occasioned. And we think that the Association should bear in mind that it is most desirable that an Exchange should be open both for cash and forward business during settlement and should, whenever possible, shape their policy towards this end. And we would recommend to the consideration of the Association that system of settlement outlined by Mr. Jammadas Morarji, a gentleman who has for 27 years been closely associated with the Exchange, and which reduces to one full day and five half days the time during which the Exchange is closed for settlement. We give in an appendix the necessary extracts from the evidence of this gentleman who designed and carried to completion the present system of clearing. But we recognise the force in the contention of the Association that in the carrying out of any such change the co-operation of the banks and of the public is essential and that without such co-operation no change in the present system of settlement is possible. We also recognise that local practice results from local conditions and is generally appropriate to them. But the inconvenience accruing to the public would be considerably mitigated if the Association publish at the beginning of the year the days on which it will close for settlement and adhere strictly to those days throughout the year.

#### **Closing of the Exchange without authority**

We gather also that a more serious cause of complaint is the closing of the Exchange, when such closing is not warranted either by religious observance or by the work of settlement; and we are bound to infer from the minutes of the Association that the closing of the Exchange by brokers' clerks had at one time become a matter of just grievance not only to the public but to certain members of the Exchange. We think that this practice calls for the strongest condemnation and that any such action on the part of any clerk should be punished with expulsion. Those who have no business to occupy them on the Exchange are free at all times to depart but the Exchange should remain open.

#### **Closing on the death of a Member**

Another cause of public complaint is the closing of the Exchange on the death of a member of the Association. This custom, worthy in itself, could not have formed a just ground of complaint when the members of the Association were few in number and the market was small. But with the growth in number of the members of the Association the closing of the Exchange on this account does appear to us to form a just ground of public complaint. And though we respect the sentiment which prompts such action it does not appear compatible with changed conditions, and we suggest that when a member of the Association dies the closing of the Exchange for 30 minutes should be an adequate tribute of respect.

#### **Hours of work**

It appears to us that the hours of work on the Exchange could be increased both to the advantage of the members of the Association and of the public. We think that the market should be open for 4 hours a day throughout the year: from 12 to 4 or from 11-30 to 4-30 with an hour's interval for lunch. Longer hours would mitigate that rush of work which now, we understand, leaves certain members and their clerks prostrate with excitement and fatigue, for the work would be spread over a longer period of time. It would also enable brokers to visit their clients and return to execute their orders on an Exchange, which would still be open.

#### **The Bombay Broker**

There is in Bombay no such distinction as exists in London between the broker and the dealer and a proposal of some importance made to us in the course of our enquiry is that

the members of the Association should be divided into the two classes of jobbers and brokers. Though it is generally admitted that this change is desirable, it is generally admitted that at present it would not be feasible in practice and we agree. This system exists in the London Stock Exchange alone, and though it offers such great facilities in business that orders are for this reason at times sent to London from the provinces or the Continent for execution, it is a system which is possible only where the market is very large. There is at present not sufficient business in Bombay, though we strongly recommend this change should the Bombay market ever grow sufficiently to make this division feasible.

We recognise, however, the force in the argument that a broker's client should know if the broker through whom he buys or sells, acts as a broker only, and for this purpose we think that each member of the Association should, at the beginning of every year, be called upon to declare whether he intends throughout the year to act solely as a broker or a dealer or in a dual capacity. And we think that a list of members so distinguished should be posted outside the Exchange and in the arcades of the Imperial Bank, and should be available to the public on a trifling payment. It will then be open to a member of the public, if he desires, to resort only to those members who do not deal.

#### **Clerks, authorised and unauthorised**

There is in the London Stock Exchange and in all Exchanges of repute a clearly marked distinction between authorised and unauthorised clerks. An authorised clerk is authorised to act for his employer and when acting within the scope of his authority binds his employer as fully as if his employer had himself in person made the bargain. The unauthorised clerk has no such authority and is not admitted into the building for the purpose of transacting business. Authorised clerks should be admitted to the register of authorised clerks only on the written application of their employers and on the written permission of the Committee of Management, and their number should be limited by rules. We understand that members of the Association may employ three authorised clerks, while firms may employ five. We understand that the card which admits to membership of the Association is sometimes considered to entitle relatives of the members to admission to the Exchange. We think that the card should admit only the holder, and, subject to the approval of the Committee of Management, one member of his family, and even he should be registered as an authorised clerk though not included in the number of authorised clerks permitted to any member. We understand that this proposal conforms with what should be the present practice. A list of the names of authorised clerks and of their employers should be posted in the Exchange. In view of the circumstances disclosed by our enquiry we think that it is desirable that clerks, whether authorised or unauthorised, should be distinguished by a badge which should bear on it the number assigned to their employer in the clearing. The badges of authorised and unauthorised clerks should be clearly distinguished. We think, also, that it would be desirable if an annual fee were charged for all authorised clerks for the privilege which is enjoyed of doing business on the Exchange, and that in return facilities should be extended to authorised clerks to become members of the Association.

#### **The Broker and his Client**

There is in the present building accommodation for the offices of but few brokers; and we understand that in certain cases brokers have no office accommodation but that which is afforded to them by the table in the Exchange at which they work. We suggest that in all lists of members which may be published in future the place of business, as well as the name of the broker, should be given, and that the list should be posted prominently outside the Exchange and in the arcades of the Imperial Bank.

Members of the Association deal in the market among themselves as principals but they are the agents of their clients and must be deemed bound by those rules of law which are applicable to such relationship. If, therefore, a broker does business for a client not as agent but as principal, he should disclose that fact and he should make no *gala* or secret profit. He must deal for his client at the best price he can obtain and he must act always in the best interests of his client. We have been credibly informed that this is not always done.

Emphasis has been laid in the evidence before us upon the necessity of a uniform form of contract note. We are informed that at times it happens that the broker gives to his client a mere pencil memorandum of the contract. We think that the necessity of the use of a uniform contract note is made out beyond all doubt and we think that the use of such a note should be enforced by the Association upon all its members. In this contract note it should be made clear whether a broker acts as agent or sells to his client stock in his possession when he should charge no commission. It should also be made clear whether the contract is or is not a nett contract and if the latter, the brokerage charged should be shown on the contract note. We think, also, that the rates of brokerage should be clearly laid down by the Association and should be made available to the members of the public at a trifling cost. We have been supplied with a list

of brokerage printed in 1920. This gives the price of brokerage per share ; but shares fluctuate in value. By a resolution of the Committee of Management of October, 1920, the rates of brokerage were left to mutual arrangement between a broker and his client. It appears to some desirable to fix a maximum brokerage ; to others a minimum. But the minimum brokerage in practice tends to become the maximum if this minimum is known, and we think that the members of the Association are entitled to some protection against undercutting in their rates. In Rule 250 of the draft rules of the Association, an *ad valorem* rate is given. We think that the rates so fixed are on rather a generous scale. But if the rate is so high as to discourage custom, it will be in the interest of the Association to reduce these charges. We consider it, however, essential that whatever be the charge of brokerage it should be declared.

We also think that it should be a rule of the Association that brokers should keep accounts in ink and that they should, in case of a dispute, between parties, when required by the Committee of Management, produce their account books for the purpose of enquiry or inspection. It is difficult to trace a transaction if the record is kept in pencil on loose papers which are liable to be destroyed or lost.

#### Margins

It has been suggested to us that in return for the safeguards demanded by the client from his broker, the broker should be protected against defaults by clients by some means whereby the client should pay margins. It is emphasised that in Bombay the position of a broker entails a very special liability, for he is practically in the position of a guarantee broker, that is to say, he guarantees his client against default in the fulfilment of his contract. But this guarantee naturally varies with the capacity of the broker to make good any such default. It is of value if the broker is rich ; it is of no value if the broker is poor. Though in the London Stock Exchange no such emphasis is laid upon this liability, nevertheless it is the custom for brokers to make good to their clients any loss that may accrue to them as a result of a default in the fulfilment of the contract. The liabilities of the broker in Bombay do not therefore appear to differ in essence from the liabilities imposed by custom upon the brokers in the London Stock Exchange. We do not think that the system of margins prevailing in Japan is appropriate to Indian conditions ; and it is of course open to any broker to decline to do business for a client without such margin as he thinks necessary.

#### Stamp Duty

In addition to the brokerage which is payable by the client there is payable by the broker the stamp duty on the contract. By Article 43 (b) of Schedule I of the Indian Stamp Act, II of 1899, as amended by the Bombay Amendment Act II of 1922, the stamp duty payable on a contract note, subject to a maximum of Rs. 20, is 2 annas for every Rs. 1,000 or part thereof on the value of the stock or security. We do not think that this duty is so much evaded as ignored. We recommend that it should be stated in the contract note that stamp duty is payable and a space definitely marked for adhesive stamps. We think that the stamping of contract notes would be greatly facilitated if arrangement for the sale of stamps is made within the Association's building.

#### Blank Transfers

A more serious question, however, arises in the evasion of transfer duty. By Article 62 (a) of Schedule I of the Indian Stamp Act, II of 1899, the stamp duty payable on the transfer of shares for value is half that payable on a conveyance, as provided by Article 23 of the Act as amended by Bombay Act, II of 1922 and may be taken as 12 annas per cent. A blank transfer in London is bad delivery, but in Bombay a transfer which is not blank is bad. The Bombay Chamber of Commerce are in favour of the abolition of the blank transfer or the limitation of its life. Many witnesses, including one of the experience and standing of Sir Dinshaw Wacha, are in favour of its total abolition. We are informed that these transfers sometimes pass from hand to hand for months or even years and that shares, with blank transfers, are hawked for sale round the bazaar ; while we had put in in evidence a transfer in which the only details available were the signature of the transferor and the name and residence of the witness. It is also suggested that if the total abolition of the blank transfer is too drastic, its life might be limited to two months. It is, however, generally agreed that if the blank transfer is abolished the duty payable on transfers must be reduced, for it is contended that otherwise there would be no forward dealing and we think there is no doubt that forward dealing would be much restricted. The interest payable on loans, commission to the broker and the duty payable on transfer would, it is argued, render necessary so large a rise in the price of the security purchased before a profit could be secured as to deter the speculative investor from entering into transactions involving considerable risk. It is obvious, therefore, that a more rigorous enforcement of the present transfer duty might curtail legitimate business. The question is after all a matter of policy for the Government of India to determine, though the present attitude of the Association is that they, as an Association, will not object. It is suggested that if the transfer duty were reduced from three-fourths to one-half per cent. and concessions were made in certain cases, such as where a purchaser takes into his own name shares he had previously pledged or carried on *budla*, the revenue of the Government

of India would be increased and at the same time an undesirable practice would be suppressed. A necessary incident of the effective abolition of the blank transfer is, we consider, the provision of facilities in or near the Exchange for the embossing of stamps on transfer deeds and the abolition of the adhesive stamp. This work is done in London with great facility and despatch.

#### The Sub-broker

With the increased speculation of boom years and the largely increased profits accruing to brokers, others came to participate in a business which was so profitable; and there came into existence what we must regard as one of the most objectionable features of the share market in Bombay. We refer to the sub-broker. The sub-broker may be defined as a tipster and a tout. But he is a tipster and a tout who may in his own name do business upon the floor of the Exchange or he may act more in the manner of a half-commission man, who in London introduces business to a broker on a basis of half-commission, business very often of an undesirable kind. But it is generally admitted that the sub-broker in Bombay is a nuisance and a danger to the public and must be suppressed.

It is, we think, quite impossible that this class of tout could have come into existence and have become so marked a feature of the market without the connivance of the brokers. They must thus share the responsibility for the misfortunes of those who were drawn by the sub-broker into speculation and lost their all. Sub-brokers were not subject to even that control which the Association is authorised to exercise over its members. Yet when twenty-eight were found dealing on the Exchange they were not summarily expelled, but were given time to settle their affairs. Bombay, like other cities, when speculation was at its height, was not free from the sinister activities and the practices and devices of the promoter of worthless companies, practices and devices which no words can sufficiently condemn, but we think that in few cities was there so apt an instrument as the sub-broker. It is well known that rising prices exercise a great attraction upon the mind of the ordinary man ignorant of the finesse of those who manipulate the market, which they first inflate and on which they ultimately unload. And the index figures appended to this report and the appendices attached to the written representation of the Association show clearly the violent fluctuations which in recent years have marked the shares of certain companies. We have no doubt that the sub-broker was largely instrumental in inducing the public to support these fictitious values; and brokers, whose agents these sub-brokers must have often been, and the Association which admitted them within the Exchange, must share with them responsibility. If brokers desire touts, they should register their names with the Association; they should give them a seat in their office; they should be subject in all their dealings to their control; and they should in no circumstances be permitted to give contracts in their own name or be admitted to the Exchange. The sub-broker, in the form to which the share market has become accustomed, should be suppressed.

#### Corners

But, in our opinion, the most sinister manifestation of speculation in Bombay is the frequent occurrence of corners in the market; and the policy and practice of the Association with regard to corners appears to us to constitute the head and front of their offending. A corner is no longer a rare occurrence. On the contrary it appears to have become a recognised phenomenon in the share market of Bombay. It is an evil which must be suppressed if the share market in Bombay is not to become utterly demoralised and finally destroyed.

A corner arises when more shares than are available for delivery on the day of settlement have been sold, and the buyer holds the seller up to ransom. A corner may be the result of a careful and fraudulent rigging of the market by means of matched sales and other well known devices. Or the bears may by reckless overselling create a corner against themselves. But the result is the same. Those who have sold short are caught. Their failure may involve others besides themselves. Their endeavour to pay the price the purchasers exact may lead to forced sales in other scrips, a sharp fall in prices, and finally a panic and a crisis in the market. It is with the full realisation of these dangers and the disastrous consequences that may ensue, that in any normal market the danger of selling short is recognised, and in the absence of fraud or a rare coincidence of fortuitous circumstances, a corner is a most rare occurrence. In all Exchanges of repute it is recognised that the basis of all business on the Exchange is the principle that the seller who sells must be prepared to give delivery and the purchaser must be prepared to pay. The recklessness or unwisdom of a bargain is not regarded as good cause for departure from this principle which distinguishes the legitimate business of a Stock Exchange from gambling in differences. Nor is it regarded as a ground for intervention by the Committee with those prices which result from bargains freely made. It is generally recognised, that the evils resulting from the failure of those who have sold recklessly that which they do not possess are of less public moment than those resulting from the failure to insist upon the principle that all bargains freely made must be fulfilled by actual delivery and purchase. It is, we think, the failure to appreciate or to give due weight to this great principle which has led to the frequent corners in the Bombay Stock Exchange and to the demoralisation and complaint which has therefrom resulted. In the words of one of so great an experience and authority as Sir Dinshaw Wacha, a corner in Bombay has come to be regarded as a very effective way by which "bulls and bears

alike settle improvident transactions of a highly reprehensible character." This it should never be, for this is nothing more nor less than gambling in differences.

We do not think it is necessary to apportion the blame between the bull and bear. The conduct of those who systematically overbuy or oversell is alike discreditable. The bulls say that the corner is forced upon them by the bears, who by frequent sales depress the market and the value of the shares. And as prices fall the banks, seeing the margin of security upon their loans decrease, call for further security to compensate for declining values. So the bull must buy all that is offered him to support the market and counteract the depression in prices which reduces the value of his holding. The bears say that they act in all innocence, and that the bull with guile and cunning rigs the market, until they find what they thought to be an active and free market is in reality controlled. But as one corner succeeds another, the numbers of short sales increase. It appears to us that the bulls buy and the bears sell as part of a gamble in differences, and the dice is loaded for that party which can prevail upon the Committee of Management to intervene and fix prices at such time as is to their advantage. The common form of procedure is, it is said, as follows: The bears oversell; they petition the Committee; a maximum price is fixed; and the bears sell again below this price. We are bound to say that this appears to be in accordance with the sequence of events. But on the other hand it is clear that the bulls by means of syndicates, systematically seek to exploit the recklessness of the bears with the knowledge that the Committee has power to intervene. Each party hopes to profit by this intervention.

Before 1918, it may be said that a corner was an abnormal feature of the Bombay market. There is on record a corner in the shares of the Sun Mill in 1896, when through the personal intervention of the then President of the Association, Mr. Chunilal Motilal, short sales in shares quoted at Rs. 150 and which had risen to Rs. 620, were settled at Rs. 500. But this rise does not suggest the position was at all serious. There was at this time no specific rule for dealing with such situations. In 1910 the shares of the Maneckji Petit Mills were cornered. The rate from one settlement to the next rose by Rs. 650, from Rs. 3,300 to Rs. 3,950, and the business was ultimately compromised on the shorts paying differences at the rate of Rs. 3,800. It was then under the presidency of Sir Shapurji Broacha that on the 19th January, 1910, the Committee of Management passed the first resolution relating specifically to corners, and it was as follows:—

"If the Board infers that there is going to be some fraud with regard to the purchases and sales of the shares of a particular company, then at such times the Directors will intervene and all members shall have to act according to any resolution passed by the Board of Directors and at no time a corner will be allowed to be effected."

It will be observed that in this rule there is no specific reference to the fixing of prices by the Board. We have no doubt at all that this rule was passed in an honest endeavour to combat an undoubted evil. We have likewise no doubt that it was never contemplated that it should thereafter be so altered and so applied as to encourage rather than to combat the evil and to afford protection to those who convert legitimate business into mere gambling in differences. The failure of Indian banks in 1913 led to failures on the Exchange and details will be found in the written representation of the Association as to the means by which a difficult situation was admirably handled. But this incident is not particularly relevant, and the abnormal situation was due in the first instance to failures outside the Exchange. The resolution of 19th January, 1910, remained unaltered. Thereafter no corner, in the generally accepted term, appears to have taken place till the corner in the shares of the Standard Mill in 1918, which it appears was due, not so much to a desire to catch the shorts, as to obtain control over the mill by the purchase of all the shares. An amicable settlement was not a matter of great difficulty. But on the 27th June, 1918, the rule of 1910 was added to as follows:—

"Under any circumstances if in any instance a corner be discovered then the sales will be allowed to be carried forward to the next settlement and the maximum amount of backwardation allowed in such a case will be 3 per cent. and the applications for buying-in shares will be disposed of as follows:—

The parties who have got notices issued for buying-in shares of a company shall have to buy them, but if in any case the shares are not bought-in against the seller and the purchaser has received a transfer from the original seller direct against such notice then the share will be considered as bought-in and the payment in respect thereof shall be made at the price fixed by the Board and which price will be approximate to the prices at which the shares were bought-in on that day and this making-up price will be considered final."

A corner in the deferred shares of the Katni Cement Company was settled by a resolution of the Board, dated 6th May, 1919, whereby it was ruled that "till further notice no one should do business for June settlement or for cash at a price higher than Rs. 1,900. Besides, after July settlement, business in Katni deferred shares should not be made till permission is granted by the Board". This is the first resolution in the minutes of the Association, which we can ascertain, by which maximum prices were fixed and business prohibited, and it is the first of a long series of resolutions by which prices were fixed for the current and successive settlements and dealing was forbidden and allowed, in the carrying into effect of a policy which, we believe,



mistaken. And from that date we have the record of more than 50 meetings of the general body and of the Board, at which the question of corners and the fixing of prices was the subject of resolutions or of debate. In October, 1919, a corner was declared in the shares of the Madhavji Dharamjee Manufacturing Company and on the 31st October, 1919, was passed a rule which distinctly empowered the Board to fix such rates as they might think proper. This rule is as follows :

"The Board amends this day the resolution of 19th January, 1910, and resolves that : If the Board infer that there is going to be some fraud with regard to the purchases and sales of the shares of a particular company, then at such times the Directors will intervene *and fix such rates as they think proper for the said shares* and all members shall have to act according to any resolution passed by the Board of Directors and at no time a corner will be allowed to be effected."

And on the 5th of March, 1921, this rule was altered to its present form, which is as follows :

"26. If the Board finds that something extraordinary has taken place with regard to the delivery of shares as well as with regard to the buying-in and selling-out of shares then the Board will take immediate measures suitable to the circumstances and all the members shall have to act accordingly.

"26 (k). If a single individual or syndicate of persons enter into sales and purchases of shares (in which forward dealings are allowed) beyond reasonable limits and that if under those circumstances the Board infers that there is going to be a corner in the shares of a particular company or any other fraud connected with the dealings in the said shares, the Board will intervene and fix such rates as they think proper for the said shares.

"26 (kh). If a corner is declared by the Board then if necessary applications for buying-in shares should be granted only after receipt of the money in respect thereof."

We do not think it necessary to dwell at length on the corners which in succession have disorganised the market.

In February, 1921, a corner was declared in the shares of the Fazulbhoj Mill. In July, 1921, prices were fixed, as in a corner, in the shares of the Currimbhoj Mill. In January, 1922, a corner was declared in the shares of the Finlay Mill, while in the same year corners were attempted in the shares of the Nagpur, Swadeshi, Currim and David Mills and failed only because a member of the syndicate failed to finance his speculation in another market, but prices were fixed as in a corner. Prices were likewise in that year fixed in the shares of the Sir Shapurji Broacha Mill. Prices in the shares of the Kohinoor Mill have been fixed twice in 1923 and even while this Committee was in session a corner was declared and prices were fixed in the shares of the New Great Eastern Spinning and Weaving Company.

The bare enumeration of these corners conveys but a faint idea of the dislocation and disturbance of the market thereby occasioned. Prices were fixed in anticipation of a corner ; they were fixed when a corner was declared ; they were fixed for some months after. It is not strange that the bears should have been roused to unusual activity, when the fixing of maximum prices limited their loss, but put no such limit upon their gain if the bull should fail. We think that the narrative of these events is sufficient to show that there is some great defect in the policy or the management of a market where such remarkable conditions prevail, and these defects are set out in a pamphlet written by the present President of the Association, Mr. K. R. P. Shroff, with a translation of which he has kindly provided the Committee.

This most informative pamphlet is appended to this report, and its perusal will materially assist in determining the weight to be attached to the opinion that corners exist in the market in spite of, not by reason of, the present rule, and that the interference of the Committee with the free course of trading in the market is in the public interest and is necessary for the protection of the public. A perusal of this pamphlet, we also think, lends support to the contention that the present rule and its application is not in the interest of the public but in the interest of those members of the Association who, on their own account and for their own profit, sell shares which they do not possess and which they have no reasonable prospect of possessing. There is reference in the minutes of the Association to sales on an enormous scale and to large fictitious sales and the terms of a proposal put forward for the consideration of the Corner Committee constituted by the Association are as follows :—

"Our members who are at present doing business by way of sale or purchase of thousands of shares on behalf of a merchant or a syndicate should desist from so doing, should agree amongst themselves that they would not do business for such person for more than 50 or 100 shares, and should not do business with such members as do not act accordingly. After such agreement if our members adhere to their happy resolution and act up to the same, merchants and syndicates will not be able to enter into purchases and sales of thousands of shares and the peril, difficulties and crisis likely to result from the actions of such syndicate will be for ever averted. And we will not be constrained to stop the forward and budli business. If one member does business for such a person only to the extent of 50 or 100 shares he will have to employ

70/100 members as his brokers to do business for 7,000 shares. By so doing the volume of his business will be curtailed because he will not be able to secure so many brokers at a time and our risk will be minimised as the same is likely to be divided among a large number of brokers."

We are informed by a witness, whose information we cannot doubt, that all possible influences are brought to bear upon the members of the general body and upon the members of the Board, so that the time and manner of the Board's intervention may be profitable to bull or bear. And the inference that these influences were at times not ineffective is, we think, supported by a resolution of the general body of the Association of October, 1922, whereby the general body assumed the power to remove, for any act prejudicial to the interest of the Association, a member of the Board. Such a policy and practice, we think, stands self-condemned, and it is condemned in his pamphlet by the now President of the Association. Though he can see no way out of the present trouble, we see no such difficulty. It is to adopt the policy and practice of those Exchanges of repute where legitimate business on a vastly greater scale is from day to day quietly and effectively transacted, and where defaulters, either bull or bear, are hammered, and where the absence of reckless oversales makes the most powerful bull syndicate comparatively harmless and no facilities are given and no protection afforded to either bull or bear.

We find the fundamental cause of all embarrassment in the affairs of the Association to be these rules 26, 26 (k), and 26 (kh) which relate to corners and which are set out in the written representation of the Association. The present President of the Association in his pamphlet says: "The existence of the present rule about corners has encouraged corners and will continue to do so in the future." We agree, and we believe this statement to be proved beyond all doubt by past events. We propose that these rules should be deleted, so that the policy and practice of the Stock Exchange in Bombay may be the policy and practice of those exchanges where the market is not disorganised by periodic corners and where the Committee of Management is not made the sport of sinister conflicting interests and where, in the absence of fraud, the Exchange will not intervene between the bull and bear.

We have considered all the arguments urged before us in justification of the exercise by the Committee of this power to fix prices and in proof of the necessity of its retention. And we have considered the various proposals which have been made to us with a view to prevent the recurrence of corners in the market. It is urged before us that but for the intervention of the Committee the public would have been left to the mercy of bull syndicates; but the *bona fide* investor does not sell that which he has not got and he, who does, must take the risk and suffer the penalty of his improvidence. And though there appears no means of ascertaining the proportion which exists in any one oversold account between the short sales on account of members of the public and the short sales on account of the members of the Association dealing for themselves, yet it would appear that the Association is moved to intervene more out of regard for the interests of its own members, and we are credibly informed that the proportion of short sales to the private account of the members of the Association is very high indeed. The appendices to the written representation of the Association show by the number of short sales the recklessness of the sellers.

But there is urged, in addition to the justification on material grounds of the Committee's action, a justification based upon ethical considerations, and, that is, that in permitting what are believed to be fictitious prices to be quoted on the Exchange, the Association is party to the circulation of a lie. We see no force in this contention. It is not for the Association to control the prices of the securities bought and sold in the market for which they provide facilities. It is not incumbent upon the Association to guarantee that the market price approximates to an intrinsic value which none can suggest a satisfactory means of ascertaining. And if this principle be accepted, whenever the market price moves above or below a price deemed for the time being to be the intrinsic value, the Committee are party to the circulation of a lie. The absurdity of this contention needs no demonstration. The Association must not knowingly permit the facilities offered by their market to be used for the perpetration of a fraud. But it is not suggested to us that any one of the corners in recent years has been due to fraud or that sales have been induced by fraudulent misrepresentation or by any other cause than the knowledge of both bull and bear that the Committee by their intervention would enable them to settle improvident transactions of a highly reprehensible character.

It is argued in justification of the power to fix prices that if the bear be left at the mercy of the bull all forward business will be killed. The greater negotiability, the greater freedom, the greater continuity and the greater sympathy between present and future prices which a forward market is generally considered to afford are all compatible with care and prudence. There is nothing inherently wrong in forward business. But it is necessary that it should not be freed of its inherent risk if it is to be kept within due bounds. And it is in our opinion better that forward business should cease in its entirety if its continued existence in Bombay is inseparable from the present evils. But we think that in the absence of undue protection, the realisation of its inherent risks will keep such business in some measure proportionate to the real needs of the market. It is in the public interest that unreal business should be reduced.

### The breaking of the link

With a view to prevent corners it is suggested that there should be adopted that device which is known locally as the breaking of the link, that is, that all transactions should be periodically squared. But there is nothing to prevent a transaction closed on one day being re-opened on the next and the adoption of this device would result merely in a periodic settlement of differences.

### A fortnightly settlement

It is also contended that corners might be made more difficult if settlements were every fortnight. But there is little force in this contention, for transactions would be carried over twice a month instead of once, and there would be two brokerages instead of one.

### A Cash Market

It is suggested that if the security market in Bombay were established on a cash basis as in Calcutta and Madras corners would cease. Speculation would not cease, for money and scrip can both be borrowed, but in a market on a cash basis a corner is, if not impossible, a matter of great difficulty. We do not desire, however, to recommend save in the last resort the application of this drastic remedy in Bombay. And when compared with the markets of London and New York the Bombay market is very small. We give in an appendix to this report a list of the companies whose shares are quoted in the market. There are now but 29 on the forward list, and we are informed that those companies of which the shares are considered gambling counters are very few indeed. We give in a list appended to this report the names and details of the share issues of those companies the shares of which have been cornered or have been in, what is called, a cornered position. The number of shares is small but the denomination of the shares is high; and it is suggested that if the present high value of the mill share be reduced from Rs. 500 or Rs. 250 to Rs. 50, 25 or 10 a corner would be more difficult, for the shares would be more widely distributed in the hands of small investors. It is extremely probable that the large number of the shares of small denomination to be found by a short seller before a sale of any magnitude could be completed would emphasise the danger of short-selling and enforce caution.

### The Cure for Corners

But such devices are at the best palliatives. They are not cures. In our opinion there is one cure alone and that is that the short seller should, in the absence of fraud, be left to pay the penalty. He must learn by experience the danger of selling short. The policy and practice of the Bombay Stock Exchange should be the policy and practice of the London Stock Exchange where corners are of rare occurrence. And this policy and practice is as follows: All contracts freely entered into for the sale or purchase of shares must be fulfilled by the delivery of the shares or by payment of the purchase price. And, if he who has sold shares cannot deliver on the day of settlement the shares which he has sold, he must submit to the ordinary procedure of the Exchange, whereby the shares are bought in against him in the open market, unless he can prove to the complete satisfaction of the Committee that he has been the victim of a fraud.

We propose that Rules 26, 26(k) and 26(kh) of the present rules of the association should be abolished, for these rules are in direct conflict with that great principle which differentiates the legitimate business of a Stock Exchange from gambling in differences and which has, in other countries, enabled the Stock Exchange to defend successfully in courts of law actions brought by those who seek to cancel contracts made in the Exchange on the ground that, as gaming or wagering, they are null and void. We think that thus reckless short selling will cease to be profitable to the bears. Short sales will not be freed of their inherent risk and we believe that corners will no longer disturb the normal functions of a normal market.

We regret that in their written representation the Association should have made statements reflecting upon certain members of this Committee, statements which have been proved incorrect and which have been withdrawn.

### Admission for Quotations

We turn, from the consideration of a policy which we believe to be mistaken, to an occasion where we believe the action of the Association was in accord with the public interest. We refer to the prohibition of all dealings in the market in the shares of a company which had not been registered and in which allotment to the public had not been made. The admission of the shares of companies to the privilege of quotation and dealing on the Exchange is generally regarded as a matter of some importance, not only by the companies whose shares are thus given additional facilities of dealing and publicity, but by those in control of the Exchange, who realise that though a quotation indicates nothing more than that a company has been properly constituted and that its affairs are in apparent order, the admission of a company to the facilities thus offered entails a certain responsibility. A responsibility which it is endeavoured to discharge by a scrutiny of the affairs of the company before admission and by the enforcement of certain

conditions. The duty of admitting to dealings and a quotation is performed in London by a sub-committee of the Committee for General Purposes and is subject to rules designed to ensure that the company is properly constituted, is not a fraud upon the public and is of sufficient public importance to be dealt in on the Exchange.

There are in existence certain rules of the Association, passed on 14th July 1920, which govern the admission of companies to dealings in cash transactions, but we think that the practice hitherto followed of selecting scrips for admission to the forward list by ballot to be inappropriate. We think all companies whose shares are fully paid up and which are registered in Bombay should be entitled to admission to the forward list, once they have satisfied the provisions of the rules which we have recommended relating to such admission. We think it undesirable and liable to misunderstanding if names of companies are to be admitted or removed arbitrarily from the forward list. We also think that if companies are given due notice of the days on which the Exchange is closed for settlement, they would endeavour to close their books accordingly. We understand that the Association is willing to publish the dates of settlement at the beginning of the year. We have no doubt that thus misunderstandings between the companies and the Association will not recur.

#### **A Common Form of Transfer**

We think it desirable that companies should adopt a common transfer form. We can see no objection of any weight to the proposed reform and the time and trouble saved would be considerable. The use of a common form of transfer might well be made a condition by the Association of the admission of the scrip of any company to the forward list or indeed, even to cash dealings.

#### **The Official List of Prices**

A source of public complaint is the lack of a daily official list of prices. Difficulty must necessarily be experienced in ascertaining correct prices when the Association itself issues no printed list. We understand, however, that the Association has no objection to undertake this duty if the public will pay the cost. An official list is issued by the Calcutta Stock Exchange at a small profit to itself, and we see, therefore, no reason against the introduction of this desirable reform. We suggest that in this official list should be shown the capital of the company, the nominal value of each share, the amount paid up, the closing quotation and the price at which bargains have been recorded.

#### **Marking of Bargains**

It has been suggested that it should be compulsory for every bargain transacted to be marked. This was tried in London and did not succeed. But we think it desirable that every bargain, wherever possible, should be marked, and we think it should be a rule of the Association that bargains must be marked if the constituent so directs the broker.

#### **Clearing**

The Association has no Clearing House of its own, and the service of a Clearing House is performed well and expeditiously by the Bank of India. And the bank is in no way responsible for the fact that the settlement lasts eight days or more. The Association pays the Bank of India Rs. 55,000 a year for this work and to meet the cost a member of the Association, who submits his sheets for clearing, pays Rs. 10 a month and quarter anna per cent. on the market rates as per their contracts, both for payments and deliveries. A charge equivalent to about Rs. 5 per Rs. 1,000 is also made for buying in and selling out deficiencies. We understand that the bank makes no direct profit from this arrangement, but profits indirectly by the fact that custom is thereby attracted. One limitation of this system is that the bank limits the number of scrips cleared to 40 at the present charge and that, for every additional scrip, a charge of Rs. 1,000 per annum would be made. But we have no doubt that the bank will make any such reasonable arrangement with the Association, as may be necessary, when the application of the new rules governing the admission of scrips to the forward list leads to an increase in number.

#### **The Necessity of Reform**

We have set out the defects in the government, constitution and practice of the Association, which we consider call for notice. Some are of long standing and are referred to in a letter of "Scrutator" in the Times of India of 10th July, 1914. We trust that the Association will themselves take all such steps as are necessary to remove these defects. But, in our opinion, the defect in policy and practice of the Association which has reference to corners is so grave as to demand under any circumstances immediate redress. We believe that with the guidance afforded by this Report, the Association will itself introduce the necessary change in policy and practice. But if this be not done, we think the public interest imperatively demands that legislative action should be taken.

#### **A Board of Control**

In the course of our enquiry certain measures of reform and control have been suggested to us. The suggestion most frequently made was that the representatives of various commercial

associations of Bombay and of the Banks should participate in the management of the affairs of the Association in various degrees. It is suggested that in this way conflicting interests will be reconciled, and that wide experience and assistance of a disinterested nature will be made available to the Association in the management of its affairs. But not the least objection to all such suggestions is that the Association would bitterly resent the participation in the management of its affairs of those who are not members of the Association, while in practice it would appear difficult to find men possessing the requisite experience, skill and leisure. We do not think this suggestion is feasible in practice.

#### A Charter

Nor do we think a charter is a remedy for the present discontent. A charter is not to be imposed upon the unwilling. It is a privilege to be granted on request. We have heard no expression of desire on the part of the Association for such a privilege; nor do we think past events justify the grant to the Association of the monopoly which is thereby involved; while failure to observe the provisions of a charter might be a fruitful source of litigation. Moreover, the set provisions of a charter must tend to conflict with that growth and freedom which is so vital a condition of all progressive business.

#### Legislative Enactment

But we, the undersigned members of this Committee, desire to impress upon the Government with all the emphasis at our command the necessity of prohibiting by legislative enactment all forward dealings in stocks and shares in the city of Bombay, if the members of the Association reject the opportunity now afforded them of introducing the necessary change in the policy and practice of the Association regarding corners. Yet if this grave defect in the present policy and practice be once removed, we see no reason why the security market in Bombay should not attain that position among the great security markets of the world which is warranted by the wealth, the enterprise, and the undoubted ability of the people of this great city. It is our heartfelt wish.

#### A Summary of Recommendations

We would then, as follows, summarize our more important recommendations :

- (1) The Association should be called the City of Bombay Stock Exchange.
- (2) The rules should provide for the consideration of complaints by the public.
- (3) The disciplinary rules of the Association should be strengthened and rigidly enforced.
- (4) The dates of general meetings should be altered.
- (5) The Board should retire annually and should be called the Committee of Management.
- (6) The Arbitration Committee should be abolished and in its place the arbitration by two members of the Stock Exchange nominated from a panel of arbitrators should be substituted.
- (7) The secretary should be paid and should not be a member of the Stock Exchange.
- (8) The partnership rules should be rigidly enforced.
- (9) The rules should be printed in English and in the vernacular and should be available to the public.
- (10) The public should be totally excluded from the Stock Exchange until such time as a new building and gallery is provided.
- (11) The hours of business should be extended.
- (12) An annual declaration by members as to the class of business they propose to undertake should be made.
- (13) The use and stamping of a uniform form of contract note should be enforced.
- (14) A minimum scale of commission should be fixed.
- (15) Companies should, as far as possible, use a common form of transfer.
- (16) Blank transfers should be abolished on the reduction of the stamp duty.
- (17) Sub-brokers should be totally abolished.
- (18) Rules 26, 26 (k) and 26 (kh) relating to corners as set out on page 7 of the official representation of the Association should be repealed. (See Appendix p. 44.)
- (19) A daily official list should be published.
- (20) The regulations relating to the admission of companies to forward dealings should be altered.

The Committee desire to place on record their great indebtedness to their Secretary, Mr. G. Davis, of the Indian Civil Service, who, by his sympathetic attitude, succeeded in securing the co-operation of the Association and who was also of great help to the Committee in the drawing up of the report. The Committee are also indebted to Mr. A. L. F. Green of the London Stock Exchange, who accompanied Sir Wilfrid Atlay, for his assistance, particularly with reference to points of procedure.

(Signed) WILFRID ATLAY, *Chairman.*  
 ( „ ) FAZULBHOY CURRIMBHOY.  
 ( „ ) PURSHOTAMDAS THAKURDAS.  
 ( „ ) R. LINDSAY.  
 ( „ ) E. V. SASSOON.  
 ( „ ) PHIROZESHAH MERWANJEE DALAL.

G. DAVIS, I.C.S., *Secretary.*  
 The Secretariat, Bombay,  
 9th January 1924.

**MINORITY REPORT OF Mr. BHULABHAI J. DESAI.**

I, the undersigned, Bhulabhai J. Desai, one of the members of the Stock Exchange Enquiry Committee, beg to submit to His Excellency the Governor of Bombay in Council my report as follows :—

1. Pursuant to a Resolution passed by the Bombay Legislative Council a Committee was appointed on the 14th September 1923 to enquire into the constitution, government, customs, practices, rules, regulations and methods of business of the Native Share and Stock Brokers' Association of Bombay and to investigate any such complaints of the public and to make any such enquiries with reference to any of the aforesaid matters or any other matter appertaining to the aforesaid association and thereafter, with a view to protect the investing public against the interested or irregular control of business, to formulate such definite proposals for the future constitution, control, direction and regulation of the aforesaid association as the Committee may deem proper. The inquiry therefore fell into three parts :—(1) as to the internal management of the Association and the rules and practices concerning the same, (2) to investigate any complaint which might be made by the members of the public regarding the aforementioned rules and practices and (3) to submit definite proposals with a view to protect the investing public against interested or irregular control of business by the members of the said Association if it appeared to the Committee that the Association by its rules or practices was guilty of interested or irregular control of business.

2. The said resolution was moved on the 16th of October 1922 by Mr. Haveliwalla in the Bombay Legislative Council on account of heavy speculation which had taken place in shares of Joint Stock Companies in Bombay in the years 1919—1922. Mr. Haveliwalla appeared as a witness before the Committee and frankly confessed that he had no knowledge of the rules, regulations or practices of the Association or how far such rules and practices were responsible for the evil of which he complained. When the said Resolution was moved in the Council a certain amount of uninformed criticism took place but it was admitted that nobody was then in a position to say whether the Association was responsible for the state of things complained of.

3. It is a matter of common knowledge and also supported by evidence before this Committee that the heavy speculation on the Stock Exchange in the abovementioned years was a part of the widespread effect in India of the conditions produced by the European War. Europe ceased to produce for the time being any manufactured articles except those required for the prosecution of the War and with the stoppage of import into India of such articles a boom period set in in all industrial enterprises and the public mind was so much captured that very little foresight was exercised. Flotations of new companies for different kinds of industrial enterprises were several times over-subscribed and the values of the shares of the existing companies went up partly by reason of machinery for the new factories not being available and partly by reason of the products of these factories selling at high prices. Large numbers of persons engaged in other modest trades and professions thoughtlessly believed that fortunes were to be easily made on the Stock Exchange, and after the fever had subsided, when the depression came and losses occurred, there was a discontent for which blame was put upon people other than those responsible. A large number of the newly floated companies found it difficult to commence business. On account of the Swadeshi feeling the existing companies, and in particular textile Mills, still continued to sell their products at reasonably remunerative prices.

4. Recent events however point, in my opinion, to a return to normal conditions. Most people who flocked to the Stock Exchange during the boom period have reverted to their old modest employments and professions. The boom in the market was so high that in the year 1918 a new limited company was formed and incorporated under the name and style of the Bombay Stock Exchange, Limited. It had a feverish career and its influence extended even to outlying parts of the presidency but for some time past no business is being transacted on the said new Stock Exchange and it is now practically a dead institution. The figures relating to the business of the association point to the same conclusion.

5. It has been stated in the report of the Majority that corners have become a recognised phenomenon in the share market of Bombay. If by that statement it is intended to convey that speculation in the Bombay market is anything like what it was in boom times, that conclusion is erroneous and contrary to facts. I am of opinion that within a short time one will hear as little of corners in the Bombay market as of the ruinous speculation which reigned in the boom period. There is very good reason why corners should still survive for a time even though the period of active speculation is on the wane, because those capitalist interests who had taken up shares of joint stock companies at abnormally high prices would make some more efforts to make up for their losses (consequent upon depression in values) by attempting to squeeze the unwary public. They will, however, soon realise that times have changed and they must reconcile themselves to the condition in which they have been led by their own action or into which they have been driven by necessity. There is reason to believe and every indication to rely upon, that the normal state of things will soon prevail on the Stock Exchange.

It was recognised during the course of the evidence that speculation was a part of the normal life of a stock exchange market and the majority of the Committee were of opinion that without an element of speculation there would be little or no life in a stock exchange market.

If on economic or ethical grounds speculation or forward dealings deserve to be altogether stopped those considerations have got nothing to do with the question how far the rules or practices of the Association have led to ruinous speculation. There is nothing in the rules and practices of the Association which is shown to have resulted in such condition but taking advantage of the fact that a cry was raised by disappointed speculators who were the authors of their own ruin, the capitalist interests have availed themselves of the situation to support their unfounded complaints against the Association on account of their disappointment in not having been able to realise their wild expectations from successful corners. It is significant to observe that those who directly or indirectly were interested in the bullish condition of the market and gave evidence before the committee stated that they had no complaints against the Association save and except the existence and the enforcement of the rule against corners known as Rule 26, and one of such witnesses stated that if the said rule were abolished he had no complaint against the Association. In other words the complaint of the speculators, who were the authors of their own ruin reduces itself to nothing and the complaint of the bullish element is confined to the existence and enforcement of Rule 26. When the matter is thus analysed it appears to be clear that there is no interested or irregular control of business by the Association against which the investing public require to be protected. While I agree with the Majority of the Committee that corners are an undoubted evil in any market, I respectfully and entirely differ from the conclusion of the said Majority that the method devised by the Association to combat corners has encouraged rather than checked their growth. I also differ from the finding of the Committee that the action of the Association taken under Rule 26 is an interference with the course of free trading in the market or that it is the fundamental cause of embarrassment in the affairs of the Association. In my opinion the enforcement of Rule 26 is an attempt to restore in some measure free trading in a market when dominated by one interest in the hands either of an individual or a syndicate. It is an idle pretence on the part of the Bulls to urge that if their mischievous activities are sought to be checked it is an interference with free trade.

7. The strongest commentary on the genuineness of the complaint of the bullish element against the existence and enforcement of Rule 26 is the fact that they have continued to actively trade and to attempt to make corners notwithstanding the existence of Rule 26 and knowing that it would be applied. If the rule were half as vicious as it is pretended to be, the matter could be easily brought to a head by the Bull elements refusing to effect any transactions through the Association. The Bears cannot sell to themselves, and it is therefore perfectly obvious that if the rule was really objectionable the Bulls by refusing to enter into transactions would have brought about its abolition, it being asserted on behalf of the Bulls all through the inquiry that the bulk of the share brokers are Bears.

8. It also appears from the evidence recorded before the Committee that notwithstanding the immense speculation which took place through the Association, the members of the Association met their obligations to their clients except to a very insignificant extent and that only one member of the Stock Exchange was guilty of fraud in his dealings and absconded from Bombay.

9. It is I think an idle threat to suggest that if the guidance which the majority report purports to afford to the Association is not accepted by the Association that the Government would or should interfere by prohibiting all forward trade in stocks and shares; it is equally erroneous to suppose that such interference by the Government would work in the interest of the general community, and it is equally a vain hope to think that the Majority of the Committee would succeed in forcing the hands of the Association in accepting their recommendation in the matter of this Rule by telling the Association that in default of their doing so their members would be deprived of the means of livelihood.

10. It is unnecessary for me to go into the history of the Association. The Association is an old established institution and though its formal constitution dates from the 3rd of December 1887 its existence can be traced back to many years before that period. In my opinion undue emphasis is laid in the report on the fact that the aims and objects of the Association do not specify in some manner the protection of the public. This observation is founded on a misconception. If brokers associate themselves into a body, the objects would primarily be those which affect themselves but when one of the objects of the Association is "to promote honourable practice," it may be fairly assumed that the Association is concerned to act honourably towards those who employ them, viz., the speculating or investing public. The only reason why the Association has not hitherto undertaken the investigation of any complaints from a client against a broker is that unless the client is prepared to submit to the decision of the Association such investigation is of little or no value and I am of opinion that if a rule on the lines of Rule No. 77 of the Rules and Regulations of the London Stock Exchange were adopted, the Association would I have no doubt entertain and investigate such complaints. The said Rule and the form of the Agreement of Reference are set forth in the next paragraph.



## Rule 77.

11. If a non-member shall make any claim or complaint against a member, the Committee shall in the first place consider whether such claim or complaint is fitting for their adjudication, and in the event of their deciding in the affirmative, the non-member shall, previously to the case being heard by the Committee, sign the Form of Reference No. 31 in the Appendix.

## Form.

To the Committee for the General Purposes of the Stock Exchange, London.

In the matter of a complaint between \_\_\_\_\_ and \_\_\_\_\_

Gentlemen,

I do hereby consent to refer this matter to you, and I undertake to be bound by the said reference, and to abide by and forthwith to carry into effect your Award, resolution or decision in this matter, in the same manner as if I were a member of the Stock Exchange, and I further undertake not to institute, prosecute, or cause, or procure to be instituted or prosecuted, or take any part in the proceedings, either civil or criminal, in respect of the case submitted. And I consent that the Committee may proceed in accordance with the ordinary rules of procedure, and I undertake to be bound by the same. Also that the Committee may proceed *ex-parte* after notice and that it shall be no objection that the members of the Committee present vary during the enquiry or that any of them may not have heard the whole of the evidence, and any Award or resolution of the Committee, signed by the Chairman for the time being, shall be conclusive, that the same was duly made or passed, and that the Reference was conducted in accordance with the practice of the Committee. And I hereby agree that this letter shall be deemed to be a submission to arbitration within the meaning of Arbitration Act, 1889.

Agreement Stamp.

12. As regards admission to membership the Rule concerning the same has been so altered as to admit to membership any British subject, subject to a qualification of residence for a period of ten years in the Bombay Presidency. It is recommended in the majority report that the name of the Association should be the City of Bombay Stock Exchange. I have no objection to the alteration suggested but it does not appear to me to be a matter of any significance or importance. Notwithstanding the fact that admission may now be open to any British subject there is no reason why the present members should not desire that they should continue to be called by a traditional ancient name.

13. In view of what I have stated regarding the manner in which the obligations have been met by the members of the Association towards their clients it is quite unnecessary to suggest any alterations relating to the manner in which the inquiry as to the status and sufficiency of a candidate before admission. It is also not possible to insist that a member of the Association shall not follow any other profession. I agree with the Majority of the Committee in the view that as far as possible it would be advisable to have members whose only, if not the chief, occupation is that of a share broker.

14. I also agree with the recommendation of the said Majority that the amount of the annual subscription should be reasonably increased so that the Association would be placed in a position to have larger funds for recurring expenditure particularly as I desire that the Association should have an efficient executive staff.

15. As regards the rules relating to the internal management of the affairs of the Association, the powers and duties of the President, and the other officers, the Committee of Management and Sub-Committees which might be appointed from time to time and of the general body, I have examined the draft rules which have been prepared by the Association and I am of opinion that those rules if passed with the alterations I have suggested in this report will leave little to be desired. The routine executive work of the Association including the publication of the rules and regulations and keeping them up to date, publication of the list of members of the Association and other matters of this kind should be in my opinion more regularly and methodically done than has hitherto been the practice.

16. As regards the use of the premises of the Association by persons other than members and their recognised clerks, the question is more a matter of convenience than of principle but the Association would however do well not to allow any confusion to be introduced into their business by the admission of outsiders into the actual place reserved for transacting business.

17. Perhaps the only complaint (if it can be so called) which is repeated in the evidence of most of the witnesses other than brokers relates to the excessive number of days on which the Exchange is closed for business, and though in a voluntary profession it is not possible to compel people to work if they do not so desire, I think that the Association ought to meet the public desire and curtail the number of days when the exchange is so closed. Such curtailment can be done in two directions, first by observing less holidays and secondly by getting through the clearance work in shorter time than at present.

18. It is generally recognised that it is not possible to have a clear division of jobbers and brokers in the Bombay Market. It also appears from the evidence recorded before the Committee that many if not most brokers deal on their own account to a certain extent. When disputes between a client and broker have become the subject of litigation the courts have enforced against the Brokers all the legal obligations and disqualifications attaching to an agent. The law, however, allows an agent himself to deal in the matter of his agency with the knowledge of his principal, and in order to avoid all disputes and difficulties I am of opinion that there should be two recognised forms of contract which every broker should use according as he has effected the transaction as the agent for his client or he has accepted the transaction on his own account. I am also of opinion that it will serve public interest, that in every case a written contract on such forms should be issued by every broker and delivered to his client. I have not been able to form any definite opinion on the evidence produced before us as to a proper scale of brokerage. The minimum brokerage which is insisted upon in the rules of the London Stock Exchange is not intended so much as a protection to the client as a prevention against undercutting by one broker at the cost of another. If however such a minimum scale is fixed, it would be desirable to have a rule that such minimum shall be the rate which the client would be bound to pay in the absence of an arrangement to the contrary.

19. As regards the employment of sub-brokers, that is, persons who canvass business in return for sharing brokerage, I do not think that canvassing in any business of this kind can be successfully checked, at the same time it would be advisable to frame rules so that the number of persons, so employed by any broker are well known to the other members and that such a person does not purport to carry on business on his own account as if he were a certified broker.

20. An objection has been taken to the practice of the association whereby a seller of a share is obliged in fulfilment of his contract to hand over to his broker the relative share certificates and a transfer form, duly signed, with the name of the buyer blank. If the institution of jobbers does not exist it appears to me that that is the only way in which a seller can or can be required to fulfil his contract. The obligations of a seller of shares have been laid down by Brett, Master of the Rolls, in the case of *Skinner versus The City of London Marine Insurance Co., Ltd.* (14, Queen's Bench Division, p. 882), as follows :—"The only contract on a bargain of sale of shares is that the seller shall execute a valid transfer of the shares and hand the same to the transferee and so do all that is necessary to enable the transferee to insist with the company on his being registered as a share holder in respect of such shares." Under such circumstances when a blank transfer form is handed to the purchaser it clothes him with the authority to fill in the blank. On the London Stock Exchange by reason of the division into jobbers and brokers and by reason of the clearance being effected by the Stock Exchange itself it appears that the blank transfer is filled in before the transfers get into the hands of the purchaser. The evidence recorded before us points to numerous difficulties in the way of a completed transfer being insisted upon in Bombay. The result of course of the present practice prevailing in Bombay is that a seller of the shares remains liable in respect thereof as between himself and the company until the purchaser or his successor is actually substituted on the company's register. It is not a matter of any importance in the case of a fully paid up share, but it is a matter of importance in cases where there is a certain amount of uncalled liability on the share which is the subject of the sale and I am inclined to think that the difficulties which have been pointed out can be met by allowing the transfer to stand good even though blank for a certain definite period from the date of its issue. It should however be observed that it does not follow from the blank transfer being filled in that the transferee would necessarily get himself registered on such blank being filled in. At the same time it is certain that if such transferee whose name is filled in wishes to sell the share he could not in his turn execute a valid transfer until he had got himself registered and in that indirect way the original seller who gave the blank transfer would succeed in getting a successor on the register of the company. As the result of the taking of blank transfers there is considerable laxity and negligence on the part of the buyers to get themselves registered in the hope of being able to sell the shares without getting themselves registered. It should however be pointed out that a purchaser or a pledgee by omitting to get himself registered runs serious risks of an earlier title prevailing over his as illustrated in the case of *R. D. Sethna versus The National Bank of India* (See Indian Law Reports 36 Bombay at page 334).

21. I next proceed to deal with the question of corners which have taken place in the Bombay market and their causes and the remedies to meet such occurrences. I am of opinion that frequent occurrences of corners in a market is not a healthy sign but the real question is whether the policy and the practice of the association are, and if so to what extent, the cause of

such occurrences. This matter has been dealt with in the Report without a proper and careful examination of the evidence recorded before us and the conclusions of the Committee on this vexed question are, I respectfully venture to observe, based upon vague generalisations.

22. Over 14 brokers in active business have given evidence before us. It appears from their evidence that in October 1919 a corner was declared in the shares of Madhavji Dharamsey Manufacturing Company, Limited, that in February 1921 a corner was declared in the shares of Fazalbhoy Mills, that in July 1921 a condition akin to a corner existed in the shares of Currimbhoy Mills, that in January 1922 a corner was declared in the shares of the Finlay Mills, that in the same year corners were attempted in the shares of Nagpore, Swadeshi, Currim and David Mills, and that in the year 1923 a corner or a position akin thereto was declared to have existed in the shares of Kohinoor Mills and of the New Great Eastern Spinning and Weaving Company, Limited. Evidence has also been given by Mafatlal Gagalbhoj and Rai Saheb Sangidas Jessiram. Rai Saheb Sangidas was concerned in a syndicate which failed to successfully corner the shares of Nagpur, Swadeshi, Currim and David Mills, whereas Mafatlal Gagalbhoj succeeded in carrying out corners in the shares of Standard and Kohinoor Mills. Of the broker witnesses the evidence of Mr. Shroff, the present President of the Association, Mr. Jamnadas Murarji, Mr. Jugjivan Ujamsey, Mr. Feroze Jehangir, and Mr. D. D. Kanga is the most valuable. Mr. Jugjivan Ujamsey has clearly shown that the principal recent corners were mainly forced on the market by individuals or syndicates intending to squeeze the Bears. Mr. Jugjivan Ujamsey has also spoken about the influence which a certain syndicate attempted to bring to bear on the Committee of the Association in reference to the declaration of corner and fixing of rates. The Committee have considered that evidence credible and I do not desire to comment on that part of the evidence, for however immaculate a committee may be, they cannot prevent an attempt being made to influence them in their decision. It further appears from his evidence that during the boom time of 1921-22 a certain syndicate commenced speculation on a very heavy scale and purchased many securities for about 8 or 9 crores. Rai Saheb Sangidas came to be interested in that syndicate at a later stage. It further appears from the evidence of Mr. Jamnadas Murarji that the corners in Currim, David, Fazalbhoy and Finlay Mills shares and the attempted corners in Nagpore and Swadeshi were largely the result of the operations of this syndicate. It also appears from the evidence recorded before us that the corner in the shares of the New Great Eastern Spinning and Weaving, Company, was also due to the operations of another syndicate.

23. The evidence of Mr. Shroff and Mr. Jugjivan Ujamsey is nearly to the same effect. The evidences of Mr. Feroze Jehangir, Mr. D. D. Kanga and Mr. R. R. Nabar support the same conclusion. The evidence of Rai Saheb Sangidas and Mafatlal Gagalbhoj leaves no doubt on the matter. Of all the brokers who gave evidence Mr. N. M. Dumasia was the only one who recommended the abolition of Rule 26. Mr. Dumasia is a journalist by profession and deals on the Stock Exchange as a second string to his bow and has (to use his words) considered it immoral to trade except as a Bull. Mr. Kikabhai Premchand, the ex President of the Association, was of opinion that the sovereign remedy to check speculation was 'breaking of the link'. That view has not found favour even with the Majority. If his favourite hobby was however not accepted, I do not read his evidence to mean that the Committee of the Association should not have some power of the kind referred to in Rule 26 with a view to protect the interest of the Association and the public in the event of a corner.

24. I have come to the conclusion that the corners, the occurrence of which is described as a sinister manifestation of speculation in Bombay in recent times, are not in any manner due to the practice or policy of the Stock Exchange. They have their origin in the efforts of the capitalist holders of the shares to squeeze the unwary public. I think however that such efforts have their limits both in extent of time and of shares and I foresee that in a reasonably short time the market will assume its normal conditions. The capitalists were supported in their efforts by the boom conditions and it is a matter of common knowledge that those conditions have nearly disappeared. It should also be remembered that simultaneously with speculation in shares an immense amount of speculation in exchange, cotton, gold, silver and numerous other commodities took place in the Bombay Market, and it appears to me that the heavy speculation in shares was a part of the general condition of the market for that period. It would be interesting to know that the speculators had within their sphere even commodities like old Japanese newspapers on account of the scarcity of paper.

25. A Bear raid is a mere matter of theory and in the condition of the Bombay market a Bear raid would require concerted action on the part of two or three hundred brokers whereas a Bull operation is generally in the hands of an individual or a syndicate and is always therefore premeditated and methodical and likely to be more effective. On the Bombay Stock Exchange the number of shares dealt in are limited in number and of fairly large denomination. The system of company management by agents, who in most cases were the original promoters of the companies, has led to the result that the agent's firm generally holds a sufficient number of shares to have a controlling interest in the company. Individuals or syndicates have also become the holders of a majority of shares in certain companies as a result of speculation or in the hope of securing the agency commission. The existence of this element is

frequently forgotten in the consideration of the question of how corners arise or how they can be combated.

26. On the 5th of March 1921 the Association adopted in its present form Rule 26, 26k and 26kh. It runs as follows :—

“(26) If the Board finds that something extraordinary has taken place with regard to the delivery of shares as well as with regard to the buying-in and selling-out of shares then the Board will take immediate measures suitable to the circumstances and all the Members shall have to act accordingly.

“(26k) If a single individual or syndicate of persons enter into sales and purchases of shares (in which forward dealings are allowed) beyond reasonable limits and that if under those circumstances the Board infers that there is going to be a corner in the shares of a particular company or any other fraud connected with the dealing in the said shares, the Board will intervene and fix such rates as they think proper for the said shares.

“(26kh) If a corner is declared by the Board then, if necessary, application for buying-in shares should be granted only after receipt of money in respect thereof.”

27. That rule in its principle is as old as the year 1910 and was adopted with a view to combat the first corner of certain shares in the Bombay market.

28. Having regard to the considerations which have been placed before the Committee I am of opinion that that Rule should be altered as follows :—

- (a) If a single individual or syndicate of individuals enter into sales or purchases of shares (in which forward dealings are allowed) beyond reasonable limits and under such circumstances that the Committee considers that there is going to be a corner in the said shares or class of shares or that there is any fraud connected with the dealings in the said shares or class of shares, the Committee may suspend all future dealings in such shares or class of shares for the then ensuing *vaida* and the next following *vaida*.
- (b) In the event of such suspension being declared the buying-in rule shall also be suspended as to all dealings prior to the said suspension in the said shares or class of shares, nor shall the Committee have a right to fix any rates as to the said shares or class of shares.
- (c) The majority required for passing a resolution suspending dealings under the said rule should be two-thirds of the persons present at the meeting at which such decision may be arrived at and the quorum for such a meeting shall be at least half the number of the total members of the Committee for the time being. The decision of the Committee so arrived at shall be final.
- (d) In the event of such suspension being declared the Committee at the proper time shall have the power to fix a making-up price for the purposes of the settlement and the clearing, but such making-up price shall not in any manner affect the rights and obligations of parties in the matter of damages or otherwise as regards such dealings.

29. The evidence of Mr. N. M. Dumasia who holds a card of the Association is that rule 26 should be abolished on the ground that it interferes with the freedom of contract. In the first place Mr. Dumasia has failed to observe that the rule does not purport to affect the transactions which had taken place prior to the declaration of a corner. The justification of the abolition of rule 26 is also sought to be supported (as would appear from the questions of the other members of the Committee put to several witnesses) by a suggestion that nobody has a right to sell what he does not possess and therefore cannot deliver. It sounds an excellent proposition on paper but when applied to a Stock Exchange it carries its absurdity on its own face, for it is impossible to suggest that business is done on any Stock Exchange by sellers who are the actual registered holders of the shares or their brokers and only to the extent of their actual holding. On the contrary according to the opinion of the majority of the Committee speculation is a necessary and useful element in the stimulation and growth of industrial enterprises and that it is the life of a Stock Exchange.

30. It appears to me that the Rule in the terms I have suggested is a fair solution of all the difficulties which have been suggested and appeared at one stage to find favour even with the Majority of the Committee. I notice however that their final conclusion is a recommendation for the removal of the said Rule.

31. It also appears to me that there is another reason in principle on which the existence of this rule can be supported. Though the Stock Exchange is not under an obligation to guarantee the fairness of the prices of any particular kind of stock or share, I am of opinion that the following principles should prevail on every Stock Exchange :—

1. Any security offered for sale shall be sold at the best possible price which any member of the Exchange is willing to pay at the time the offer is made, and conversely, any purchaser of securities shall obtain them at the lowest price at which any one is willing to sell.

2. Every transaction shall represent a bonafide purchase and sale; this fact to be made manifest by the prompt publication of the transaction and reporting to the principals on both sides of the name of the broker on the other side.

3. Both sides of every transaction shall be responsible and good for their bargains. The moment there is the slightest doubt on this point, the facilities of the Exchange must be immediately withdrawn.

32. Mr. Cromwell, the President of the New York Stock Exchange for the year 1921-22, in his annual address states, *inter alia* as follows :—

“The Stutz incident furnishes a good illustration of the importance of the power of the Governors to take summary action in either suspending trading or removing from the list, a security which is dominated by one interest. When, as in the Stutz case the price is artificial the Stock Exchange quotations are giving wide currency to a lie. The continuation of the lie, which says in effect that the consensus of opinion of the investing public was that the Stutz stock was worth \$400—\$500 a share, when in fact it was actually worth according to the judgments registered in a free and open market, less than \$100 a share, might have gone on indefinitely had the action of the Stock Exchange been hampered by official red tape”.

33. It is not an uncommon thing to find that when the market is constantly being forced up, small genuine investors are inclined to think without inside knowledge that the rise is genuine with the result that they enter into small transactions which feed to a large extent the speculation that has already been set on foot. But when the corner comes to an end either by its failure or by successful settlement at the instance of the Bull, the shares resume a normal value far below what the investor paid for it. Small investors of this kind are usually deceived by the conditions of the market and protection would be afforded to such small investors by the said Rule 26. The rule therefore is not against the interest of the investing public and it is a partial protection to them. This consideration is described in the report as an ethical consideration under a misconception and I entirely disagree with the view that the cure for corners is the abolition of Rule 26.

34. I should further add that of the non-broker witnesses who have given evidence Mr. Gray, the Manager of the Bank of India, Mr. Manmohandas Ramji, a public man intimately connected with mill industry, Mr. Mafatlal Gagalbhoj and Rai Saheb Sangidas Jesiram are all of opinion that the rule is right in principle and should be maintained. Mr. F. C. Annesley (one of the representative of the Bombay Chamber of Commerce) states as follows in his written statement submitted to the Committee :—

“I think a purely cash basis for business would prove unworkable. Forward business is not in itself objectionable on right lines.

\* \* \* \* \*

The Committee (of the Association) should have power when they see transaction in any particular stock assuming undue proportions to veto further transactions for a time and call on parties for their statements, but I don't see why they should fix prices”.

Mr. E. F. Groombridge in his evidence has said that corners are due to large holdings in the hands of a few capitalists and favours the existence of some power like that contained in Rule 26.

Mr. F. E. Stileman (representative of Bombay Mill Owners Association) considers that power to declare corners should be retained in the Rules of the Association but its exercise should be left to an independent Committee.

35. I have not considered it necessary to discuss several proposals made before us in the evidence relating to a super committee and other forms of outside control over the Association as every one of them has been rejected even by the Majority.

36. The only other objection urged against the Rule is that in the application of the rule there is reason to believe that interested influences might prevail. That in my opinion is no ground for the abolition of the rule and the only evidence we have is not of any interested application but of an attempt on the part of a syndicate to prevent its application. I think there is no foundation for condemnation of the Association as a crowd of ignorant men without principle voting where their interest for the moment lies. It may be that a large number of members of the Association are not familiar with the English language but I know that they are men with sufficient education for their own walk of life endowed with shrewdness and an honourable instinct and I should be the last person to lend my support either to a threat or a recommendation founded upon the belief or upon a suggestion that the trade morality prevailing on the Stock Exchange is in any manner inferior to the trade morality in any other trade in Bombay.

37. I should also like to call attention to the opinions of recognized economists on what a corner is, how it arises and the method of dealing with the same. Mr. Pratt, late Secretary of the Chamber of Commerce of the State of New York, defines a corner as follows :—

“A corner is that condition of a Stock in which the supply is held by one operator or a clique of operators and in which many have contracted to deliver to the operator or the clique what they can obtain only from the operator or the clique.

All corners may be classified under one of two kinds (1) those that are deliberately engineered for the purpose of fleecing shorts by forcing them to settle at some abnormal price ;

(2) those that have their origin under some pardonable circumstances such as a fight for control and are not deliberately designed for mulcting purposes. While corners of the second class are more to be condoned than those of the first, disastrous consequences may nevertheless be equally great. "Of course corners can be operated only because of the existence of a short interest in the market. In fact the term is simply an abbreviation of the more comprehensive expression of 'cornering the shorts'". This situation is brought about by an operator or a pool of operators who succeed in obtaining possession of all or virtually all of the shares of a given issue of stock available for delivery purposes upon outstanding short sales.

"Such short sales are first induced on a large scale by apparently unwarranted high prices or other methods, the purpose being to bring about a large volume of short sales with a view to making delivery in fulfilment of these sales impossible, since the operator of the corner is in possession of all the stock and will refuse to sell except at his own price. Thus assuming the given issue of stock to comprise 200,000 shares in which instance the operator of the corner may acquire all these shares and at the same time buy another 100,000 shares from short sellers. In the meantime, however, while inducing short selling on the part of the unsuspecting public the true situation is kept extremely secret. Short sellers must depend, of course, upon a continuous market for the borrowing or purchasing of stock for the purpose of fulfilling delivery. To camouflage the situation the operator of the corner will, therefore, usually lend his own stock freely and on ordinary conditions. Through matched orders the operator being both buyer and seller, he will also produce the impression that there is a real continuous market in the stock. When the time arrives for consummating his nefarious purpose, the operator will call in all the stock he has loaned to short-sellers. Nor can any stock be purchased, because the operator is in possession of it all, and does not offer it for sale. The operator, in other words, possesses all the stock called for by the contracts made by the shorts, that is, the shorts are cornered." The remedy to relieve against the evil of corners is suspension of further dealings. And it is the considered opinion of Mr. Meeker, Economist to the New York Stock Exchange, that "it is particularly necessary when the free and open market for security has been destroyed by the establishment of a corner in it, that for the protection of the public trading in it should quickly be halted on the Exchange". "In every such case, viz., the case of a corner, the interest of the Stock Exchange is identical with the interest of the public in maintaining on its floor a market for securities which shall at all times be free and open."

38. Rule 26, as I have drafted it, does not affect the transactions antecedent to the declaration of the corner and leaves the Bull free to claim any damages which the Court should assess to be reasonable in the event of no settlement being arrived at, and by suspension of future dealings further mischief is averted. Under the rule as it now stands it appears from the evidence of Mr. Mafatlal that after the prices were fixed there were no sales by the Bulls. I particularly mention this because that appears to be the apprehension of possible mischief when maximum prices used to be fixed in case of a Bull corner, under the present rule.

39. In the concluding portion of the report it is stated that the majority desire to impress upon the Government the necessity of prohibiting by legislative enactment all forward dealings in stocks and shares in the City of Bombay if the members of the Association reject the opportunity now afforded to them of introducing the necessary change in the policy and practice of the Association regarding corners. The only change that one can find in the report is summarised in recommendation No. 18, viz., the abolition of Rule 26, 26(k) and 26(kh). It appears to me that the threat held out of prohibiting forward dealings is resorted to in the belief that the Members of the Association would submit to the abolition of the said rule 26 (whether such abolition was right or wrong) as otherwise it is supposed their trade would stop with the prohibition of forward dealings. This is an unfounded belief, as some of the broker witnesses have stated that they would rather have no forward dealings than deal on the Stock Exchange without some such rules as Rule 26.

40. For the reasons I have stated above, I am of opinion that the abolition of the said rule is not only unnecessary but such abolition is sure to result in trouble and mischief and that the rule as stated in paragraph 27 of my report is the only real weapon against the raids by capitalist interests on the Stock Exchange. It is proved by the evidence recorded before us (and there is no evidence to the contrary) that the majority if not all, of the corners in recent times were entirely due to capitalist interests attempting to squeeze the members of the Association or their unwary clients. The Sanction mentioned above is fortunately not attached to the remaining nineteen recommendations of the Majority and indeed when they are read it would be ridiculous to suppose that any legislative interference could ever be justified for non-compliance with those recommendations.

41. I also wish to say that as a matter of principle interference by the State in trades like the Share and Stock Brokers is undesirable if not improper. That opinion has been emphatically expressed before the Committee by Sir D. E. Wacha, a gentleman of great civic reputation, having intimate knowledge of the economic conditions of India and of Bombay in particular. After a full criticism and fair recommendation the matter must be left to be adjusted by the demands of public opinion. The members of the Association, I believe realise that "the Stock Exchange cannot succeed and that it cannot be responsive to the public demands which

are made upon it unless it lives upto the highest possible standard of its obligations to an enlightened public sentiment."

I wish to add here that the Majority of the Committee have failed to profit by the lessons to be derived from the failure of the legislative act known as Sir John Barnard's Act in England and its ultimate repeal.

42. For the foregoing reasons I have the honour to recommend :—

(1) That complaints of the public against the Members of the Association should be investigated on the terms mentioned in paragraphs 10 and 11 hereof.

(2) That sub-brokers should be allowed to be employed under the restrictions mentioned in paragraph 19 of this Report.

(3) That in place of Rule 26, 26 (k) and 26 (kh) the Rule as stated in paragraph 27 hereof may be substituted ; and

(4) That at present no case has been made out for the necessity, propriety or utility of legislation for regulating business on the Stock Exchange in Bombay.

Having regard to the fairness of the attitude adopted by the Association in this enquiry, I have no doubt that the Association will at an early date give effect to the recommendations and views put forward by me in this Report.

It is a matter of sincere regret to me that I have not been able to agree with the conclusions of the Majority of my colleagues on some of the most material points arising out of the enquiry. I have, however, the satisfaction of having done my duty in presenting my separate report as the Minority report of the Committee.

28th January 1924.

BHULABHAI J. DESAI.

## APPENDIX 1.

## GOVERNMENT RESOLUTION CONSTITUTING THE COMMITTEE.

Appointment of a Committee of Enquiry regarding the Native Share and Stock Brokers Association of Bombay.

## GOVERNMENT OF BOMBAY.

## FINANCE DEPARTMENT.

Resolution No. 2628.

Bombay Castle, 14th September 1923.

The Governor of Bombay in Council is pleased to appoint a Committee to enquire into the constitution, government, customs, practices, rules, regulations and methods of business of the Native Share and Stock Brokers Association of Bombay and to investigate any such complaints of the public and to make any such enquiries with reference to any of the aforesaid matters or any other matter appertaining to the aforesaid Association as the Committee may deem proper and thereafter with a view to protect the investing public against the interested or irregular control of business to formulate such definite proposals for the future constitution, control, direction and regulation of the aforesaid Association as the Committee may deem proper.

2. The Committee will be constituted as follows :—

Sir Wilfrid Atlay	..	..	Chairman.
Sir Fazulbhoy Currimbhoy	..	..	} Members.
Sir Purshotamdas Thakurdas	..	..	
Mr. R. Lindsay	..	..	
Captain E. V. Sassoon	..	..	
Mr. Bhulabhai J. Desai	..	..	
Mr. Pherozechah M. Dalal	..	..	} Secretary.
Mr. G. Davis, I.C.S.	..	..	

3. The Committee will assemble in Bombay at such place and time as will hereafter be notified.

4. Any person wishing to give evidence before the Committee or to assist the Committee with information is invited to give, by writing or otherwise, intimation to this effect, within fifteen days of the publication of this notification, to the Secretary, Stock Exchange Enquiry Committee, Finance Department, Secretariat, Fort, Bombay.

By order of the Governor in Council,

H. DOW,

Deputy Secretary to Government.

## APPENDIX 2.

## HEADS OF ENQUIRY

OFFICE OF THE  
STOCK EXCHANGE ENQUIRY COMMITTEE,  
Finance Department, Secretariat.

## HEADS OF ENQUIRY.

*A list of items which the Committee will, with such other matters as may appear necessary, take into consideration in their enquiry, is appended, and witnesses, if they desire, may utilise this list for their guidance in their written and oral evidence.*

1. History of the Association. Aims and objects of the Association. The Association's building.
2. Constitution of the Association.
3. Qualifications of members. Admission of members. Necessity and nature of security. Expulsion and suspension of members. Licensing of brokers. Partnerships.



4. Election of President. Power and authority of President. The officers and staff of the Association.
5. General meetings of the Association. Methods of business at general meetings.
6. Constitution of Committee of Management and of sub-committees. Election of committees. Methods of business of committees.
7. Relations of the Committee of Management (*i.e.*, Board of Directors) to (1) the general body of the Association, and (2) the individual member.
8. Method of passing rules. Desirability of printed rules in English available to the public on payment. Adequacy of the rules. Method of enforcing rules.
9. Division of members into the two classes of jobbers (*i.e.*, dealers) and brokers.
10. Clerks authorised and unauthorised. The wearing of badges. The admission of the public.
11. Excessive holidays. Hours of work.
12. The broker and his office. The broker and his client. The buying broker and the selling broker. The broker's method of business. Contract notes. Margins. Commissions.
13. Bombay as a market for securities. The chief varieties of securities dealt in.
14. A cash basis for business. Cash *versus* forward business. Budla business.
15. Blank transfers. Their abolition. A check on gambling. Duties payable on the transfer of shares. Evasion of duties.
16. Fortnightly settlement. The closing of the Exchange for settlement.
17. Corners. Syndicates. Bulls *versus* bears. The power of the Managing Committee to declare a corner and to fix prices. Justification and exercise of this power. Arbitration Committee.
18. The enforcing of bargains and adjustment of disputes. The buying-in-rule. Suspension of buying-in-rule.
19. The breaking of the link.
20. The floatation of companies. New issues and quotations. Admission and removal of scrip from forward list.
21. Fluctuations in shares.
22. The official list and marking of bargains.
23. The Clearing House. Making-up prices. Methods of clearing.
24. Defaulters.
25. Tribunal of Appeal constituted of members of the Association and representatives of commercial bodies before which a member of the public can make complaint with regard to a broker or the Association.
26. Incorporation. Do events in the past make legislation and a charter a necessity. Nature and scope of legislation.
27. Bombay as one of the great markets of the world.

By order of the Committee,

G. DAVIS,

Secretary, Stock Exchange Enquiry Committee.

### APPENDIX 3.

#### ARTICLES OF ASSOCIATION.

*Deed of Association and Declaration Trust of the Native Share and Stock Brokers' Association.*

#### MEMBERS OF THE MANAGING COMMITTEE FOR THE YEAR 1890.

Choonilal Motilal (*President.*)  
 S. Burjorjee.  
 Muncherjee Bhaijee.  
 B. Bhikajee.  
 R. M. Rutnagur.  
 Fackerchund Premchand Raichund.  
 Ramjee Purshotum.

Deepchund Nalchund.  
 Motichund Devchund.  
 Harakhchund Hansraj.  
 Amersey Katchra.  
 Cooverji Merwanji Mehta (*Honorary Secretary*).

## AUDITORS.

Abdoolrahiman Allibhai.  
 Atinaram Hurkisson.

THIS INDENTURE made the third day of December in the Christian year one thousand eight hundred and eighty-seven. Between Choonilal Motilal, Byramjee Bhikajee Kanga, Cawasjee Nosserwanjee Kanga, Huruckchand Hunsraj, Bholanath Lakhminarayan, Amersey Kutchra, Nuthoo Madhowjee, Purbhoodas Jeewandass, Cooverjee Merwanjee Mehta, Ruttonjee Maneckjee Rutnagur, Abdool Rehman Allybhoy, Atmaram Hurkissondass, Deepchund Nahalchand, Dinshaw Hornusjee and Shapoorjee Burjorjee Baroocha Esquires of Bombay brokers of the first part, hereinafter referred to as the parties hereto of the first part : Choonilal Motilal, Byramjee Bhikajee Kanga, Cawasjee Nosserwanjee Kanga, Amersey Kutchra, Ruttonjee Maneckjee Rutnagur, Sonnarayan Nurnarayan, Shapoorjee Burjorjee Baroocha, Motichand Dewchund, Ramjee Purshotum, Mancherjee Bhajjee, Hurruckchand Hunsraj and Gunesh Velljee Esquires of Bombay brokers parties hereto of the second part hereinafter referred to as the parties hereto of the second part; and Bomonjee Dinshaw Petit, Choonilal Motilal, Byramjee Bhikajee Kanga and Joota Hurruckchund Esquires of Bombay of the third part hereinafter referred to as the parties hereto of the third part. WHEREAS on or about ninth day of July one thousand eight hundred and seventy-five a few native brokers doing brokerage business in shares and stocks resolved upon forming in Bombay an association for protecting the character status and interest of native share and stock brokers and of providing a hall or building for the use of the members of such Association. AND WHEREAS ever since several persons acting as brokers in shares and stocks have associated themselves as a Brokers' Association and having become possessed of certain monies are now desirous of formally establishing and forming themselves into a Society to be called the Native Share and Stock Brokers' Association and of executing a proper deed of Association for the purpose; AND WHEREAS at a meeting of the Native Share and Stock Brokers' Association held at the Brokers' Hall within the Fort of Bombay on the fifth February one thousand eight hundred and eighty-seven it was resolved that the parties hereto of the first part should execute the necessary deed on behalf of all the Members of the said Association and draft of which had been prepared by Jemsetjee Cursetjee Cama Solicitor and approved by the members of the Association, AND WHEREAS at the said Meeting the parties hereto of the second part were appointed the Managing Committee of the said Association, AND WHEREAS at the said Meeting the parties hereto of the third part were appointed Trustees of the said Association, AND WHEREAS the undersigned are now desirous of formally establishing and forming themselves into a Society to be called the Native Share and Stock Brokers' Association. NOW THIS INDENTURE WITNESSETH that for effectuating the purposes aforesaid and in pursuance of such agreement in this behalf, each of the said several persons, parties, hereto of the first part for himself, his heirs, executors, and administrators, doth hereby mutually covenant, promise, and agree to, and with each of the others of them, his executors and administrators in manner following:—

I. *Constitution of the Association.*

That they the said several persons parties hereto of the first part and such other persons as have already been and such other persons as shall hereafter be appointed and admitted members in the manner hereinafter mentioned shall henceforth constitute and be a Society to be called the Native Share and Stock Brokers' Association.

II. *None but Natives to be Members.*

That no other persons except natives of India shall be admitted as members of the said Association nor shall any members other than natives of the Bombay Presidency be allowed to take part in conducting and managing the affairs of the Association.

III. *Who are to be Members.*

That any person who is a native of India or a firm consisting wholly of Natives of India may with the assent of the Managing Committee for the time being of the Association become a member of the Association.

IV. *Application for admission.*

That the application for admission to membership shall be made in writing to the Managing Committee for the time being of the Association and shall be in such form as the Managing Committee shall from time to time prescribe.

*V. How to be Signed.*

That the application shall be signed by the candidate.

*VI. Power to reject application.*

That the Managing Committee may at their discretion reject any application without assigning any reason.

*VII. Annual Subscription.*

That every member shall pay an annual subscription of five rupees. Such subscription shall be payable on the first day of January in each year.

*VIII. Entrance Fee.*

That a newly admitted member shall immediately on his admission pay an entrance fee of Rupees fifty-one as well as the annual subscription payable.

*IX. Entrance fees and subscription to be paid before privileges exercised.*

That such newly admitted member shall not be entitled to exercise any of the privileges of a member unless he shall have paid such entrance fee and subscription, and if he shall for one Calendar month after his admission shall have been notified to him in writing or otherwise by the Secretary of the Association make default in such payment he shall *ipso facto* cease to be a member.

*X. Power to increase fee and subscription.*

That the Managing Committee may at any time with the sanction of a general meeting increase or reduce the annual subscription and entrance fee.

*XI. Power to withdraw from Association.*

Any member may withdraw from the Society by giving two Calendar months' notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a member.

*XII. Right of members and their sons.*

That the rights and privileges of a member during his life time shall be enjoyed by his sons without any payment of entrance fee or the annual subscription but otherwise shall be personal and incapable of transfer by the act of such member or by operation of law, those of a firm shall cease upon its dissolution and those of an individual member on his death.

*XIII. Arrears to be paid by withdrawing members.*

That any person who shall by any means cease to be a member shall nevertheless remain liable for, and shall pay the Association, all monies which at the time of his ceasing be a member may be due from him to the Association.

*XIV. Powers as regards members in arrears.*

That if any member shall neglect for one Calendar month to pay any money due from him to the Association, the Managing Committee may by notice in writing or otherwise request him to pay such money. The notice shall appoint a day and place for payment. If the requisitions of such notice are not complied with, the Managing Committee may suspend the privileges of such member for such period as they may think fit.

*XV. Objects of the Association.*

That the said Association is established to support and protect the character, status, and interests of brokers, dealing in shares, stock, and other like securities in Bombay, to promote honourable practice, to suppress mal-practices, to settle disputes amongst brokers, to decide all questions of usage or courtesy in conducting brokerage business.

To erect, construct, and maintain at Bombay a suitable building, to be used as a Brokers' Hall and for such other purposes of the Association as may be determined upon and to call such building "Sir Dinshaw Petit Native Brokers' Exchange Hall."

To borrow, with the sanction of the members of the Association given at a Special General Meeting convened for the purpose, any monies required for the purposes of the Association upon such securities as may be determined.

To purchase or otherwise acquire, with the sanction of the members of the Association given at a Special General Meeting convened for the purpose, any real property and any rights or privileges necessary or convenient for the purposes of the Association, and in particular any land, buildings or easements.

To take on lease any real and personal property and any rights or privileges necessary or convenient for the purposes of the Association and in particular any furniture.

To invest the monies of the Association not immediately required upon such securities as may from time to time be determined upon.

To sell, develop, lease, mortgage, dispose of, or otherwise deal with, with the sanction of the members of the Association given at a Meeting specially convened for the purpose all or any part of the property of the Company.

To do all such other things as are incidental or conducive to the attainment of the above objects.

#### *XVI. Managing Committee.*

That there shall be a Governing Body or Managing Committee of the said Association consisting of at least twelve members of the said Association, and such Committee shall be at liberty to elect from their own body their President, Secretary, Treasurer and Accountant, who shall be *ex-officio* President, Secretary, Treasurer and Accountant respectively of the said Association.

#### *XVII. First Managing Committee.*

Until the annual meeting in the year one thousand eight hundred and eighty-eight the parties hereto of the Second part shall be Managing Committee of the said Association.

#### *XVIII. Retirement of Committee men.*

That three of the members of the Committee of management for the time being shall retire every year at the annual general meeting of the members of the said Association to be held as hereinafter mentioned, and the members of the present Committee shall retire in the order in which their names appear in these presents, the first retirement of such members to take place at the annual general meeting to be held in the year one thousand eight hundred and eighty-eight and as soon as all members of the present Committee shall have retired or shall have otherwise ceased to be members of the said Committee of management the members of the Committee for the time being shall retire in the order in which they shall have been elected or appointed and all members retiring shall be eligible for re-election.

#### *XIX. Filling up vacancies on retirement.*

That on every such retirement as aforesaid the members of the said Association shall at the annual general meeting in the year in which such retirement shall take place elect from amongst themselves three persons to be members of the said Committee in the place of those members who shall have so retired and in case new members of the Committee shall not be elected at any annual general meeting at which such new members ought to be elected the retiring members shall continue in office until new members shall be duly elected at any annual general or special general meeting of the members of the Association.

#### *XX. Committee of management have powers to supply vacancies of office-bearers, etc.*

That the Committee of management shall have the power of supplying vacancies of office-bearers and in their own number from amongst the members of the said Association but the persons appointed to supply such vacancies respectively shall duly hold office so long as the persons respectively, whose places they are appointed to supply would have held office in case such vacancies respectively had not occurred.

#### *XI. Powers of Committee: Mode of conducting business.*

That the management of business and the control of the said Association shall be vested in the Managing Committee who in addition to the powers and authorities by these presents expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby expressly directed or required to be exercised or done by the Association in General Meeting and the Committee of management shall have the sole and entire management, control and superintendence of the income, funds and property and expenditure of the Association, and all other affairs and concerns thereof and of nominating and appointing such officers and servants thereof as they may deem necessary or useful to the said Association and of removing them if they shall think fit, and of prescribing their duties and of framing and altering Bye laws and Rules from time to time for the guidance of the members and it shall be lawful for the Managing Committee for the time being of the said association to commence prosecute and defend all such actions suit and proceedings whether Civil or Criminal and the same to compromise or submit to arbitration and to make, give, sign and execute all and every such warrant to sue or defend on behalf of the Association or any other document and the Committee shall meet together once a month or as often as may be

requisite and it shall be lawful for the said Committee or the majority present at any meeting thereof at which five or more members thereof may be present to perform all the duties of the said Committee and to do all such acts as shall appear to them necessary or fitting to be done in order to carry into full operation and effect any of the objects and purposes of the said Association so that the same be not inconsistent with or repugnant to any of the provisions of these presents, and that at every meeting of the Committee, the President thereof shall preside or in his absence such other person as shall then be present and be appointed Chairman by the Members of the Committee then present and no Member shall have more than one vote except the president or other person in the chair who shall have an additional casting vote on all questions when the votes given shall happen to be equal.

*XXII. Secretary to convene Meetings of the Committee.*

That the Secretary shall convene Meetings of the said Committee whenever necessary or on the requisition of two or more members of the said Committee and the proceedings of the said Committee of Management shall be written in a book to be kept for the purpose by the Secretary.

*XXIII. Annual General Meeting of the Members.*

That about or shortly after the month of January in each year the said Committee of Management shall convene a meeting of the members and subscribers of the said Association to be called the annual general meeting of the said Association and shall submit to such meeting the annual report of the proceedings of the said Association and a summary thereof, giving an account of the state of the said Association and also the Treasurer's account of the previous year together with the auditor's report thereon.

*XXIV. Annual General or Special General Meetings: How to be convened.*

That the Annual General Meeting of the said Association shall be convened by advertisement to be inserted in two or more newspapers of Bombay at least three days before the time appointed for such meeting, and the said Committee of Management shall also on the requisition of fifty or more members of the said Association convene a special meeting of the said Association also by advertisement to be inserted in the public newspapers of Bombay at least three days before the time appointed for such meeting.

*XXV. Business to be transacted at Annual General Meetings.*

That no business other than that provided by the twenty-third clause of these presents and the appointment of members of the said Managing Committee in the place of retiring members and of Auditors shall be brought forward or transacted at any Annual General Meeting unless the advertisement convening such meeting shall specify what other business is intended to be brought forward.

*XXVI. General Meetings to have power, etc.*

That the said Association at Meetings duly convened for the purpose shall and may ordain and make such and so many Rules and Orders although they may have the effect of altering the clauses and provisions of these presents as to them or the major part of them shall seem necessary or convenient and proper for the regulating and better governing the said Association and the members and affairs thereof, and for the admission of members of the said Association and the election and re-election of the Committee of Management and the qualification of the electors and appointment of the members of the Committee and their retirement and the appropriation of the funds and property of the Association and performing the duties of the said Committee and of the several Officers and servants of the said Committee and generally for carrying the objects and purposes of the said Association into full and complete effect and such Rules and orders or any of them from time to time to alter, change or annul. Provided, always that no change or alteration whatever be made in so much of the second section as provides that none but members of the Native community of the Bombay Presidency shall be appointed Trustees of these presents or members of the said Managing Committee.

*XXVII. Proceedings of General Meetings.*

That every question submitted to an annual general or special general meeting of the said Association shall be decided by a majority of the votes of the Members present and at such Meeting votes shall be taken by a show of hands unless a ballot be demanded by at least five of the Members present the Chairman of the Meeting shall have a casting vote and twenty-five members of the Association shall form a quorum for the transaction of business at any General Meeting.

*XXVIII. Power to purchase and sell lands, etc.*

That the said Committee shall be at liberty to purchase and sell with the sanction of a General Meeting specially convened for the purpose such lands or buildings or erect and build such building or buildings in such locality or localities in the Island of Bombay as they may think fit for the use of the Members of the said Association.

*XXIX. Duties of the Treasurer.*

That the Treasurer of the said Association shall recover and receive all the subscriptions, donations and all other moneys due to the said Association, and shall give receipts for the same countersigned by the President of the Association, or in his absence by a member of the Committee, and shall defray and pay all the expenses of the said Association in conformity with the directions of the said Committee of Management communicated through the Secretary and shall keep a full and detailed account of such receipts and disbursements and of the general income and expenditure and of the funds and investments of the said Association and shall submit such accounts to the said Committee when required and such accounts shall be open to the inspection of the members and subscribers at such time and place as may be appointed for the purpose by the said Committee, and shall be laid before the annual General Meeting, and shall be published annually for the information of the members of the said Association.

*XXX. Auditors.*

That the annual General Meeting shall annually appoint two auditors, who shall audit the accounts of the Association, examine the securities, or other investments, of the funds of the said Association, and make their report which shall be submitted to the annual General Meeting of the said Association; until the annual meeting in the year one thousand eight hundred and eighty-eight Atmaram Hurkisondass and Abdool Rahiman Allibhoy shall be the first auditors. If any casual vacancy occurs at any time in the office of auditor the Managing Committee shall forthwith fill up the same.

*XXXI. Trustees to be appointed as occasion may require.*

That the members of the said Association at the annual General Meetings or at special meeting convened for the purpose as occasion shall require, shall from time to time appoint such persons as they please, Trustees of the said Association and shall have power from time to time to remove such Trustees or one or more of them as they shall see occasion and to appoint another or others in their or his place or stead and in the names or name of the Trustees for the time being shall be made and taken all grants, conveyances, and assurances of the property in favour of the said Association and all instruments and assurances for the security and indemnity of the said Association, and of the committee, officers, property, capital, stock, and effects thereof.

*XXXII. Deed declaring Trust.*

The Committee of management shall cause a deed or instrument to be executed, declaring the Trusts upon which the Trustees hold or will hold any property of the Association vested in them and they shall do so on every appointment of any Trustee and the Committee of Management shall cause such of the property of the Association as shall be directed or intended by the General Meeting, appointing such Trustee or Trustees to be vested in his or their name or names or under their or his legal control, jointly with any continuing or other Trustee or Trustees or solely as the case may be or may be so directed or intended as aforesaid.

*XXXIII. Receipt of the Trustees to be a sufficient discharge.*

That the receipt of the Trustees for the time being of the said Association for the purchase moneys of any property sold by the Committee of management of the said Association being the subject of their Trusteeship shall be good and sufficient discharge to the persons, paying or delivering such moneys or effects for the money, or effects which in or by such receipt shall be expressed to be or to have been received and the persons paying or delivering the same money or effects and taking such receipts aforesaid shall not afterwards be obliged or required to see to the application of the same money or effects to be answerable or accountable for the misapplication or non-application thereof.

*XXXIV. The first Trustees, and provisions for the appointment of new Trustees.*

The parties hereto of the third part shall be the first Trustees of the said Association for the several purposes herein expressed, and they shall respectively continue in Office, till they or any of them die or become insolvent, or leave Bombay or be removed or be desirous of withdrawing from the Trusts reposed in him or them and that upon the happening of any of such events, the members of the said Association shall at a duly convened annual general or special Meeting nominate and appoint a successor or successors, who shall thereupon be and become a Trustee or Trustees in the room of such Trustee or Trustees, so dying, becoming insolvent, leaving

Bombay, being removed, or relinquishing his Trust as aforesaid provided also that none but members of the Native Community of the Bombay Presidency shall be appointed Trustees under these presents or members of the said Committee of Management.

**XXXV. Power of the Trustees to invest.**

That the Trustees for the time being shall from time to time, on the application of Committee of Management of the said Association, invest all moneys belonging to the said Association, in public fund, or securities of the Government of India, Port Trust Bonds, Municipal Bonds, houses and landed property or by depositing the same at a fixed rate of interest with any respectable Joint Stock Company and shall from time to time by the direction of the Committee of Management alter and transpose the funds, and securities in or upon which the moneys for the time being shall be invested.

**XXXVI. Investment of Surplus Funds with the Treasurer.**

That any surplus funds which may from time to time remain in the hands of the said Treasurer or of the Committee of Management may if the said Committee think fit to be invested in the securities or in manner aforesaid, in the names of the Trustees for the time being, of these presents for a building fund or for the creation of an insurance fund, repairs fund, furniture fund, salaries fund, or any other fund.

**XXXVII. Liabilities of Trustees and Liberty to Re-imburse.**

That the said Trustees hereby appointed or herein named or any Trustee or Trustees that may hereafter be appointed in manner aforesaid shall not at any time be made liable for any more money, than shall actually come into his or their own proper hands, or for the loss, or variation in the price of securities or for the failure of any Bank or Broker, or the dishonesty of any clerk or servants or other person with whom any part of the trust property may be deposited or placed in charge or be liable for any other than his own immediate and respective wilful acts, deeds, and defaults and every such Trustee shall be at liberty from and out of all or any part of the trust moneys in the first place, to re-imburse himself all sums of moneys, costs, charges, damages, expenses, and demands whatsoever which he can, shall or may reasonably incur, bear, sustain, or be put into in any manner howsoever by reason or on account of his acceptance or execution of the Trusts anything hereinbefore contained to the contrary thereof in anywise notwithstanding.

IN WITNESS whereof the said several parties hereto have hereinto set their hands, and seals the day and year first above written.

Signed, sealed, and delivered by the several parties }  
in the presence of PESTONJEE DADABHOY }  
CAMBATA,

Clerk to Mr. Jemsetjee Cursetjee Cama.

शा० चुनीलाल मोतीलाल,

(i.e.) Sha Choonilal Motilal.

B. Bhikajee.

Kavasjee Nusserwanjee Kanga.

हरभचंद हुंसराज,

(i.e.) Harakhchand Hunsraj.

भोलानाथ लखमिनारायण,

(i.e.) Bholanath Lakhminarayan.

अमरसी कचरा,

(i.e.) Amersey Katchra.

नथु माधवजी,

(i.e.) Nathoo Madhowjee.

Purbhoodass Jeevundass.

Cooverji Merwanji Mehta.

R. M. Rutnagar.

Abdoolrahiman Allibhai.

अतमराम हर्किसन,

(i.e.) Atmaram Hurkisson.

Deepchand Nalchand.

Dinshaw Hormusjee.

S. Burjorjee.

- શા. ચુનીલાલ મોતીલાલ,  
(i.e.) Sha Choonilal Motilal.  
B. Bhikajee.  
Kavasjee Nusserwanjee Kanga.  
અમરશી કચરા,  
(i.e.) Amersey Katchra.  
R. M. Rutnagur.  
Somnarayan Nurnarayan  
S. Burjorjee.  
Motichand Devchand.  
રામજી પુરશોતમ,  
(i.e.) Ramjee Purshotum.  
મુન્ચરજી ભાઈજી,  
(i.e.) Muncherjee Bhajjee.  
હરખચંદ હનરાજ,  
(i.e.) Harakhchund Hanaraj.  
ગુણેશ વેલજી,  
(i.e.) Gunesh Veljee.  
Bomanjee Dinshaw Petit.  
શા. ચુનીલાલ મોતીલાલ,  
(i.e.) Sha Choonilal Motilal.  
B. Bhikajee.  
Jutha Harakhchand.

## APPENDIX 4.

## DECLARATION OF TRUST.

*Declaration of Trust of the Sir Dinshaw Petit Native Brokers' Exchange Hall.*

THIS INDENTURE made the Third day of December in the Christian year one thousand eight hundred and eighty-seven Between Choonilal Motilal, Byramjee Bhikajee Kanga, Cawasjee Nusserwanjee Kanga, Huruckchund Hunsraj, Bholanath Lakhminarayan, Amersey Kutchra, Nuthoo Madhowjee, Purbhoodas Jeewandas, Cooverjee Merwanjee Mehta, Ruttonjee Maneckjee Rutnagur, Abdool Rehman Allybhoy, Atmaram Hurkiissondass, Deepchund Nahalchand, Dinshaw Hormusjee and Shapoorjee Burjorjee Baroocha Esquires of Bombay, the Managing Committee of the Native Share and Stock Brokers' Association of the one part, hereinafter called the said parties hereto of the first part and Bomanjee Dinshaw Petit, Choonilal Motilal, Byramjee Bhikajee Kanga, and Jootha Hurruckchund Esquires of Bombay, of the other part, hereinafter called the said parties hereto of the second part. WHEREAS by Indenture dated Third day of December One thousand eight hundred and eighty-seven being Articles of Association of the Native Shares and Stock Brokers' Association the said parties hereto of the first part were appointed the first Managing Committee of the said Association AND WHEREAS by such Indenture it was agreed that the members of the said Association at their annual general meetings or at a special meeting convened for the purpose, as occasion should require, should from time to time appoint persons to be Trustees of the said Association and should have power from time to time to remove such Trustees or one or more of them as they should see such occasion and to appoint another or others in their or his place or stead and in the names or name of the Trustees for the time being should be made, and taken all grants, conveyances, and assurances of property, in favour of the said Association, and all instruments and assurances, for the security and Indemnity of the said Association and of the Committee Officer's property, capital, stock and effects thereof and that the Committee of Management should cause a deed or instrument to be executed declaring the trusts upon which the Trustees held or would hold any property of the Association vested in them, and they should do so on every appointment of any Trustee and the Committee of Management should cause such of the property of the Association, as should be directed or intended by the General Meeting, appointing such Trustee or Trustees to be vested in his or their name or names or under their or his legal contract, jointly with any continuing or other Trustee or Trustees or solely as the case might be or might be so directed or intended as aforesaid AND WHEREAS the said Bomanjee Dinshaw Petit, Choonilal Motilal, Byramjee Bhikajee Kanga, and Jootha Hurruckchund were appointed Trustees of the said Association AND WHEREAS the said Native Share and Stock Brokers' Association is possessed of Rupees Thirty-eight thousand deposited with the Manockjee Petit Manufacturing Company



Limited, to run at interest at six per cent. per annum, being made up of monies realized by sale of Twenty-five shares in the Victoria Manufacturing Company Limited, given to the Native Share and Stock Brokers' Association by Sir Dinshaw Manockjee Petit for building a Brokers' Exchange Hall in consideration of the members of the said Association having got several shares subscribed to a joint stock Company, promoted by the said Sir Dinshaw Manockjee Petit under the name of the Victoria Manufacturing Company Limited, and which with interest amounted to Eighteen thousand eight hundred and eighty Rupees and of Seven thousand Rupees collected by the members of the Native Share and Stock Brokers' Association and a sum of Rupees Twelve thousand one hundred and sixteen, Annas fourteen, given as a donation by Sir Dinshaw Manockjee Petit, on the condition, that all the above moneys be vested by the Native Share and Stock Brokers' Association in the names of Trustees for the purpose of being used towards building at Bombay, a suitable Hall, on a suitable site and to be for ever called the Sir Dinshaw Petit Native Brokers' Exchange Hall, which the Native Share and Stock Brokers' Association agreed to do NOW THIS INDENTURE WITNESSETH that in pursuance of the said Articles of Association of the said Native Share and Stock Brokers' Association, and in consideration of the premises It is hereby agreed and declared between and by the parties hereto that the said Bomanjee Dinshaw Petit, Choonilal Motilal, Byranjee Bhikajee Kanga, and Jootha Hurruckhund and the Survivors and Survivor of them, and the Executors or Administrators of such Survivor or the other Trustees or Trustee for the time being of these presents hereinafter called the Trustees or Trustee shall stand possessed of the said sum of Rupees Thirty-eight thousand upon Trust, to hold the principal thereof, in fact until the Association at a General Meeting specially convened for, for the purpose, direct the Trustees for the time being of these presents by writing under the signature of the Managing Committee for the time being of the said Association that the said Trust Fund in whole or in part, shall be laid out, for the purpose of purchasing land, and erecting a building thereon for a Brokers' Hall or of purchasing land with building to be used as Brokers' Hall to be called and ever thereafter to be known as the Sir Dinshaw Petit Native Brokers' Exchange Hall in which event the Trustees shall pay to such person or persons under the direction and with the consent of the Managing Committee of the Association either the whole amount of the Trust Fund or such part thereof, from time to time, as may by such Notice be required in and towards the fulfilment, and completion of the said object, and no other use or purpose or object whatsoever, but the Trustees for the time being of these presents shall in the meanwhile pay to the Committee of Management for the time being or to their order when required so to do the interest and dividends of such Trust Fund for the purpose of being applied towards the payment of rent of a Brokers' Hall. AND THIS INDENTURE FURTHER WITNESSETH they the said Bomanjee Dinshaw Petit, Choonilal Motilal, Byranjee Bhikajee Kanga and Jootha Hurruckhund do hereby respectively testify and declare their acceptance of the Trusteeship to which they are appointed by these presents, and that they their heirs, executors, administrators and assigns shall and will from time to time, and at all times hereafter, stand possessed of, and interested in the said monies, and the securities therefor, and all monies which may be given by the said Association or any other person or persons at the order and disposal of the said Native Share and Stock Brokers' Association for the purpose of having it employed towards building a Brokers' Hall to be for ever thereafter called Sir Dinshaw Petit Native Brokers' Exchange Hall, and upon the terms and with the subject to the powers, provisoes, declarations and agreements expressed, declared, and contained, respectively in and by the Articles of Association for the time being of the Native Brokers' Association.

IN WITNESS whereof the parties to these presents have hereinto set their respective hands, and seals the day and year first above written.

Signed, sealed, and delivered by the }  
above named in the presence of }  
PESTONJEE DADABHOY CAMBATA, }

Clerk to Mr. Jamshetjee Cursetjee Cama.

शा० चुनीलाल मोतीलाल,

(i.e.) Sha Choonilal Motilal.

B. Bhikajee.

Kavasjee Nusserwanjee Kanga.

हरभयंद हंसराज,

(i.e.) Harakhchund Hansraj.

भोलानाथ लखमिनारायण,

(i.e.) Bholanath Lakhminarayan.

अमरसी कचरा,

(i.e.) Amersey Katchra.

नथु माधवरा,

(i.e.) Nathoo Madhowjee.

Purbhoodass Jeevundass.

Cooverji Merwanji Mehta.

R. M. Rutnagur.

Abdoolrahiman Allibhai.

અત્તમરામ હુર્કિસન,

(i.e.) Atmaram Hurkisson.

Deepchund Nalchund.

Dinshaw Hormusjee.

S. Burjorjee.

Bomanjee Dinshaw Petit.

શા ઓચોનિલા મોતિલાલ,

(i.e.) Sha Ochoonilal Motilal.

B. Bikajee.

Jutha Harakchand.

#### APPENDIX 5.

##### OFFICIAL REPRESENTATION OF NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

When the last European War broke out in 1914, the Stock Exchange in Bombay had to be closed, a thing which happened in all the countries of the world. Commerce and industry were not only in efflux at that time but greatly demoralised and investments were little thought of owing to popular pessimism. But with the progress of the War, the allies made strenuous efforts to win the War and India contributed her fair share therein by supplying to the allies materials necessary for the purpose of the War, such as food-stuff, raw materials, etc. Pessimism soon gave way to optimism, which stimulated a brisk trade such as was never experienced before. The Mills and Factories in Bombay worked day and night to help the allies. An exceptional opportunity was offered to India to increase its own wealth and a new period of prosperity set in. With the abundance of wealth people allowed themselves to be drawn into a variety of transactions of a highly speculative character. Owing to Government control, those who previously indulged in speculation of Bullion, rice, seeds, wheat, sugar, etc, found in the Stock Exchange a new outlet as substitute for the others for indulgence in speculation and gamble. Dalal street was then so much crowded with such people that the public found it difficult to pass by that street. All the phenomenal prosperity found vent in a variety of speculative investments. The large wealth that poured in stimulated the avarice of thousands, who flocked to the Share Bazaar. Lastly, fabulous sales and purchases of shares of all kinds were daily in vogue. There would be "lightning" rises and falls to take one's breath away.

Mr. M. A. Haveliwala while proposing at the Bombay Legislative Council the appointment of an Enquiry Committee remarked as follows:—

"Bombay merchants made large fortunes, and curiously enough, the last war of 1914-1919 presents a parallel as in the time of the American Civil war. Bombay merchants made large fortunes just about the time in 1914-1919 undoubtedly and went in for wild speculation in all the commodities, including the landed properties in the city of Bombay, and the Share Bazaar soon became a centre of attraction for all. Tradesmen, professional men, and even the clerks and the peons in the offices, distracted their attention from their legitimate avocations of life and played out their money on the Stock Exchange with a view to get rich quickly. In the result, scores of companies were floated and people were allowed to go in for those shares at high premium by the adventurers or the so-called promoters of the joint stock companies. The events of the last two years show as to how many companies have come to grief and it is a common knowledge that hundreds of people are ruined owing to their inability to pay up call moneys."

Mr. S. J. Gillum, presiding at the annual general meeting of the Imperial Bank of India (then the Bank of Bombay) in 1920, said:—

"Although India has greatly strengthened her economic position during the last year or two, it is not certain that her new found resources are being applied in a rational manner toward the development of her commerce and industry. Last year my predecessor sounded a note of warning to investors against rushing into every new venture that was put on the market and the warning seems still necessary. New companies are being registered on a greater scale than ever, 906 were registered during the year with an authorised capital of Rs. 274 crores compared with 291 companies the previous year with a capital of Rs. 21 crores. Where new capital has been invited to extend industries already established on a profitable basis the public are justified in responding fully

to the invitation, but some new companies are now being promoted which have very little prospect of ever becoming successful. Japan has lately provided an object lesson of a sharp re-action following a period of unexampled prosperity."

Speculation was indulged in on a gigantic scale during the boom, simply because the people had lost their heads. Those, who had until then, kept aloof from the Share Bazaar as well as those, who had previously never dealt in shares of any description, now began to buy shares of new companies. To-day, there must be thousands of people all over India who hold more or less industrial shares at prices, which in quiet and normal times, they would never have dreamed of buying, and considered it insanity to touch. That boom was in reality their nemesis.

Further explanation has been given at our General Meeting convened on 29th October 1923, which we need not repeat here but crave leave to draw your attention thereto. It was also stated at the said meeting that the local English and Foreign banks dealing with our members to the extent of lacs of rupees have at no time made any complaint or made suggestions regarding the working of our Association. Why? Because they had no reason to do so. These banks have been selling and purchasing shares worth lacs of rupees for years and years past, but we have never heard or known that they have lost their confidence in us. The Central Bank of India, Ltd., and Messrs. Place Siddons and Gough of Calcutta have the largest dealings with several members of the Association. From their letters, copies of which are given in appendix 43, it is quite clear that they have no complaints to make against the Association or its members. This is a clear indication of the fact that those who do *bona fide* business have no cause to complain against us. It is only those, who with a view to getting rich quick went headlong into gambling transactions on a large scale that have raised a loud clamour, because they failed to achieve their fond object. It is natural, and *bona fide* investors should rejoice that such fortune hunters and gamblers have been greatly on the wane in our Bazaar. We therefore believe beyond the shadow of doubt that the *bona fide* investing public have no grievances whatever against our Association. We beg to refer to paragraph 2nd at page 11 of the report of our General Meeting held on 21st August 1923 and to the last paragraph of the letter written to His Excellency on 18th July 1923.

After the period of the boom was over in 1920 a very great slump indiscriminately in the prices of all kinds of shares was experienced. A reference to appendix 1 will show at what prices some of the shares were quoted on the re-opening of the bazaar in January 1915, at what prices in 1920, at what prices at present and the highest price they touched during boom period. It will clearly indicate the zenith and nadir of certain well-known stocks.

Under these circumstances so long as specific charges are not levelled against us and we are not informed as to the complaints of the public against us, we do not see the necessity of putting any defence. We are here simply trying to give an explanation regarding the misrepresentations, which have been made in the public. The remarks made by Mr. Naoroji M. Dumasia in the Legislative Council regarding our Rules and Regulations were absolutely unjustifiable. It was not unnatural that members of the Council having no knowledge of the Share Bazaar were misled by his inaccurate and meaningless remarks. If you were to sift our Rules and Regulations as well as our usages and customs, you will be convinced that there is not an atom of truth in such remarks. We have of course gone on altering our Rules and Regulations from time to time as we acquired experience and felt the necessity of so doing. At present we have prepared a draft of all our Rules and Regulations, a copy whereof is sent herewith, suitable to the present times. Our solicitors Messrs. Payne and Co. have made additions, alterations and changes in these rules after careful consideration, after examining whether they are in conformity with the law and whether they are reasonable or not. We shall be too happy to welcome any practical suggestions which the Enquiry Committee may make with regard to our new rules.

When the resolution for the appointment of an Enquiry Committee regarding the Share Bazaar was moved at the Legislative Council, several facts were misrepresented, such as "Unlike the London Stock Exchange, any body who purchases a membership card at the auction sale can on a deposit of Rs. 30,000 become a member of the Stock Exchange and no certificate as to the status or character is needed." We have cleared up this matter in our letter to His Excellency dated 18th July 1923 in the last paragraph at page 4 thereof.

It was owing to such a misrepresentation of facts and to none in the Council being sufficiently conversant with the true facts that this resolution came to be adopted. We believe that such a resolution would never have been passed, had the true facts been placed before the Council. Rao Bahadur G. K. Chitale remarked in the Legislative Council "Sir, because certain people have been gambling in shares, and because their operations are likely to bring ruin to others, to my mind that is not a very good ground or proper occasion on which this House should pronounce a definite opinion. After all, a good many of my Honourable friends to whom I have spoken know nothing about this matter. We have never gambled. We do not know what are these shares and these bears and these bulls. We merely invest a little money and we get our interest. Who gambles in them God alone knows."

Though Mr. Naoroji M. Dumasia is a member of our Association he had no warrant to make the unreasonable and unjust remarks which he did against the Association at the Legislative Council. The resolution which was proposed by the Board at our Extraordinary General Meeting held on 25th October 1921 regarding the qualifications of a director was thoroughly reasonable (*vide* Appendix 2). Such a rule exists in all other stock exchanges. Yet ultimately only two members were against the said resolution and they were Messrs. Dumasia and Kothari. All these details will be found in the report of the said meeting given in Appendix 2. In spite of this, he made the following remarks in the Council :—

“ In order to have the monopoly of power, the board of management or what is called the board of directors, formed a caucus last year in order to shut out certain members from becoming members of the board. They therefore hurriedly passed a rule that those members who were not of five years' standing should not be eligible for election.”

In truth he and his associates attended the General Meeting with a premeditated view to oppose this resolution. To cast his very words in his teeth, it was he, who was guilty of having manipulated a caucus and not the Board. But when all the facts were clearly explained at the meeting, nobody supported Mr. Dumasia. Similarly Mr. Dumasia opposed a resolution (which was lost) and which was brought before the General Meeting by the Board with a view to obtain particulars in case of corners as regards the parties and the number of shares held by them after examining the books of the members involved in such corners. Such a procedure is warranted by the New York Stock Exchange. Mr. Dumasia at no time made any suggestion to the Board or proposed any improvements and additions upon which the Board did not act. It is probable that other members of the Council might have been led astray by such misleading remarks.

With reference to the complaints regarding the closing of the Exchange the matter has been treated in detail on page 3 of our letter to His Excellency dated 18th July 1923. We crave leave to invite the attention of the Committee to the said letter.

In addition, we beg to observe that even in the Calcutta Stock Exchange 31 holidays over and above bank holidays are observed. Besides, the Exchange there, like London Stock Exchange, does not work on Saturdays. We enjoy only 14 extra holidays and work on Saturdays also.

In our letter to His Excellency, dated 18th July 1923, we have given explanation regarding the allegations against our rule as to cornering and the Board's resolutions relating thereto. Further explanation regarding the matter was given at the General Meeting held on 21st August 1923 (*vide* page 5 of the said report). Consequently we do not see the need of repeating the same explanation here. The complexity and perplexity attendant upon a corner is not a feature of the recent times, *i.e.*, they belong even to the pre-war period. Similar difficulties arose even before and they were then solved in a manner in which they are done at the present day. In spite of this at that time no cries were raised nor an agitation made. The Press was not inspired then and did not make any attacks on the Association. The settlement of the cornered shares was so smoothly and quietly done as if there was no corner needing the interference of the Committee. But now-a-days the operators of corners are big and influential men and when they see that they and their henchmen as a result of excessive speculation incur heavy losses and when they find their objects frustrated, they vent their enraged feelings against the Share Bazaar for their own rash and reckless transactions (*vide* last paragraph of our letter to His Excellency, dated 18th July 1923, page 3). They thereby try to take over the management of the Exchange in their own hands with a view to make money at the sacrifice of honest *bona fide* but inexperienced investors (*vide* paragraph 2 of our letter to His Excellency, dated 6th August 1923 at page 2). These gamblers have not succeeded in influencing us but were a tribunal of appeal consisting of members of public bodies appointed, such gamblers can easily influence them.

The rule regarding corners is dated back to the year 1910. It is not of recent times. In 1910 a corner in the shares of Manekji Petit Mills was created. At that time the business in Manekji Petit shares was stopped and the buying-in rule was suspended. The operator of the corner, Mr. Ferozeshaw Petit, bought shares of the said company at Rs. 3,950 for the current settlement and sold the same for Rs. 3,300 for the next settlement. The Board considered such business to be ruinous and passed the following rule on 19th January 1910. Mr. Petit effected a compromise with the Board and received difference from the shorts on the footing of the price of Rs. 3,800.

*Board's resolution, dated 19th January 1910.*

“ If the Board infer that there is going to be some fraud with regard to the purchases and sales of the shares of a particular company, then at such times the Directors will intervene, and all members shall have to act according to any resolution passed by the Board of Directors and at no time a corner will be allowed to be effected.”

The Board made the following addition in the above rule on 27th June 1918 :—

*Board's resolution, dated 27th June 1918.*

" Under any circumstances if in any instance a corner be discovered then the sales will be allowed to be carried forward to the next settlement and the maximum amount of backwardation allowed in such a case will be 3 per cent. and the applications for buying-in shares will be disposed of as follows :—

" The parties who have got notices issued for buying-in shares of a company shall have to buy them, but if in any case the shares are not bought-in against the seller and the purchaser has received a transfer from the original seller direct against such notice then the shares will be considered as bought-in and the payment in respect thereof shall be made at the price fixed by the Board and which price will be approximate to the prices at which the shares were bought-in on that day and this making up price will be considered final."

Prior to the year 1919, corners in the shares of Manekji Petit Mills and Standard Mills and in the deferred shares of the Katni Cement Co., were effected and they were disposed of by the Board at that time in the same way as done now as stated above by means of settlement rates fixed by the Board and at all these times no complaint was made by any one.

The failures of Indian banks in 1913 had their effect on the Share Bazaar as many of them had vast dealings with it and resulted in the failure of some of its members. At that time even, the Board had to intervene in order to enable the Exchange to tide over the difficulties. The Board gave facilities to the brokers of these bull speculators, who were unable to take up their purchases and pay for the same to invoice back the shares. One member Mr. Jehangir Byramji who had a large holding in Manekji Petit was adjudicated an insolvent and if under these circumstances his holding-in shares were allowed to be sold out under the rules and regulations, then and in that case the Board apprehended that a crisis would be inevitable and so the Board intervened and persuaded the members who had sold Manekji Petit shares at about Rs. 3,200 to repurchase them at Rs. 2,600 (the market price then was Rs. 2,000) and the members respected the Board by acting up to its suggestion (*vide* Appendix 3). These very shares they had to sell back at Rs. 1,800 to Rs. 2,000 and thereby incurred heavy losses, in the interests of the Exchange and the public. The public will have an idea of the high commercial morality prevailing in our Exchange. From this instance the Enquiry Committee will find that our members who had sold Petit shares at Rs. 3,200 on account of banks or their clients had to repurchase them at Rs. 2,600 and then they had to re-sell them at Rs. 2,000, thus suffering a loss without any fault of theirs of Rs. 1,200 on each share. And this was done by every member at the request of the Board in order to maintain the prestige of our Association (*vide* Appendix 3). In some instances the clients re-bought the shares at Rs. 2,600 in which cases the loss of the brokers was reduced from Rs. 1,200 to Rs. 600 per share. With the exception of the Central Bank, no other bank, who had dealings in them, re-bought the shares from our members and they had to suffer the full amount of loss.

Similarly, if in future, the operator of a corner fails and is unable either to take delivery of the shares or to pay difference in respect thereof, then a crisis is sure to overtake the bazaar. The public has nothing to lose and in case of such an event, the Stock Exchange will have to suffer the losses as it happened in the case of Petit shares, when members had to suffer the same. Consequently much injury would be done to members, because they, being in the position of guaranteed brokers, are bound to pay their clients fully even though the purchasing party fails. When such is the case where is the harm if the Stock Exchange takes proper steps for its protection and safety, keeping the control of such matters in its own hands? The safety of the investing public lies in the safety of the Stock Exchange. If the Stock Exchange comes into difficulties it is the investing public who will be the sufferers. Interest of the Stock Exchange is identical with that of the public.

There was a big spurt in the prices of shares in the year 1919 and that time shares of the Madhavji Mills were cornered. The Board consequently amended the resolution of 19th January 1910 and passed the following resolution on 31st October 1919. The words italicised were added to the resolution of 19th January 1910.

*The resolution dated 31st October 1919 above referred to.*

" The Board amends this day the resolution of 19th January 1910 and resolves that :— If the Board infer that there is going to be some fraud with regard to the purchases and sales of the shares of a particular company, then at such times the Directors will intervene *and fix such rates as they think proper for the said shares* and all members shall have to act according to any resolution passed by the Board of Directors, and at no time a corner will be allowed to be effected."

At our General Meeting held on 5th March 1921 the above rule regarding corners was cancelled and the following rule was passed which has been in force since then :—

" 26. If the Board finds that something extraordinary has taken place with regard to the delivery of shares as well as with regard to the buying-in and selling-out of shares then the Board will take immediate measures suitable to the circumstances and all the members shall have to act accordingly.

26 (K) If a single individual or syndicate of persons enter into sales and purchase of shares (in which forward dealings are allowed) beyond reasonable limits and that if under those circumstances the Board infers that there is going to be a corner in the shares of a particular company or any other fraud connected with the dealings in the said shares, the Board will intervene and fix such rates as they think proper for the said shares.

26 (Kh) If a corner is declared by the Board then if necessary applications for buying-in shares should be granted only after receipt of the money in respect thereof."

Though the rule relating to corners is in existence since 1910 and alterations have been made therein from time to time, only one principle and policy is adhered to for the safety and protection of all parties concerned. This rule is twelve years old but no criticisms were passed against the same in the press at any time previous to the last two years. The reason is that according to our belief the present critics are those only who are responsible for the corner of shares and their followers who act on tips with blind faith in their luck. This matter is treated at greater length in the report of the proceedings of our General Meeting dated 21st August 1923 (*vide* paragraph 2, page 11). We beg to draw the attention of the Committee thereto.

From the rates of shares given in appendix 4 it will be noticed that the rates of Madhavji Mills' shares in October 1919 had very much advanced within eight working days in comparison with even the enhanced rates of shares of similar mills. This was due to the attempt of the *agents* in concert with others to corner the shares of the said mill. The Board consequently passed a resolution on 27th October 1919 (*vide* Appendix 5) and stopped forward dealings in the said shares. The settlement price was fixed and the business in these shares was safely settled in accordance with the said resolution without any difficulties.

Under the presidentship and able guidance of the late Sir Shapurji B. Broacha, Kt., the corners in Petit, Standard and Kutney Dehd. and Madhavji shares were brought to a successful end and after him the Board acts in accordance with the same policy and observes the same procedures. In spite of this, interested people with a view to prejudice the public criticise our actions in the press saying that such resolutions would never have been passed if Sir Shapurji had been alive. To point the truth, the actions of our present Board are guided by the principles laid down by an experienced and able leader such as Sir Shapurji. In the Legislative Council it was said: "Unfortunately for us, those giant stock brokers and financiers, the late Mr. Premchand Roychand and Sir Shapurji Broacha, are no more; and their place has been taken by men of inferior status, inferior calibre and inferior commercial morality." This statement is far from truth. In fact, even before the time of Sir Shapurji B. Broacha, Kt., that is in the year 1896, when the late Mr. Choonilal Motilal was the President, a corner was effected in the shares of the Sun Mills Company. The *Times of India* of the 11th September 1896 wrote as follows about the above corner:—

"That almost the whole bazaar is on the losing side, whilst a few persons connected with the company are the actual gainers. It appears that these last have purchased for this and the coming settlement about three times the number of existing shares, sellers are quite unable to fulfil their contracts. Thus they are entirely at the mercy of the buyers, who would not part with the shares unless at absurdly high prices."

In the Kaiser-I-Hind of the 6th September 1896, it was also mentioned, "There is a confusion in the speculation of the Sun Mill shares that is now carried on beyond the limit. On the one hand bears have made sales much more beyond the number of subscribed shares, and on the other hand two wealthy speculators have come forward to buy shares which have no real existence. It can be assumed that the bears have no reckoning of how many shares have been sold, but the bulls who have bought are intimately connected with this mill, and they have knowingly, entered into a contract to buy shares in a very large number than the subscribed shares of the mill, which have no real existence."

The Sun Mill shares, quoted at Rs. 150 were by this manoeuvring quoted at Rs. 620. Eventually all the short sales were settled by the intervention of the then Chairman of the Association, the late Mr. Choonilal Motilal at Rs. 500 per share.

In 1919 when the prices of shares became suddenly very much inflated, the Board passed a resolution on 14th November 1919 fixing the maximum prices of all the shares. This resolution is given in appendix 6.

The Directors, by this resolution, fixed the maximum prices for all the securities, that were admitted to forward dealings. These maximum prices were not settlement prices or making-up prices, at which all bargains should be settled or closed. This was only a temporary measure to check the further advanced in prices. By this resolution brokers were not allowed to enter into fresh transactions among themselves at a rate higher than that fixed by the Board until further notice. This measure was no doubt of honest intention and to their minds necessary. The state of the Cotton Mills at that time was very prosperous. Those, who well knew the real position of the Mills and the profits all of them were earning, at that time, were buying all the shares even at an advance price. The game of the bulls was to raise the price through roof. In the interest of all concerned, the Board considered it advisable to place checks upon inflation till the January 1920 settlement ended.

This resolution of the Board cannot serve its object, for which it was passed, unless the buying-in rule is also suspended. At their subsequent meeting held on 19th November 1919 (*vide* Appendix 7) they passed a resolution postponing the buying-in rule to January 1920 settlement and stopped forward business from that settlement with a view to check speculation. The members of the Association believed that cash business was not a real remedy for checking speculation, that such interference with the freedom of speculation was liable to prove disastrous and that the tendency to an inflated Bull movement would rather be increased, as the year was one of great prosperity. Besides the members argued that there already existed in Bombay another stock exchange where forward business would continue at the sacrifice of their own business. The restrictions would not therefore have the desired effect at all. To the minds of the majority of the members, the resolution of the Board was an error of judgment and they sent in a requisition to convene a general meeting to consider the question as to whether the control of the maximum prices and the suspension of forward business should be set aside or not.

A general meeting of the members was held on the 18th December 1919. Several members addressed the meeting advancing arguments for and against the action of the Directors. By that time, December 1919 Settlement was completed without any difficulty whatsoever. It was pointed out that only few shares were compulsorily carried forward to January 1920. Settlement in terms of the resolution of the Board dated 19th November 1919 (*vide* Appendix 7) and consequently there was no necessity to continue restrictions any further. The meeting finally resolved by a large majority to resume forward business as before forthwith and to remove the restriction on the maximum prices (*vide* Appendix 8).

On a comparison of the rates given in Appendix 9 the Enquiry Committee will be convinced that the Board was justified in checking the prices of shares. Besides the buying-in rule was not suspended for January Settlement (*vide* Appendix 7) so that neither the bull nor the bear was ultimately a gainer or a loser by the original resolution of the Board. Is it not desirable for the safety and interest of brokers and their clients to check prices or to suspend dealings in time of crisis?

In spite of heavy fluctuations in the prices of the shares within a month between December 1919 and January 1920 settlements (*vide* Appendix 9) only two members were unable to meet their liabilities amounting to Rs. 52,779 and Rs. 47,976 respectively which are by no means large figures.

From the table given in appendix 10 it will be found that the prices in the month of April for May 1920 settlement were much higher than those of April Settlement in the month of March 1920. In spite of this big rise in prices in one month, not one member was declared a defaulter. It will also be found from the same table that the prices declined the next month in the proportion in which they had risen. The prices of June settlement in the month of May had heavily declined in comparison with the prices for May settlement in the month of April. In spite of such a tremendous fall, only four members defaulted out of whom two settled with their creditors. The bazaar experienced no crisis and the public had not to suffer anything. This is another proof as to how the Stock Exchange maintained its prestige in face of such huge speculation of the public and how it completely protected the interests of the public at the time of wide fluctuation.

Moreover as the Board thought that the rise and fall were due to natural circumstances, it did not deem it necessary to intervene.

In January 1921 the Board received a requisition from some of its members saying that a corner had been effected in the shares of Fazalbhoy Mills. At a Board's meeting held on 14th January 1921 the said requisition was considered and it was resolved that those members who were interested in the dealings of the shares of Fazalbhoy Mills should be called and that the Board should hear what they had to say in connection therewith. After hearing such members on 15th January 1921, the Board's meeting was postponed to 17th January 1921 which was again postponed to 18th January 1921, when the Board's resolution regarding the corner in this share was passed (*vide* Appendix 11). Pursuant to this resolution the settlement price of Rs. 2,155 was fixed. These shares were cornered by Seth Mathuradas Goculdas and his syndicate and the said price was fixed by way of compromise with them. The shorts paid differences on the footing of this price. The fact that there was a corner in these shares in the said settlement is borne out by the number of Kaplis (tickets), *viz.*, 14,000 applied for by the brokers of the cornering party. The Company has issued only 7,200 shares, a very large portion whereof was already taken delivery of by the said party. The available stock was very limited. After the Kaplis for February Settlement were issued the Board passed a resolution on 10th February 1921 in this matter for which please refer to Appendix 12. Subsequently a corner in these shares was completed, the price soon fell to Rs. 1,400. The operators of the corner sold to Sir Fazalbhoy Currimbhoy or his firm 6,000 shares at Rs. 1,650 C. D. (Dividend was Rs. 300). This business was done through Messrs Merwanji & Sons. On enquiry the Committee will be able to know from Sir Fazalbhoy why he was compelled to buy these shares as well as the reasons which led him to pay for these shares, a price higher than the market price. In view of this we do not say anything further in this matter. Really speaking the shorts had to suffer heavily on account of the corner in Fazalbhoy shares. How can they blame the Share Bazaar for losses which they

incurred by their own business? But they thought that the Board had run them into heavy losses by fixing a high settlement price. In conformity with the law the Board could not give a lower rate than that which ruled at the time when corner was declared. If the Board acted in the honest belief that such was the law (and it is really so) then the allegations levelled against it by the Bears are unreasonable and unjust. In view of the fact that the cornering party had accepted the price by way of compromise they have no reason to complain. It is human nature that the cornering party should endeavour to exert influence to get a higher price in their favour.

In March 1921 a general meeting was convened to consider the scheme of Clearing House and to frame rules to govern the same, and it was then that the existing rule regarding corner was passed (*vide* page 10). It was then suggested by some members that to check the evil of cornering, the Board should give to the cornering party a settlement rate lower than the ruling rate so that the fear of loss that would result thereby would deter them from attempting a corner. In the middle of 1921, a syndicate consisting of persons having close connection with the Finlay Mills was formed to effect a corner in the shares of the said Mill. Many believed that a partner in the Agents' firm was also a member of the said syndicate. It was also believed that the device of declaring a low dividend was resorted to in order to enable the syndicate to corner the shares completely, when in consequence the market in these shares was depressed. Before the shares were cornered, a dividend of Rs. 25 only was declared and when the object of the syndicate was realised the Company found itself in a position to declare a dividend of Rs. 125. From the table in Appendix 13 it will be seen that while the shares of other companies began to decline in prices after October 1921 the shares of Finlay Mills went up by Rs. 200 to 300 and it became an open secret that the said shares were being cornered. At our General Meeting a suggestion was made as stated above that as a deterrent against cornering the Board should try the expedient of fixing a settlement rate much lower than the ruling rate in cases of corner. In order to ascertain whether this can be legally done, the opinion of Mr. Bhulabhai J. Desai, Advocate, was invited. He opined that the proper rate to be fixed is a rate reasonably near the last rate quoted for the said shares. The opinion is given in Appendix 14. As a matter of fact, the Board had fixed the last rate in previous cases of corners. After the opinion of Mr. Desai was obtained one of the members took the opinion of Mr. J. D. Inverarity according to which a rate lower than that touched can be fixed (*vide* Appendix 15). After this a conference of Messrs. Inverarity and Desai was held and the joint opinion of these two Counsel is given in Appendix 16. At this time a corner in the Finlay Mill shares was declared, and the resolution regarding the same was passed in conformity with Counsel's opinion according to which it was not possible to fix a lower rate. As a natural consequence attacks against the Board's decision commenced, though that decision was shaped according to the opinion of Mr. Bhulabhai Desai. The Board was consequently unable to fix lower rates in cases of corners as a remedy to prevent corners in future. The resolution regarding the corner of Finlay Mill shares is given in Appendix 17. The cornering party themselves admitted that there was a corner in the Finlay Mills shares but they wanted that the Settlement rate should be fixed above Rs. 1,850. Ultimately a compromise was made and the Board passed its resolutions on 13th February 1922 and 16th February 1922 which will be found in Appendices 18 and 19. The first resolution was passed by a majority of 7 against 4 and the opposing members differed in connection with the rate only. The Committee will thus see that in the matters of Fazal and Finlay Mills shares, the Board did not take any wrong steps as alleged but simply acted in accordance with Counsel's opinion.

The issued capital of the Finlay Mill consists of 8,000 shares a major portion of which was already taken up by the syndicate. When a corner was declared in February settlement the Syndicate applied to the Clearing House for delivery of 9,182 shares against which only 1,156 shares were tendered. In respect of the balance of 8,000 shares the cornering party received difference only. Thus it was clear that their purchases amounted to 16,000 shares. But in fact it was still greater because many bears had covered their sales before the buying-in day. The total purchase was not less than 21,000 shares in cases of Fazal and Finlay corner. In this case the most remarkable feature was that the Syndicate contrived a device. Some of the shares which they had taken up and paid for were sold through Banks and were re-purchased through their own Brokers. Of course the Banks were innocent and quite unaware of this manipulation. In so doing their object was to realise the proceeds of the shares by delivering the shares in the market through the Banks and thereby to put the Exchange in difficulties, should a compromise regarding the Settlement rate be not arrived at with the Board.

After a corner in the Finlay shares was settled and all shares were taken up, the price of these shares fell from Rs. 1,880 to Rs. 950 in the course of one month.

Once more the Board took the opinion of Mr. Desai as to whether it was possible to give a lower settlement rate as a measure or remedy to suppress in future cornering of the character just mentioned. His opinion is given in Appendix 20. The advice given by Counsel, *viz.*, invoicing back of shares was found impracticable because had such a rule been passed a *bona fide* seller would also have been compelled to re-buy the shares sold by him. The Stock Exchange business would have degenerated into wagering and gambling. It is not at all advisable that instead of giving and taking delivery differences only should be paid. Our difficulties with regard to corners have to this day remained unsolved. We beg leave to refer



to the remarks made in our letter to His Excellency, dated 18th July 1923 at pages 5 and 6 as well as to the report of the proceedings of our General Meeting of 21st August 1923 (*vide* pages 4 to 6).

In 1922 the Syndicate of Seth Mathradas Goculdas made their appearance once again on the arena. This time that body launched into speculation of not one but many scrips such as Kohinoor, David, Currim, Bharucha, Swadeshi, and Nagpur. The result was disastrous. Uptil now the corner did not as a rule end in failure. But this time the syndicate having cornered 4 to 5 scrips found considerable difficulties in meeting their liabilities. Moreover a member or two of the said syndicate having been involved in a corner on the Cotton Exchange also had to pay heavy losses. This considerably weakened the financial position of the syndicate. In consequence of their reckless transactions they had to pay very heavily even in the Share Market.

On 2nd June 1922 the Board resolved that the business in Swadeshi and Nagpur shares should not be allowed to be carried forward from August to September (*vide* Appendix 21) Settlements. No maximum rate for settlement was fixed. The Board's object was to see all the business in these shares for August Settlement squared up to tide over the difficulties. There was nothing unreasonable in this. But a question was raised by some members that the Board had no authority to stop forward business. Here there was a difference of opinion among the members themselves. In pursuance of a requisition received by the Board in this connection an Extraordinary General Meeting was convened when the matter was discussed at very great length. It was finally agreed to bring about an amicable settlement between the Bulls and the Bears. The terms of compromise were submitted by the representatives of both parties at the Board's Meeting held on 25th July 1923 (*vide* Appendix 22) and that very day they were placed before the General Meeting. These terms were confirmed by a majority of 64 against 10 (*vide* Appendix 23). At their Meeting of 26th July 1922 the Board passed a resolution allowing business for August Settlement to be carried forward to September Settlements in Swadeshi and Nagpur shares pursuant to the terms of compromise accepted by the general body. But fresh business for September delivery was as per the 1st resolution forbidden to be done till the completion of August Settlement (*vide* Appendix 21).

Uninformed and ignorant people have unduly attempted to exaggerate this question denouncing it as a wrong step on the part of the Board. The Board may have committed an error of judgment, because it was a moot point whether or not the Board had authority to pass such a resolution. No injury or injustice was done to any party by reason thereof because the Board's original resolution was to disallow within the Exchange the budli (contango) business only. Even if the old resolution had not been amended budli business would have been done privately or without the Exchange. Moreover the Bulls would have done budli business with the Bankers or financiers outside the Exchange and there would have probably been a rush of the bears to cover their sales leading to a rise of prices. The amended resolution allowed budli business to be done but in accordance with the original resolution fresh business for September Settlement was still forbidden and as a precaution against the inflation of prices by the Bulls they themselves fixed the maximum limit of prices above which they bound themselves not to do any business. The interests of both the bulls and bears were thus evenly protected. Nothing wrong had been done from the standpoint of law and our rules and regulations. Morally also there was nothing wrong. Only ten members were against the resolution at the General Meeting and even they voted not against the Resolution but only against the private fixing of the rates (*vide* Appendix 22, condition 3, and Appendix 23). At this period it was alleged by some members that one of the Directors was a member of the syndicate. This was not proved. The said Director did not give his vote when the resolution regarding Nagpur and Swadeshi shares was passed by the Board because he was interested as a broker of the Syndicate. As a Director who had some interest in the cornering of a particular scrip, he did what was right and proper by desisting from voting in that matter. In spite of this incident, the following two resolutions were passed at General Meetings. They clearly indicate how eager is our Association to put down irregularities, if any and to see when pointed out that the Board's resolutions are perfectly *bona fide* and disinterested in matters like corners. In this way we are introducing reforms from time to time in the light of new experience gained.

*Two Resolutions passed at Extraordinary General Meeting above referred to—24th July 1922.*

“A Director who has a direct or an indirect interest (except brokerage) in any Bull or Bear syndicate or combination formed to rig the market or who is a partner or sub-partner in such syndicate or manages the business of such syndicate or who is a responsible representative of such syndicate shall forthwith tender his resignation as a Director. And the Board will decide as to whether any Director is so interested or not and the decision of the Board shall be final.”

*28th October 1922.*

“To-day's Meeting resolves that if it be found that one or more members of the Managing Committee works or work against the interest of the Association, the General Meeting or Extraordinary Meeting of Members will remove such member or members from his or their office or

offices for the residue of his or their term or terms of office by a two-third majority of the members present if he or they after hearing his or their defence be found guilty and in the connection the decision of the General or Extraordinary General Meeting shall be final."

On 21st August 1922 the closing prices of the shares of David and Currim mills were Rs. 1,990 and 2,190 respectively. On the opening of the market the next day the Syndicate began to rig up the market in these shares by a process of matched orders and as a result of it, within half an hour the prices of David and Currim mill shares rose up to Rs. 2,300 and 2,500 respectively. At that time there was such heated excitement in the market that it is difficult to imagine what disastrous consequences might have ensued. But luckily at that moment the then Secretary by virtue of the authority vested in him at once closed the market. Mr. Navroji Dumasia had till this event consistently advocated the cornering party and written in the *Times* in favour of the Bulls. This indomitable champion of the Bulls who at our General Meeting held out a threat that if the contango business in Nagpur and Swadeshi shares would not be allowed (as per resolution, *vide* Appendix 21) he would disobey the orders of the Board and do such business, appeared at the Board's meeting as the spokesman of the Bears and urged the Board to take strict notice of the Cornering party, who were actually plucking the peese of the investing public. The incident shows the extent to which the Cornering party had excited the feeling of the public against themselves. On 25th August 1922 the Board declared a corner in the shares of David and Currim mills (*vide* Appendix 25) and on 11th September 1922 the maximum rate for buying-in was fixed (*vide* Appendix 26.)

From the register of the Kaplia (tickets) it is found that delivery of 22,705 and 21,822 of the Currim and David shares respectively was demanded. A notice relating to this was posted on the notice-board by the Secretary on 2nd September 1922 (*vide* Appendix 27). According to the Clearing House report 5,080 and 4,777 shares of Currim and David mills were delivered (*vide* Appendix 28). It may be mentioned here as a fact to be carefully remembered that shares actually issued by David and Currim mills numbered no more than 7,800 and 8,800 respectively. Pursuant to the resolution given in Appendix 25 the Board resolved on 20th September 1922 to allow the business of October Settlement to be squared up (*vide* Appendix 29).

The following details will not only show how fictitious were the prices of David and Currim shares but serve the purpose of arriving at an estimate of what should have been at that time their valid prices. The Syndicate was unable to take up and pay for all these shares and hence they had no alternative but to sell all the David shares to Messrs. E. D. Sassoon & Co. at Rs. 1,350 each. The Syndicate would not have been able to realise even this price. But taking into consideration the fact that the purchase of all these shares would bring to Messrs. E. D. Sassoon & Co., the agency of the David Mills, this price was obtained by the Syndicate. A large number of shares of the Currimbhoy Mills was also mortgaged to Messrs. E. D. Sassoon & Co., out of which 4,000 shares were afterwards sold to Sir Fazalbhoy at Rs. 1,000 each. It is natural that with the breaking up of the Syndicate a bearish sentiment should set in on the Exchange; and with a view to arresting a bear raid and preventing a possible crisis the Board by its resolution dated 3rd October 1922 fixed the minimum prices of those shares in which the Syndicate had a large holding (*vide* Appendix 30). The Syndicate was unable to pay money into the Clearing House according to our rules and regulations in respect of their purchases. To safeguard all interests involved and to afford facility to the brokers of the Syndicate, the Board resolved on 11th October 1922 that *pro rata* delivery should be given (*vide* Appendices 31, 32 and 33). From the Board's resolution dated 17th October 1922 given in Appendix 34 the Committee will see that the Syndicate was really not in a position to pay for all the shares that required to be bought-in. Hence all such shares were not bought-in on their account. A Settlement rate for these shares was fixed which was near the average rate (*vide* Appendix 35) at which the shares were bought-in.

Some believe that the Board always encourages the bears by fixing a maximum price to the exclusion of protecting the interests of the Bulls. The above resolutions (*vide* Appendices 30 to 34) show clear enough that the Bulls were given all sorts of facilities whenever it was desirable and expedient with the object of preventing a crisis. Similar facilities were afforded to Bulls as already described hereinbefore at the time of failures of Indian Banks and at the time the last European War broke out. In order to meet his liabilities, Seth Mathradas was constrained to sell his share of the commission in the Agencies of five mills under his able management to Sir Fazalbhoy for Rs. 50,00,000 (fifty lacs). Besides this he had to sell to Sir Fazalbhoy 4,000 shares of the Currimbhoy Mills at Rs. 1,000 and 1,000 shares of the Bradbury Mills at Rs. 1,200. *Mr. Mathradas having thus discharged his liabilities most honourably which was highly creditable to him and his high sense of commercial morality, nothing extraordinary transpired on the Exchange. But it may be reasonably asked as to what might have happened had these Syndicates been unable to cope with their liabilities? The answer would be nothing short of a crisis—A crisis would have occurred of a disastrous character in which many innocent might have been engulfed. We have to give consideration to such events happening and we see an ever increasing necessity of taking strict precautions and measures against repetition of such events.*

A transfer of Mill Agencies is not very often to the advantage of the public. The public invest their savings in the shares of a company in whom they feel complete confidence by reason of the capability of the management. How may the interests of the share holders be safeguarded when transfers of Mill Agencies take place in consideration of outside financial transactions? What may happen if the new Agents lack the capacity to manage the mills efficiently even with all their reputed wealth. It is obvious that the interests of shareholders of companies so managed cannot but be seriously prejudiced. In this particular case the shareholders have nothing most probably to lose because the Agencies have passed out into the hands of a talented businessman like Sir Fazalbhoy.

In spite of the distressful and financial disasters consequent on last year's corner, such has been the confirmed gambling spirit in shares that, this year even a Syndicate was formed to corner the Kohinoor Mill shares. Is it in the material and moral interests of the investing public that cliques of wealthy capitalists or Syndicates should have a place on the Stock Exchange for carrying on their cornering and other kindred operations. Speaking the naked truth the creation of such a position would signify a kind of daylight dacoity for the purpose of ruining ignorant and unsophisticated investors in order that this species of gamblers in shares may enrich themselves. And yet, judging from the scope of reference this is what a virtuous government is trying to do.

In the Legislative Council Mr. M. A. Havelivala said :—

“Growth of facilities for lending money on the security of these shares in Bombay has contributed not a little towards encouraging this gambling on the Stock Exchange on a very wide scale and, Sir, if our Financiers and Indian Princes, instead of financing and helping these operators on the Stock Exchange and earning a fair return out of such transactions for their investment, were to invest their money in solving burning questions for which capital is mostly needed, for example, the housing accommodation, they not only would be getting a fair return for their capital out of such investment but also would earn the gratitude of the public at large.”

Some people demand that the rule relating to corners be rescinded and that the Board should refrain from intervening in cases of corners. Others are of opinion that the Cornering party should not be penalised but that the Settlement rate should be fixed much below the ruling rate. There is nothing to be surprised at in the suggestions which all emanate from selfish motives alone. But the Stock Exchange has a higher and altogether unselfish service to render to the investing public. The Board cannot consider this question of a corner merely in the interests of the selfish. Justice and fair play are the prime motives of the functions they are entrusted with. Our difficulty is to devise means which are not only workable but which effectually prevent the gross evils to society which cornering has so luridly brought to light.

Our existing rule of corners is reasonable and legal in the light of our experience. We sincerely believe that we have acted in conformity with the best legal advice. We further believe that we have so far protected our own as well as the interests of the public. If further improvements or alterations of a really practical nature are suggested by the Committee we shall gladly consider how far they can be put into effect (*vide* page 4, Report of General Meeting, dated 21st August 1923). In the London as well as in the Provincial Stock Exchanges there are similar rules to suspend buying-in of securities. These rules are quoted in Appendix 36. At this stage we beg to call the attention of the Committee to rule No. 87(2)c of the Glasgow Stock Exchange (*vide* Appendix 37).

The Hughes Commission also recommended that : “The Stock Exchange might properly adopt a rule providing that the Governor shall have power to decide when a corner exists and to adopt a settlement price so as to relieve ignorant persons from the injury or ruin which may result therefrom. The mere existence of such a rule would tend to prevent corners.”

The Honourable Justice Mr. Walter S. Schwabe, Chief Judge of His Majesty's High Court of Madras, says : “The remedy by buying-in may be suspended by the Committee of the Stock Exchange, and has been so suspended in cases where, owing to some fraud or rig or from some other causes there are no securities available for delivery.”

The Stock Exchange is in absolute need of such powers for the safety and protection of its members and their clients the public. Laymen innocent of Stock Exchange rules pass criticisms which are negligible. Were the Stock Exchange divested of the powers in this connection it will be an easy game for the Syndicate to play their own game. Having regard to the capital of most of the Companies, say, from 10 to 20 lacs manipulating a corner is very easy. If once the bears are thus driven out of the market, it will be hard to maintain a free and broad market. To keep a free market the law is even disregarded by London Stock Exchange

The Honourable Justice Mr. Walter S. Schwabe, Chief Judge of His Majesty's High Court of Madras, says : “It has become the practice or custom on the Stock Exchange to disregard Leeman's Act simply because it undoubtedly hampers free dealings in Bank Shares. Bargains which for non-compliance therewith are void, are nevertheless enforced by the Committee.” Mr. Seymour L. Cromwell, President of the New York Stock Exchange, recently said in his

speech: "The Stutz incident furnishes a good illustration of the importance of the power of the Governors to take summary action in either suspending trading or removing from the list a security which is *dominated by one interest*. When, as in the Stutz case, the price is artificial the Stock Exchange quotations are giving the wide currency to a lie. The continuation of the lie which says in effect that the consensus of opinion of the investing public was that the Stutz was worth dollars 400 a share, when in fact it was actually worth, according to judgments registered in a free and open market less than dollars 100 a share, might have gone indefinitely had the action of the Stock Exchange been hampered by official red tape."

Mr. Samuel Untermyer, Counsel to the Lockwood Legislative Committee, said last year: "The public is entitled to know whether they are buying in a free market or in one that is being operated by a pool or Syndicate."

Mr. J. Edward Meeker, Economist to New York Stock Exchange, says: "The interest of the Stock Exchange is identical with that of the public in maintaining on its floor a market for securities which shall at all times be free and open. . . . It is particularly necessary when the free and open market for a security has been destroyed by the establishment of a "Corner" in it that, for the protection of the public, trading in it should quickly be halted on the Exchange. Corners are more difficult of exact definition than might at first appear. A partial corner in a security may occur when a single individual or group of individuals gain possession of either a large majority or all of its floating supply. A complete corner arises from such an ownership of all or almost all of the outstanding amount of a given issue. When such a situation develops, anyone short of the security (and therefore under the necessity of purchasing it) is at the mercy of those holding the corner, who can either extort a premium from him on the stock he has borrowed to deliver to the original purchaser, or to purchase, or to compel him to buy in his short stock at an exorbitant figure. In the ordinary course of trading the possibility of a premium being charged on stock when borrowed, as well as that of its price rising, are in themselves strong safeguards against the creation of an excessive short interest. But when the remedy becomes more dangerous than the disease, it is the Stock Exchange's view of the matter that what was a slight and necessary economic readjustment becomes a deliberate and premeditated attempt at extortion by a few individuals, which is contrary to the just and equitable principles of trade. The Exchange accordingly acts to halt the offence by suspending dealings in the cornered security. . . . The conditions which commonly necessitate this drastic action, have been clearly stated by an eminent ex-president of New York Stock Exchange:

"Our experience of many years as Governors of the Exchange and the experience of previous Governing Committee, is that a small amount of stock in the list leads to a condition that is dangerous to ourselves and to our customers, the public; and therefore in order to obviate the danger, when in our opinion that condition has been reached, we remove the stock from the list or suspend it from dealings. . . . The danger may arise from two causes. A small quantity of stock is more easily subject to manipulation than a large quantity, and by means of manipulation people may be induced to buy stock at very much greater prices than it is worth. The other danger, which of course is the greatest one we fear is the subject of a corner in the Stock which not only hurts the broker and his customer but demoralizes the whole country, the Northern Pacific corner being a case in point."

There are some who complain that the Board does not take speedy action with regard to corners. Our reply is that it is not at all desirable to intervene every now and then on occasions of ordinary Bear squeeze. The Board intervenes only when the cornering party engineers to throttle the Bazar and extort a high backwardation from shorts or demand a fictitious price to re-sell the shares. So long as the party holding corner keeps the market free by selling his holdings at a fair and reasonable price, there is no need to intervene.

From the summaries of the Clearing House in respect of Finlay, David and Currim shares corner given in Appendix 38, it will be seen that the short interest was well distributed over several parties and no one party had made excessive short sales considering such sales in many cases for more clients than one whereas the buyers were only a few parties who all had purchased shares for the Syndicate.

A reference to Appendix 39 will show that the prices of the newly floated Companies were fictitious. The shares of the Tata Bank were at Rs. 90 premium, when only Rs. 15 were paid and no reserve fund at all. The Tata Oil Mills share which is of the face value of Rs. 100 was quoted at Rs. 575 premium even before the erection of the machinery for the working of the Mill! Shares of many other new Companies floated during the boom period also reached fabulous and absurd prices. Owing to this popular hysteria and frenzy to make big fortunes in a week or fortnight numerous new Companies, for every conceivable object rose like mushrooms. Shares of such new Companies were more or less underwritten by their speculative promoters or their friends and were seldom allotted. They allotted to themselves and sold to the public at high premium. To safeguard and protect the interests of the public, business in the shares of these new Companies was prohibited in the market thereby doing a great public service. A resolution of the Board to this effect was passed on 18th July 1919 which is given in Appendix 40. Rules and Regulations for granting permission for bargains in the shares of new Companies were framed and passed at the General Meeting held on 14th July 1920.

Some old running Mills owned by Messrs. E. D. Sassoon & Co., were sold to a Syndicate specially formed for 6 crores. Preference shares of the value of 2 crores and ordinary of 4 crores were issued. The vendors (Messrs. E. D. Sassoon & Co.) reserved all the preference shares worth 2 crores for themselves in lieu of part of the purchase price. None of ordinary shares of the face value of Rs. 10 each worth 4 crores were offered to the public, but the Syndicate took part of them up and sold them at a good premium. The new Company was called "E. D. Sassoon United Mills, Limited".

Mr. Jamsetji Ardeshir Wadia, well known among textile industrialists and merchants observed as follows in respect of this new Company in the "Times of India" dated 2nd October 1923:—

"I have estimated the capital invested in the Industry at 19.50 crores of which 4½ crores may be computed as inflation. For instance, the E. D. Sassoon combine, whose book value may be computed at about 2.75 crores, was sold to a Syndicate for Rs. 6 crores and shrewd men like Sir Sassoon David, Sir Fazalbhoy Currimbhoy, Mr. F. E. Dinshaw and others bought these shares largely and the 10 rupee share was in great demand at 75 per cent. premium. Its present value is Rs. 3 and is not in demand."

This statement of Mr. Wadia is perfectly true. The book value of the United Mills Co., could not have been assessed at a higher value than 2½ crores. Thus under this ingenious scheme the vendors of the old Mills converted themselves into holders of the preference shares in the new United one.

The ordinary shares taken up by the Syndicates might have been unloaded at a big premium had the Association not interfered and stopped the dealings on the market in these shares at that time. Of course, a number of these which were unloaded by the Syndicate even before the Company was registered were greedily bought by unsophisticated or ignorant investors at a high rate. No wonder their holders to-day are heavy losers. The value of 4 crores has shrunk to 1 or one-fourth. Very many similar transactions took place at the time; in reference to the other Companies floated which soon after came to be liquidated to their great distress of their holders.

When well-known Company promoters, in spite of that astute ingenuity and astute methods could not get the help of the Stock Exchange to rig their shares, they resorted in a spirit of childish retaliation to propagating fallacious statements against that body. Any person of intelligence can easily discover for himself that the present object evidently appears to capture and control the Share Bazar in order that they may be able to play their own game unhindered. The aim and object of the Stock Exchange however is to protect the interests of the *bona fide* and helpless investing public and not to encourage the activity of the manipulating promoters and syndicates. Their interests are directly and openly opposed to those of the *bona fide* investors of modest means. Those investors have no complaint to make whatsoever against the Share Bazar.

Bradstreet's (Stock Exchange Duties) says:—

"Even more obviously it is the duty of bodies of this character to take care that the facilities which they present are not misused to the detriment of the public. A recent occurrence in connection with the manipulation of the stock of the Distilling and Cattle Feeding Co. (usually called the "Whiskey Trust") gives point to this. The stock of that concern has been the occasion of more or less scandal ever since it appeared in Wall Street, and was admitted to dealings on the Board. When, however, as in the present instance it is alleged that 'insiders' are 'short' of the stock, and alleged news that the concern is to be disrupted is put forth, the inference which the whole street draws being that it was done to facilitate the covering of these 'short' contracts—it is certainly time for interference from somebody. In this or similar cases the duty seems to rest on the New York Stock Exchange to ascertain whether the management of such a Corporation is governed by methods or morals which justify the Stock Exchange in allowing the stock to remain upon its lists."

This ebullition of feeling on the part of "Bradstreet" shows how so-called guardians of the public watch the interests of poor investors. Incidents of the character described in the paper are of frequent occurrence here. It is however much to be wished that *Directors and Agents of Companies should religiously refrain from speculating in the shares of the Companies they manage.* It is natural that possess as they must first hand knowledge of their financial affairs they are oftener tempted than not to gamble in them. From the point of public morality such speculations are indefensible. It is not at all in the interest of the public to allow such men to capture and manage the Stock Exchange in pursuit of so unworthy an object. The Stock Exchange alone as trustee is the right and capable body to safeguard the interests of the *bona fide* investors. Let the righteous public consider the evil consequence that are certain to arise from the Stock Exchange being placed in the hands of Agents and Directors of Joint Stock Companies and their *pro'te'gés*. Let them ask whether their hard earned savings can ever be safe with this coterie. No sensible investor anxious for the safety of his capital would ever care to do so unless he is willing to face chill penury and suffer all hardships by reason of the loss of his capital. Nowhere in the World is a Stock Exchange entrusted to speculative or gambling Company Promoters. The Board have said so in their letter dated 6th August 1923 to His Excellency. Further explanation in this matter will be found at pages 8 and 9 of the report of our General Meeting held on 26th August 1923. The Committee's attention is drawn thereto.

From an analysis of Appendix 41 it will be discovered that the Companies in the shares of which the public principally invest through our Exchange are mostly managed by a certain group of gentlemen who are themselves agents and directors of such Companies. Is it at all desirable in public interests that a handful of gentlemen like these and others should have management of such huge financial concerns? Is it desirable that they should become a close corporation of monopolists and tyrannise the finances of the City? These gentlemen are certainly busy businessmen and they therefore cannot spare time and give that close and minute attention to the affairs of the Companies to the advantage of shareholders. Moreover, may it be reasonably inquired that the identical coterie are such supermen and so encyclopaedic, that they can prove themselves useful to the variety of Companies of which they are directors, Companies which are more or less established for different objects as wide asunder as the poles? Some of these gentlemen are not only Directors of Cotton Mills, but of Banks, Insurance Companies and of a variety of industrial concerns like Cement, Oil, Steamships, Rubber, Iron and Steel, Electric, Tramways, feeder railways and so on, and it may be a revelation to the public if it could be demonstrated that many of them are specialists and are practically conversant with the knowledge and experience demanded by the several Companies whose board they "grace" with their presence.

Appendix No. 42 gives a list of the names of Directors who are Agents of the different Companies and of their relations and friends who are on the respective Boards.

It will be seen that the Agents of different Companies have made their respective Boards happy family affair so that they can better wield their power and authority. It is of course notorious in Joint Stock Companies in Bombay that though Directors are formally elected in rotation by shareholders at General Meetings it is the Agents who really inspire their renomination.

Very wide powers in Articles of Association are also given to the Agents and Directors of newly floated Companies which are not calculated at all to safeguard and conserve the interests of the investing public. We beg to invite the attention of the Committee to the remarks made at the General Meeting held on 21st August 1923 in reference to the Tata Oil Mills (*vide* page 10 of the said report).

It is not desirable that the Directors of a Company should have at all any power to refuse the transfer of a fully paid-up share without assigning any solid reason or any reason whatsoever.

As stated before when Messrs. E. D. Sassoon & Co. purchased all the existing shares of the David Mills it was possible for them according to the Articles of that Mill Company to take away the Agency from the hands of Messrs. Tata Sons, Limited, on payment of a nominal compensation. Messrs. Tata Sons, Limited, did not like to give up their Agency and hence the Directors of the David Mills did not approve as transferees the nominees of Messrs. E. D. Sassoon & Co. When some of the shareholders would not sign proxies in favour of Messrs. E. D. Sassoon & Co., the matter was referred to a court of law and the proxies were obtained through the Court. In exercise of their powers the Directors of the Broacha Mills have also refused to register certain fully paid-up shares of the said Mills over which they exercise a lien. The moneys of the *bona fide* purchasers are thus locked up while the dispute remains unsettled. A suit in this matter is pending in the High Court. As a result of the experience the Board have gathered in this matter it is now deemed desirable to introduce following rules and regulations similar to the rules of the Stock Exchange, London (*vide* page 132 of Rules and Regulations of Stock Exchange, London, 1922) :—

"Articles of Association should contain the following provisions :

1. That none of the funds of the Company shall be employed in the purchase of, or in loans upon the security of its own shares.
2. That the borrowing powers of the Board are limited.
3. That the non-forfeiture of dividends is secured.
4. That the common form of transfer shall be used.
5. That fully paid shares shall be free from all lien.
6. That the Directors shall have no power to decline the registration of any proposed transfer of fully paid-up shares."

When we enforce such rules really in the interest of the general investing public, the agents and directors of some Companies absurdly believe that such enforcement is uncalled for. They are so blinded by their selfish interest that they forget the good that we try to achieve in the general interests of the public. Surely they know that the Stock Exchange does not benefit by the ruling. The gain is a moral gain secured for the investing public which neither speculates nor gambles nor is in possession of the information on which the Speculative Directors and Agents trade recklessly.

Above is a narrative of the chief events that have happened and of the application to such events, and in particular to corners, of the rules from time to time in force of the Association and the improvements from time to time made thereon in light of experience and new combination

of events. If the Association has in dealing with extraordinary events happening during abnormal times committed any error in the application of the rules, nobody would be more glad than the Association itself, if that error is pointed out and any new rule is suggested for the future guidance of the Association in the matter of corners in particular, by the able President of the Committee whose long experience the Association would be glad to profit by. The Association is conscious at the same time of the fact that it is impossible to frame any rule regarding corners which will meet all contingencies because it is impossible to foresee them.

The Association will be glad to furnish any further information the Committee may from time to time require from it.

Bombay, 21st November 1923.

K. R. P. SHROFF,  
President.

## APPENDIX 1.

Companies.	Rates in January 1915.	Highest rates in April 1920.	Highest rates touched on	Closing rates 2nd Oct. 1923.
David	430	1,925	2,000 19th Aug. 1922	650
Ahmedabad Advance	715	3,200	3,200 13th Apr. 1920	2,100 (420 x 5)
Indore Malwa	126	765	890 6th Oct. 1921	570
Indian Bleaching	85	345	375 20th Jan. 1920	195
Currimbhoy	175	1,325	2,440 14th Oct. 1921	550
Colaba	1,245	3,750	3,825 15th Apr. 1920	1,260 (180 x 7)
Kohinour	635	4,820	4,820 15th Apr. 1920	1,745
Crescent	77	800	845 4th Oct. 1921	285
Tata Steel (Ord.)	77	195	425 26th Sept. 1916	30
" " (Defd.)	123	1,100	1,655 23rd Aug. 1918	105
New Great	182	1,260	1,350 30th Nov. 1921	540
Phoenix	135	1,430	1,450 15th Apr. 1920	535
Finlay	230	1,675	1,880 3rd Jan. 1922	590
Fazulbhoy	305	1,975	2,185 13th Jan. 1921	850
Bombay Burma	830	855	1,300 8th Feb. 1918	360
Bombay Dyeing	535	4,300	4,300 22nd Apr. 1920	1,900 (950 x 2)
Century	190	1,525	1,525 15th Apr. 1920	515
Swadeshi	1,270	6,030	6,030 15th Apr. 1920	2,770 (550 x 5)
Nagpur	1,680	6,275	6,275 10th Apr. 1920	2,750 (550 x 5)
Swan	198	1,765	1,765 12th Apr. 1920	735
Broncha	.....	455	500 30th Sept. 1921	235
Simplex	.....	1,370	1,370 12th Apr. 1920	375
Alcock	.....	1,345	1,510 9th Mar. 1920	300
Bombay Steam	181	530	610 5th Feb. 1920	110
Khatau	1,210	9,000	9,000 13th Apr. 1920	3,050 (305 x 10)
Morarji	1,800	6,800	7,000 22nd Mar. 1920	4,100
Sholapur	4,750	17,000	19,000 19th Oct. 1921	12,500
Kasturchand	500	3,275	3,275 12th Apr. 1920	240
Madhavrao Scindhia	110	565	565 12th Apr. 1920	75
Laxmi Cotton	1,035	4,000	5,500 24th Mar. 1923	4,850
Tata Mill	500	2,950	3,000 8th May 1920	420
Maneckji Petit	1,610	7,600	7,800 18th Mar. 1920	3,200
Framji Petit	1,210	3,700	3,700 22nd Apr. 1920	1,250
Edward Sassoon	145	785	820 14th Oct. 1921	240
Meyer Sassoon	100	570	570 28th Apr. 1920	175
Dawn	250	1,800	1,800 8th Apr. 1920	610
Globe	30	360	375 24th Jan. 1920	75
Union Flour	100	295	295 7th Apr. 1920	70
Bombay Flour	900	3,500	3,500 7th Apr. 1920	1,200
Katni (Defd.)	145	1,750	1,900 29th May 1919	390
British Burmah Petrol	2	27	33 25th June 1919	4½
Central Bank	16	46	59 6th Aug. 1919	27
India Bank	57	135	181 22nd Aug. 1919	82

## APPENDIX 2.

*Proceedings of the Extraordinary General Meeting of the Native Share and Stock Brokers' Association held on 26th October 1921.*

This meeting was held soon after to-day's ordinary General Meeting was dissolved. Mr. K. R. P. Shroff read agenda of the work to be transacted by the said Meeting. When he was reading the following portion of the agenda, viz. :-

"According to our customary rule directors are appointed from members who are of five to seven years' standing. Following the said rule appointment of directors can only be made out of members of at least five years' standing." You are requested to confirm the said resolution of the Board."

At this time Mr. Naoroji Manekji Dumasia cried out "Shame, Shame" against which several members strongly protested and requested the President that he should be ordered to withdraw his words. Thereupon the President gave his ruling and called upon Mr. Naoroji Manekji Dumasia to withdraw his words but he declined to do so. Consequently Mr. Varjivandas Tribhovandas proposed: "That Mr. Naoroji Manekji Dumasia should withdraw his words and if he declines to do that, he should be made to leave the meeting." Many others demanded the same and Mr. Naoroji Manekji Dumasia withdrew his words and apologised to the meeting. The President accepted his apology and warned him not to do like that again. Mr. Varjivandas Tribhovandas thereupon withdrew the said proposition.

Then the President moved the following resolution supported by Mr. Merwanji Rustomji Dadina :-

"According to our customary rule directors are appointed from members who are of five to seven years' standing. Following the said rule appointment of directors can only be made out of members of at least five years' standing."

Lengthy arguments for and against the said resolution were made by Messrs. Naoroji Manekji Dumasia, Tulsidas Monji Vora, Jujivan Ujamesy, Chhotalal Maganlal Kothari, Fulchand Velji, Jamnadas Khushaldas and K. R. P. Shroff. On putting the resolution to vote it was declared passed by a majority of 45 to 17 votes, whereupon five members Messrs. Naoroji Manekji Dumasia and others by a written application demanded poll. The President said, "As a favour and as a special case, but not as a rule or a precedent, I allow the poll to be taken just now." But when the names of the five members were read, it appeared that one of them Mr. Motilal Dayaram was not present. The President expressed his desire to give them one more opportunity but as Messrs. Chhotalal Maganlal Kothari and Naoroji Manekji Dumasia were unable to obtain the signatures of five members on their application, the President declared the above resolution as passed. After the resolution for thanking the President proposed by Mr. Manekji Pestonji Bharucha and seconded by Mr. Merwanji Rustomji Dadina was passed, the meeting dissolved.



## APPENDIX 3.

*Board's Resolution dated 27th October 1913.*

By order of the Board I beg to notify to all members that on persuasion by the Board all those members who are linked together in connection with the business for Moorat settlement of Manekji Petit Mill shares have unanimously agreed by their own will and pleasure in the presence of the Board that they will settle the said business among themselves at Rs. 2,600. Upon this the Board begs leave to declare that all members should without disputing anything in voice back their purchases and sales with their own parties, whereby the Board believes all confusion in the shares of Manekji Petit Mill for the Moorat settlement will be removed.

## APPENDIX 4.

Companies.	Rates on			
	2nd Jan. 1919.	2nd July 1919.	11th Oct. 1919.	27th Oct. 1919.
Manekji Petit .. .. .	2,300	2,625	3,000	3,000
Central India Spinning .. .. .	2,275	2,680	2,885	2,940
Swadeshi .. .. .	2,045	2,415	2,850	2,920
Madhavji .. .. .	2,035	2,475	3,150	3,650

## APPENDIX 5.

*Board's Resolution dated 27th October 1919.*

With regard to the matter of the Madhavji Dharamsi Mills, the Board resolves that no business either for cash or for Moorat (November) settlement in the shares of the said Company should be done at a price higher than Rs. 3,650 and for December settlement at a price higher than Rs. 3,700.

After December settlement the forward business in the shares of the said mill is prohibited.

## APPENDIX 6.

*Board's Resolution dated 14th November 1919.*

This day the Board has resolved that till further notice no member shall do business either for cash or for December or January settlements at prices higher than those stated below :—

Companies.	December	January
	vaida or cash.	vaida.
	Rs.	Rs.
Ahmedabad Advance .. .. .	1,800	1,820 c. d.
Bombay Cotton .. .. .	900	910
Bombay Dyeing .. .. .	2,375	2,400
Bombay United .. .. .	1,400	1,475
Century .. .. .	820	830
Central India Mill .. .. .	3,250	3,280 c. d.
Colaba Land .. .. .	2,450	2,475
Crescent .. .. .	390	395 c. d.
Currimbhoy .. .. .	710	717.8 c. d.
David .. .. .	1,290	1,305
Fazulbhoy .. .. .	1,260	1,272.8 c. d.
Finlay .. .. .	970	980
Indian Bleaching .. .. .	290	282.8 c. d.
Indore Malwa .. .. .	450	455 c. d.
Kohinoor .. .. .	2,440	2,465
New Great .. .. .	620	627.8
Pearl .. .. .	865	875 c. d.
Phoenix .. .. .	850	860
Sir Shapoorji Broacha .. .. .	325	330
Simplex .. .. .	905	915
Swan .. .. .	1,020	1,030
Swadeshi .. .. .	3,080	3,110 x. d.
Alcock .. .. .	1,100	1,115
Bombay Burmah (Old) .. .. .	1,040	1,050
" (New) .. .. .	420	425
Tramway Ordinary .. .. .	880	890 x. d.
Bombay Steam .. .. .	540	545 x. d.
Bundi Cement .. .. .	58	58.8 x. d.
Central India Mining .. .. .	36	36.8
Indian Cement .. .. .	735	742.8 cum right.
Katni Cement (Ord.) .. .. .	340	345 x. d.
Shivrajpur .. .. .	41	41.8
Tata Steel (Ord.) .. .. .	250	252.8
" (Defd.) .. .. .	1,340	1,352.8
Hydro (Ord.) .. .. .	1,380	1,395
" (New) .. .. .	800	810

## APPENDIX 7.

*Board's Resolution dated 19th November 1919.*

1. This day the Board resolves that, as at present very heavy speculation is indulged in and as it is apprehended that a cornering is likely to take place in the shares of many companies, the Board stops for the *safety of brokers and their clients* all forward business from 5th January 1920 and from that date allows cash transaction only. No one shall carry forward his dealings from January to February settlement.

2. All parties should settle according to their contract price all the business that has been done for the current December settlement and if the purchaser issues a kaphi (ticket) and demands the share the ultimate seller will deliver the same. But in all cases in which he is incapable of delivering the share, then the ultimate and all intermediate sellers shall compulsorily carry forward with their purchasers at the even rate the business in all such shares, but the seller shall have to deliver the shares in January settlement in default whereof the purchaser will buy-in such shares against the seller.

3. The Board will according to our rules and regulations suspend the buying-in of the shares of those companies in which it infers a corner to have taken place.

## APPENDIX 8.

*Resolution of the Extraordinary General Meeting dated 18th December 1919.*

1. To-day's Extraordinary General Meeting resolves that from 19th December 1919 forward business should be continued as usual.

2. To-day's Extraordinary General Meeting resolves that it is not necessary now to have the control placed on the prices of shares continued any more and so from to-morrow business should be resumed at market prices.

## APPENDIX 9.

Names of the Companies.	Controlled rate January settle- ment.	Buying-in-rate January settle- ment.
Ahmedabad Advance	1,820 c. d.	2,200
Bombay Cotton	910	1,100 x. d.
Bombay Dyeing	2,400	3,080
Bombay United	1,475	1,700
Century	830	975
Central India Mill	3,280 c. d.	4,100
Colaba Land	2,475	3,095
Crescent	305 c. d.	575 x. d.
Currimbhoy	717-8 c. d.	1,060 x. d.
David	1,305	1,430
Fazul	1,272-8 c. d.	1,500 x. d.
Finlay	980	1,250
Indian Bleaching	282-8 c. d.	370
Indore Malwa	465 c. d.	700 x. d.
Kohinoor	2,465	3,250
New Great	627-8	880
Pearl	875 c. d.	1,080 x. d.
Phoenix	860	1,095
Sir Shapurji Broacha	330	385
Simplex	915	1,115
Swan	1,030	1,240
Swadeshi	3,110	3,850
Alcock	1,115	1,180
Bombay Burmah (Old)	1,050	950
" (Now)	425	..
Tramway (Ord.)	890	1,055
Bombay Steam	545	560
Bundi Cement	56-8	66
Central India Mining	36-8	36
Indian Cement	742-8	630
Katni Cement (Ord.)	345 x. d.	350
Shivrajpur	41-8	43
Tata Steel (Ord.)	252-8	220
" (Defd.)	1,352-8	1,135
Hydro (Ord.)	1,395	1,205
" (Now)	810	..

## APPENDIX 10.

*Rates for 1920, April, May and June Settlements.*

Companies.	Lowest Rates, March 1920.	Highest Rates, April 1920.	Lowest Rates, May 1920.
Kohinoor	3,500c.d.	5,105c.d.	3,230x.d.
Fazulbhoy	1,570	1,975	1,500
Simplex	1,105	1,370	710

Companies.	Lowest Rates, March 1920.	Highest Rates, April 1920.	Lowest Rates, May 1920.
Central India Spinning	3,950	6,275	4,290
Swadeshi	3,950	6,030	4,260
Pearl	1,070	1,540	1,120
David	1,430	1,930	1,300
Swan	1,220	1,760	990
Finlay	1,100	1,705	1,010

## APPENDIX 11.

*Board's Resolution dated 18th January 1921.*

There is a likelihood of a corner existing in the shares of Fazulbhoy Mills considering its business for 1921 February settlement and in view of the difficulties that may arise in connection therewith the following resolutions are passed:—

- (1) No member shall do either cash or forward business for 1921 February settlement in the shares of Fazulbhoy Mills at a rate exceeding Rs. 2,155 till the 1921 February settlement is completed.
- (2) No member shall do business in the said shares for 1921 March settlement till the 1921 February settlement is completed.
- (3) No member shall carry over business in the said shares from February to March 1921 and any member who does not act accordingly will be treated as having violated our rules and regulations.
- (4) The auction for purchase (buying-in) of the said shares for 1921 February settlement shall not be allowed at a rate exceeding Rs. 2,155.

## APPENDIX 12.

*Board's Resolution dated 10th February 1921.*

After perusing the requisition of members Messrs. Jananadas Khumaldas, Dinshaw Bapuji Dadburjor, Lalubhai Nagardas and Bhawan Shriram and other 46 members, it was resolved that they should be given the following reply:—

1. "After examining our register for kapis (tickets) relating to Fazulbhoy Mill shares the Board is convinced that a corner in the said shares has been effected in the current February settlement but the Board does not deem it advisable to make any alterations in the maximum price of Rs. 2,155 which has been fixed for buying-in of such shares and after thoroughly considering the matter does not make any changes therein."
2. (k) Then in the same matter it was further resolved that after the completion of the payment of differences in respect of the current February settlement no member shall do forward business for March and subsequent settlements in the shares of Fazulbhoy Mills and the cash business in the shares of the said Company will remain open.

The notice in this matter should be posted by the Secretary on the next day after payment of differences for February settlement is over.

(kh) And it was resolved that the Board will at its meeting on Tuesday 15th February 1921 as an exceptional case fix making-up prices of Fazul for the outstanding purchases for which buyers did not issue tickets.

## APPENDIX 13.

*Highest rates in each month from January 1921 to February 1922.*

1921.	Finlay.	Swan.	Pearl.	David.
January	1,185	1,165	1,155	1,765
February	1,120	1,105	1,030	1,660
*March	730	720	785	1,395
April	1,015	995	1,095	1,650
May	1,155	1,135	1,200	1,670
June	1,240	1,230	1,240	1,745
July	1,350	1,425	1,535	1,920
August	1,410	1,362½	1,505	1,895
September	1,520	1,500	1,495	1,830
October	1,600	1,515	1,645	1,875
November	1,810	1,395	1,380	1,715
December	1,845	1,500	1,342½	1,635
1922.				
January	1,890	1,470	1,182½	1,590
February	1,240	1,425	1,157½	1,520

\* Lowest rate in March.

## APPENDIX 14.

*The Native Share and Stock Brokers' Association.*

## OPINION.

I have been asked to advise the Native Share and Stock Brokers' Association as to what is the fair rate to be fixed for the price of a share of Company. Under the circumstances stated at the conference, by virtue of powers conferred upon the Board under Rule 26 (k). The said Rule may be translated as follows: If a single individual or a syndicate of persons enter into sales and purchases of shares (in which forward dealings are allowed) beyond reasonable limits and that if under those circumstances the Board infers that there is going to be a corner in the share of a particular company or any other fraud connected with the dealings in the said shares the Board will intervene and fix such rates as they may think proper for the said shares.

I understand that the said Rule was accepted after considerable discussion by the whole body of the members of the Association. Apart therefore from the question whether the said Rule is valid there is no doubt that the Board before acting on the said rule should act reasonably and fairly towards all the parties. It appears to me that any action of the Board which may savour of malice or undue partiality is likely to be questioned on the ground that such decision was not *bona fide* arrived at in the interest of the whole body of the members of the Association. Literally construed the Rule empowers the Board to fix Rs. 60 for a share the Market value of which touched Rs. 1,000 rate, but in my opinion, the proper rate to be fixed would be a rate reasonably near that which was touched when the Board decided to take action. To fix a rate substantially lower than the rate last quoted would be to inflict injustice on a large number of dealers who may not be concerned or interested in the supposed syndicate. Whereas therefore it is right on the one hand to stop further forcing up of the price of the said shares it is equally wrong to deprive persons of the benefit of dealing entered into upto the time the Board itself was not in a position to say whether or not there was a corner or unfair dealing. It is only when the Board comes to that decision that the point has been reached at which a line may be drawn.

For the aforesaid reasons I am of opinion that the proper rate to be fixed is a rate reasonably near the last rate quoted for the said shares.

1st December 1921.

(Signed) BHULARHAI J. DESAI.

## APPENDIX 15.

*Ex parte*

J. K. Vora.

.. Querist.

*Case for Opinion.*

The Querist is a member of the Board of Directors of the Native Share and Stock Brokers' Association of Bombay. This Association was constituted by a Deed dated 3rd December 1887 a copy of which is contained in the book sent herewith.

The objects of the Association are stated in Clause 15 of the Deed "inter alia" to be "to support and protect the character, status and interests of brokers dealing in shares, stock and other like securities in Bombay, to promote honourable practice, to suppress malpractices, to settle disputes amongst brokers, to decide all questions of usage or custom in conducting brokerage business".

The Deed constitutes a Managing Committee (now known as the Board of Directors) whose powers are by Clause 21 of the Deed as follows: "That the management of business and the control of the said Association shall be vested in the Managing Committee who in addition to the powers and authorities by these presents expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not here-by expressly directed or required to be exercised or done by the Association in general meeting".

As the Bull operators had been artificially raising prices of shares by cornering them and this resulted in great inconvenience and loss to *bona fide* dealers in shares, the Managing Committee on 31st October 1919 passed a resolution which, translated, is as follows:—

31st October 1919.

"Amending the resolution of 19th January 1910, the Board this day resolves that:—If it is likely that any kind of fraud will be practised in the sales or purchases of any kind of shares, then at such time the Directors will interfere with regard to such shares and the Board will fix such rates as it thinks fit and every member will have to act in accordance with the resolution passed by the Board of Directors at such time and at no time will shares be allowed to be cornered."

At an Extraordinary General Meeting of the Association held on 5th March 1921 the above resolution was cancelled and the following resolution was passed:—

"If any person or syndicate composed of more persons than one will enter into an excessive number of sales or purchases of shares for any Vaida and under these circumstances if the Board will suspect fraud or cornering, the Board will interfere and will fix such prices as the Board will think proper."

It appears that recently a practice has grown up whereby certain Syndicates or private persons assisted by brokers of the Association try to corner the shares of a joint stock company and thereby force up the price so that those who have sold the shares have either to give delivery at the price they sold or to pay the difference between their selling price and the last price forced up by cornering of shares. As for instance the Bull operators begin to purchase shares of a company of which the normal price may be Rs. 1,000 and by purchasing shares subsequently at Rs. 1,100, 1,200, and so on they take the price to Rs. 1,500 so that the Bears who might have sold the shares at the rate of Rs. 1,000 may have to pay on the Vaida day the difference of Rs. 500 per share. If a company has got one thousand shares such Bull operators purchase from time to time 2,000 shares with the result that the Bears would always suffer and they would have to bear a heavy loss. We can however say that the Bull operators are not alone at fault in such cases, because if the Bears have got ready shares in their hands they can always tender them and may not have to pay any loss but the Bears always over-sell and therefore having no actual shares in hand they have to pay differences though on much larger scale than they will be ordinarily expected to do in such sales. In such cases the present Board of the Association has acted in a wise and cautious manner. If they receive a petition from any of the brokers that there is a Syndicate who is cornering shares or that there are other malpractices or that the prices are artificially forced up then the Board after making such inquiry as they deem fit and with an honest intention of safeguarding the brokers of the Association and their constituents fix the price of such shares so that no further increase may be allowed. Thus if a share of Rs. 1,000 has gone upto Rs. 1,500 they fix the price at Rs. 1,500 so that it may not go to Rs. 1,600 or 2,000. But even these precautions have proved somewhat illusory because before the Board fixed such maximum price the Bull operators force up the price rapidly so that the price fixed by the Board also works a great hardship as being too high. The Board has therefore to consider whether it should not fix any price below the price that may be ruling in the market on the ground that there is fraud, malpractice or corner. Thus if the price is forced up from Rs. 1,000 to Rs. 1,500 the Board proposes to fix Rs. 1,100 or Rs. 1,200 and not the ruling rate of Rs. 1,500. They however wish to be advised whether in doing so they incur any liability and whether any seller or purchaser can sue the Board or any of the brokers for damages.

We think the resolution is wide enough to give the Board power to fix any price it thinks fit independently of what the ruling market price may be on the date it is fixed. As for the supposed liability of the Directors to an action in damages by a person who is not a member of the Association suffering loss we do not think there is any legal authority whatever for this view. But the case of a member of the Association bringing such action seems to us more doubtful, supposing the fixing of the price at a lower or higher rate than the market rate to be not justified by the above resolution. We think the Directors ought to be able to claim immunity from such action in at least those cases where in fixing the price they have acted in the *bona fide* belief that they were justified in so doing by the terms of the resolution.

We have some doubt whether the resolution passed by the extraordinary general meeting giving power to the Board to fix prices could not be impeached as being foreign to the objects of the Association. Cornering of shares and the resulting inflation of prices is undoubtedly an evil for the public at large dealing in shares and those dealings directly or indirectly affect the brokers and it is the duty of the Association "to support and protect the character, status, and interests of brokers, dealing in shares, stock and other like securities in Bombay, to promote honourable practice, suppress malpractice, to settle disputes amongst brokers, to decide all questions of usage and custom in conducting brokerage business" which are stated to be the objects of the Association.

Counsel will please advise—

- |  |  |
|--|--|
| <p>1. Whether the terms of the resolution of 5th March 1921 do not empower the Board of Directors in case of a cornering to fix a price for a certain share higher or lower than the prevailing market price on the day the price is fixed.</p> <p>2. Whether the Board is bound to fix in such circumstances the ruling price of the day.</p> <p>3. Whether if the said resolution does not so empower the Board its Directors would be liable to an action in damages or other action by member of the Association or by any other person whatever, and if so, in what circumstances.</p> <p>4. Whether the said resolution is foreign to the objects of the Association and if it is, whether it is not void on that ground.</p> <p>5. And generally.</p> | <p>1. In my opinion it does . . . . .</p> <p>2. No. If they consider the market has been rigged to create fictitious price they are not bound to fix the price at that figure.</p> <p>3. In the case supposed in last answer I am of opinion that they would not be liable to any action. If their decision is within their powers, no member of the Association could challenge it and it would not bind any one who is not a member or who had not contracted on the terms of being bound by the Rules of the Association and if it was not within their powers it would bind no one and so on one could be injured by it.</p> <p>4. In the case supposed in answer I am of opinion it would be within their power.</p> <p>5. I believe that in the Cotton Association the committee fixes a rate lower than the ruling rate if it considers it is a fictitious rate and the market has been rigged.</p> |
|--|--|

(Signed) J. D. INVERARITY.

12th January 1922.

#### APPENDIX 16.

##### *The Directors of the Native Share and Stock Brokers' Association.*

#### OPINION.

- |   |   |
|---|---|
| <p>1. Whether the resolution (Rule 26 re corner) above referred to is <i>ultra vires</i>, the Association or whether it is binding on all members of the Association.</p> <p>2. Whether if the above resolution is <i>ultra vires</i>, the Association can and should extend its objects by providing that it should have power to fix rates as aforesaid.</p> <p>3. (a) Whether the discretion of the Directors acting under the resolution is in any wise fettered.</p> <p>(b) Whether the Directors are bound to fix a rate near that which was touched when they decided to take action, or whether they can fix any lower rate whether prevailing during the month in which the Board decided to take action or in previous month or months.</p> <p>4. Whether any Director who has entered into transactions on his own account for sale or purchase of share with reference to the action to be taken is disqualified from voting as regards the rate to be fixed under the above resolution.</p> <p>5. Whether a Director who has entered into transactions for sale or purchase on his own account but has closed them before voting as regards the rate to be fixed is so disqualified.</p> | <p>1. In our opinion no question arises in the case of this Association as to the resolution being <i>ultra vires</i> of the whole body. The Association is not a company, whose powers or objects are limited by a Memorandum of Association. It is therefore open to the Association to pass any resolution so as to bind the body so long as the resolution is not illegal. In our opinion therefore, the resolution referred to in the instructions is binding on the members of the Association.</p> <p>2. The Association can from time to time pass all lawful resolutions so as to bind the whole body of them and those others who contract subject to their rules and resolutions provided that the resolutions and the rules do not purport to or in fact affect past transactions.</p> <p>3. (a) and (b) No; except that the rate must be <i>bona fide</i> fixed and can be lower or higher.</p> <p>4. No; it would be better for him not to vote.</p> <p>5. A director in the position referred to in this query may vote on the resolution.</p> |
|---|---|

6. Whether any Director who has entered into transactions for sale and purchase of such shares not on his own account but as broker on behalf of another is so disqualified ?
7. Whether after a rate has been fixed in case of a corner a purchaser is entitled to decline to take up shares or part thereof tendered at the contract price, and if he does so decline, whether the shares can be sold by auction, and in case of such sale what would be his liability ?
8. And generally
6. A director in the position mentioned in this query is not disqualified, but if he is influenced in voting by reason of the fact that he has to vote in the interest of his client it would be better for him to abstain from voting.
7. In the case mentioned in the query the purchaser would be guilty of breach of contract and will have to pay damages being the difference between the contract price and the market price on the due date.
8. We have fully discussed at the conference the matters referred to in the foregoing queries.

(Sd.) J. D. INVERARITY.

(Sd.) B. J. DESAI.

3rd February 1922.

P. S.

The resolution of the Board fixing a rate and prohibiting transactions at a rate exceeding the rate fixed necessarily prevents any transactions at a higher rate between the date when the resolution becomes operative and the vaida date and so in effect prevents the market rate *as between members of the Association* rising beyond the figure so fixed, but as the resolution has no effect on contracts made between persons who are not members of the Association who can enter into contracts at any rate they choose. The rate fixed by the Board would not necessarily be the real market rate on the Vaida day. We are inclined to think that the rate to be fixed by the Board according to the resolution was the rate on the Vaida day and not a rate to be fixed before the Vaida day.

(Sd.) J. D. INVERARITY.

(Sd.) B. J. DESAI.

3rd February 1922.

14, K. Hummam Street, Fort,  
Bombay, 4th February 1922.

KIRABHOY PREMCHAND, Esq.

Dear Sir,

Mr. Desai has now given his opinion on Rule 26 and the same runs as follows:—

"I have since been shown Rule 26 and asked to advise whether under the Rule it is competent to the Board (in the events mentioned in the Resolution accompanying) to fix a rate (which shall be deemed to be the market rate) for the said Vaida and to suspend auction sale for the said Vaida.

I am of opinion that the Board is so competent but I should like to add that the rule is very vague and indefinite. Even in that I do not think that the Board can in effect award damages to a defaulting seller or buyer (as the case may be). That may be achieved indirectly by making a distinct rule compelling the seller or the buyer to invoice back (or re-sell or re-purchase) the share at the said fixed rate and if there is an arbitration Clause allowing the members to refer all disputes to arbitration, of two members of the Board, and an award is made without stating the facts or giving the reasons, the award is not likely to be upset in a Court of Law."

Yours truly,

(Sd.) MERWANJI KOLA & CO.

#### APPENDIX 17.

21st January 1922.

The Board infers that a corner exists in the shares of the Finlay Mill and this day resolves that till further notice no members shall do business in the said shares at a rate exceeding Rs. 1,850 for 1922 February and subsequent settlements.

Attention of the members is specially invited to rule No. 32 of the Clearing House rules pointed to below.

#### APPENDIX 18.

Board's Resolution dated 13th February 1922.

The buying-in and selling-out of Finlay Mill shares will be held to-morrow 14th February 1922.

Shares of the said Mill will not be allowed to be bought-in at a rate exceeding Rs. 1,850. The selling member while giving bid shall have to deliver shares and transfer immediately on the spot. Purchasing members shall have to make immediate payment in cash.

This resolution was passed by a majority of 7 against 4 but Messrs. Vurjivandas Tribhewandas and Mansukhlal Chhaganlal were in favour of fixing a rate of Rs. 1,825 and Mr. Jannadas Khushaldas of Rs. 1,900 and Mr. Anratlal Kaldas of Rs. 1,840.

## APPENDIX 19.

*Board's Resolution dated 16th February 1922.*

The pucca havala (making up price) for Finlay Mill shares for February 1922 Settlement has been fixed at Rs. 1,540 c. d. Forward business in Finlay Mill shares will not be allowed after the termination of March 1922 settlement but its cash business will continue.

## APPENDIX 20.

11, K. Humnum Street, Fort,  
Bombay, 9th March 1922.

To

The Honorary Secretary,  
The Native Share and Stock Brokers' Association.

*Re : Opinion.*

Dear Sir,

We beg to put on record that we held a conference with Mr. Desai on the 27th ultimo, when you were also present and we showed to Mr. Desai the intended rules regarding the cornering and fixing of rates, when Mr. Desai advised that if a rate was fixed the parties would have to pay and receive damages at the fixed rate.

Mr. Desai approved the wordings of rule 3 for the invoicing back of the shares but he expressed his personal opinion that such rule was inconsistent with the ordinary law that a party in default is not entitled to any damages whereas circumstances might arise under which if the rule is in force a party making a breach of the contract would still be entitled to receive damages from the other party who would be willing to perform the contract and he stated that similar case was under appeal to Privy Council. At the same time it was open to argument that if the parties agree to a rule, putting themselves outside the protection afforded by law it was their concern and the law could not protect them.

Mr. Desai approved of the suggestion of an arbitration clause and in order to bind non-members the clause should provide that in case of difference of opinion between the members or between outsiders and members all disputes should be referred to arbitration. Of course in order to bind an outsider the broker while entering into contract should notify to his customers that the contract is subject to the rules of the association.

We will accordingly draft an arbitration clause and submit it for your approval.

Yours truly,

(Sd.) MERWANJI KOLA & CO.

In the event of its appearing that cornering of any particular shares by one or more individuals exists or is being attempted, or its appearing that the market in any particular shares is unduly brought down by the action of one or more individuals, or of the arising of an emergency necessitating the intervention of the Board (the Board being the sole Judge as to existence or attempting of the corner or as to the undue depression or of the emergency), the Board shall have power from time to time in their absolute discretion :—

- (1) To fix a price for the said shares above or below which as the case may be contracts for sale or purchase thereof shall not be entered into.
- (2) To fix a price for the same or the then next ensuing Vaida (the said price so fixed being deemed to be the market price of the said share for the said settlement for the assessment of damages and determination of other rights and obligations arising out of the contract for sale and purchase of the said shares for the said settlement, and
- (3) To compel the seller or buyer as the case may be of such share to invoice back (that is to re-purchase or re-sell) the shares at the said fixed rate.

## APPENDIX 21.

*Board's Resolution dated 2nd June 1922.*

1. The Board infers that at present many difficulties have arisen in our bazar with regard to the forward business of Nagpur and Swadeshi Shares and believes that purchases and sales beyond limit have been effected, so with a view to safeguard the interest of the bazar it resolves that the business for September settlement in the shares of both the said Companies will be allowed after the entire completion of August 1922 settlement, i.e., on the day next after the day fixed for payment of difference for August settlement.

2. Besides members are warned by way of request that no member should endeavour to create confusion in the market by entering into forward purchases and sales of shares of any Company beyond limits.

## APPENDIX 22.

*Board's Resolution dated 27th July 1922.*

Messrs. Vadilal Sarabhai, Vadilal Poonamchand and Sangidas Jeniram appeared before the Board and recorded the terms of settlement regarding the link (Contango) of Nagpur and Swadeshi shares which are as follows :—

1. The Board to pass any resolution which it deems fit in the matter of the Nagpur and Swadeshi shares.
2. The prices of Nagpur and Swadeshi shares will not be allowed to be carried higher than Rs. 5,100 and Rs. 5,400 respectively till the day fixed for buying-in and selling-out for August settlement.
3. The prices of Nagpur and Swadeshi shares not to be allowed to be carried higher than those fixed by Messrs. Ardeshir Behramji Kanga and K. R. P. Shroff till the day fixed for buying-in and selling-out for September settlement.

The Board considered these terms and resolved that though the third term is objectionable, it will place all the terms before the General Meeting and will accept the same if they are confirmed at the said meeting.

## APPENDIX 23.

*Resolution of the General Meeting dated 25th July 1922.*

The terms of settlement regarding the link (contango) of Swadeshi and Nagpur shares which were placed before the Board to-day were read to the meeting by the Secretary by order of the President. Mr. Ardeshir Hormusji Madan as President of to-day's Board's Meeting stated that the Board has accepted all these three terms provided they are confirmed by the General Meeting.

Mr. Jehangir Hormusji Guzder : " How can we confirm them unless we know the basis of the 1st term of settlement ? "

Mr. Ardeshir Hormusji Madan : " We have not come to any decision regarding the basis, but both the parties have no objection whether the Board will join the link or not " (i.e., allow contango or not.)

Mr. Ardeshir Hormusji Madan then commenting upon the 3rd Clause of the said terms remarked that it is not justifiable to fix the rates of September settlement from to-day, because prices depend upon circumstances. How can we know what incidents will occur before the termination of the September settlement ? So it is very risky to fix the prices from to-day. The general body have already veated the Board with the necessary authority to intervene and fix the prices if extraordinary circumstances amounting to a corner arise and nothing has transpired to warrant an interference with the said authority by fixing the prices from to-day. Consequently I am against Clause 3.

Messrs. Dinshaw Bapuji Dadyburjer, Firoze Jehangir, Bapuji Nusserwanji, Vitaldas Dwarkadas and others agreed with the opinion of Mr. Ardeshir Hormusji Madan and declared their objection against Clause 3. Then Mr. Bhaichand Chunibhai Vakilna stated that the words " to-morrow " should be inserted in the first Clause. Eventually Mr. Jivatlal Pratapsi moved the following resolution and Mr. Chhaganlal Nagardas supported it :—

" This Meeting resolves that the three terms in the matter of Nagpur and Swadeshi shares which were read on behalf of the Board before the Meeting are all accepted. The terms are as follow : but in the 3rd Clause the words " prices should be fixed to-day and sealed " should be added.

1. The Board to pass any resolution which it deems fit in the matter of the link of Nagpur and Swadeshi shares.
2. The prices of Nagpur and Swadeshi shares will not be allowed to be carried higher than Rs. 5,100 and Rs. 5,400 respectively till the day fixed for buying-in and selling-out for August settlement.
3. The prices of Nagpur and Swadeshi shares not to be allowed to be carried higher than those fixed by Messrs. Ardeshir Behramji Kanga and K. R. P. Shroff till the day fixed for buying-in and selling-out for September settlement.

At this time Mr. Jehangir Rhicaji suggested to the meeting that this resolution should be considered as an exception and not as a precedent. This suggestion was approved by all members present at the meeting. Mr. Bapuji Nusserwanji moved an amendment to the above resolution of Mr. Jivatlal Pratapsi " The third clause of these terms should be removed. " The amendment was supported by Messrs. Feroze Jehangir and Ardeshir Hormusji Madan.

On putting the above amendment to vote, 14 members were in favour including Directors Messrs. Rajendra Somnaryen, Ardeshir B. Kanga and K. R. P. Shroff but as 51 members were against, the President declared the amendment as lost.

Subsequently on putting to vote the original resolution of Mr. Jivatlal Pratapsi the President declared it as passed by a majority of 64 against 10 votes.

## APPENDIX 24.

*Board's Resolution dated 26th July 1922.*

I beg hereby to notify to all members that on 2nd June 1922 the Board had resolved that business in the shares of the Nagpur and Swadesh Mills for September 1922 settlement will be allowed after the completion of the August 1922 settlement, i.e., on the next opening day after the day fixed for the payment of differences of August settlement. In this matter the Board this day resolves that in pursuance of the above resolution no member shall do business for September settlement in the shares of both the Companies till 12th August 1922. Business for September settlement should be commenced from 14th August 1922 at market prices. Those members who are not desirous of squaring their purchases and sales in both Companies for the August settlement may if they so desire carry their business from August to September settlement. No member shall do business for August settlement till 14th August 1922 in the shares of Nagpur and Swadesh Mills at prices exceeding Rs. 5,100 and 5,400 respectively. Members can accordingly do business for August settlements or the contango business for August and September settlements in Nagpur and Swadesh shares by virtue of this resolution.

## APPENDIX 25.

*25th August 1922.*

The Board resolves to-day that the Board infers that at present there is a corner in the shares of David and Currim Mills and consequently by virtue of the power vested in it by rule 26 of the Clearing House Rules intervenes and resolves

- (1) That no business either for cash or for September 1922 delivery in the shares of David and Currimbhoy Mills at prices higher than Rs. 1,975 and 2,175 respectively will be allowed to be transacted from to-day.
- (2) No one should at present do business for October delivery in the shares of both the said Mills.

The Board will hereafter give permission to square their dealings to those members who are not desirous of either giving or taking delivery during the October settlement in fulfilment of their contracts, for October settlement in the shares of both these Mills made by them before the market was ordered to be closed on 22nd August.

- (3) No business whatsoever in the shares of both the Mills for any settlement subsequent to the October settlement shall be allowed to be done. Members will be at liberty to do cash business at market rates in the shares of both the mills after the termination of the October settlement.
- (4) Rates for buying-in for September delivery of the shares of both the Mills will be declared on the day fixed for such buying-in.

## APPENDIX 26.

*11th September 1922.*

The Board has this day resolved that David and Currim shares will not be bought-in at prices exceeding Rs. 1,975 and Rs. 2,175 respectively.



## APPENDIX 27.

*Notice dated 2nd September 1922.*

I beg hereby to notify to all members that the total number of tickets of Currin Mills issued by the buyers is 22,705 the running numbers whereof are from 1 to 22,705 and the total number of the Kaplis of David Mills is 21,822 the running numbers whereof are from 25,001 to 46,822.

(Signed) K. R. P. SHROFF,  
Honorary Secretary and Treasurer.

## APPENDIX 28.

*Notice dated 5th September 1922.*

I hereby beg leave to notify to all members that according to the information received from the Clearing House, applications for taking delivery of 14,804 and 14,369 shares of Currin and David Mills respectively are received for the September 1922 settlement: as against this, real deliveries of 5,080 and 4,777 shares of the Currin and David Mills respectively are tendered.

(Signed) K. R. P. SHROFF,  
Honorary Secretary and Treasurer.

## APPENDIX 29.

*Board's Resolution dated 20th September 1922.*

Members can do business in Currin and David shares for cash and for October settlement from 25th September 1922. But members shall not do business in Currin and David shares at prices exceeding Rs. 2,175 and Rs. 1,975 respectively.

## APPENDIX 30.

*Board's Resolution dated 3rd October 1922.*

The Board this day resolves that business for month settlement in the shares of Swadesh, Nagpur and Broacha Mills shall not be done by any member at prices lower than the following:—

Swadesh, Rs. 4,000, i.e., Rs. 3,900 × 4.
Nagpur, .. 3,900
Broacha, .. 220

## APPENDIX 31.

*Board's Resolution dated 11th October 1922.*

Taking into consideration the difficulties of our members in the settlement of October 1922 Settlement the Board resolved that the Secretary should write the following letter to those members who have applied to the Clearing House for taking delivery of Swadesh and Nagpur shares:—

"To wit, you have applied to the Clearing House to take delivery of..... Swadesh and..... Nagpur shares out of which at present you will get delivery of..... Swadesh and..... Nagpur shares and hence you have to make the payment only for those shares to the Clearing House according to our rules and regulations. Of the balance of..... Swadesh and..... Nagpur shares delivery will be given to you after buying-in the shares on account and at the risk of the seller, if the said shares are available at such buying-in. But before the shares are bought-in you have to pay to the Clearing House the price of all such shares on Saturday 14th October 1922 in which case only the said shares will be bought-in on Monday 16th October 1922. Please note that the buying-in of these shares will not be allowed if you fail to pay the price thereof on or before Saturday."

## APPENDIX 32.

*Board's Resolution dated 13th October 1922.*

By order of the Board I beg to notify to all members that all the members who had to take delivery of Nagpur and Swadesh shares were informed that they will be given delivery of about 62 per cent. of the Nagpur shares and 30 per cent. of the Swadesh shares. Besides they were also informed that they will be allowed to buy-in the balance of shares which were not delivered to them if they made payments on or before Saturday the 14th October 1922 in respect thereof at provisional making-up prices fixed by the Board and that the shares in respect of which the payments will not have been made will not be allowed to be bought-in but in respect of them an adequate price will be fixed by the Board.

## APPENDIX 33.

*Board's Resolution dated 13th October 1922.*

Messrs. Hirachand Vasanji, Ardeshir Hormusji Madan and Vadilal Poonamchand being absent at the last meeting asked certain explanation regarding the said meeting to which Mr. Kaikhashru Ardeshir Patch and the Secretary Mr. Rajendra Somnarayan gave the reply to the following effect:—

At the meeting dated 11th October 1922 which was convened at the urgent request of Mr. K. R. P. Shroff the latter stated that at present we should accept from Mr. Mathuradas Goculdas through his brokers the amount in respect of as many Nagpur and Swadesh shares as we have received for delivery and with regard to the balance he wishes to give us a guarantee of the Bank of India, Limited, and so we should settle this matter with the Bank

of India, Limited, and Mr. Mathuradas Goculdas. Upon this the Board requested Mr. Kaikhashru Ardesbir Patch and the Secretary to go along with Mr. K. R. P. Shroff and make the necessary arrangements. On return, they stated " We could not see Mr. Mathuradas Goculdas but we met at the office of Messrs. Payne and Company, his attorney Mr. Devji, Mr. K. R. P. Shroff said to him " Your brokers have not made payment for the balance of shares. You will only be entitled to buy-in such shares, provided your brokers pay for these shares on or before Saturday the 14th October 1922 or you give us a written guarantee from the Bank of India, Limited, for such payments ". Upon this Mr. Devji agreed to pay the said amount to the Bank of India, Limited, and to forward the required guarantee to the Board.

## APPENDIX 34.

*Board's Resolution dated 17th October 1922.*

(1) Those members who have made payments to the Clearing House against delivery of Nagpur and Swadesh shares on or before Saturday last 14th October 1922 in pursuance of our previous notice will be allowed to buy-in those shares to-day, i.e., Tuesday 17th October 1922 on the opening of the market and in connection with this matter members shall before the time for buying-in give to the Honorary Secretary a writing under their signature informing him of the number of shares which they desire to buy-in.

Further, members have claimed their right of buying-in about 50 per cent. of Nagpur shares and 24 per cent. of Swadesh shares and in respect of the remaining outstanding shares the Board will fix and declare the making-up price after the buying-in is over.

(2) Those members who desire to give any shares at to-day's buying-in against their own sales of Nagpur and Swadesh shares should get such shares noted at the office of the Secretary and they shall have to sign according to our rules and regulations binding orders relating to the delivery of such shares within 24 hours.

## APPENDIX 35.

*Board's Resolution dated 17th October 1922.*

The Board has resolved that after buying-in of the shares of the Swadesh and Nagpur Mills to-day, making-up prices of Rs. 4,320 and 4,260 x. d. are fixed for the Nagpur and Swadesh shares respectively for the adjustment of the remaining outstanding purchases and sales of the shares of the said mills.

## APPENDIX 36.

*London Stock Exchange Rule No. 146.*

The Committee may suspend the Buying-in of Securities when circumstances appear to them to make such suspension desirable in the general interest. The liability of intermediaries shall continue during such suspension unless otherwise determined by the Committee.

*Liverpool Stock Exchange Rule No. 220.*

Should the Secretary when attempting to buy-in be unable to find a seller of the securities at a price which the Chairman or Acting Chairman shall if appealed to, decide to be reasonable, the Chairman or Acting Chairman may suspend the Buying-in until the matter has been submitted to, and decided by the Committee at a meeting to be forthwith convened for the purpose.

## APPENDIX 37.

*Glasgow Stock Exchange Association Rule No. 89 (2)c.*

At request of the member at whose instance buying-in has been attempted to fix a maximum price as in Clause (b) and further provided there may be no offer to supply said stock, shares or other securities, at or under said maximum price to cause members to settle at said maximum price, which settlement shall close the transaction in so far that it should settle and determine the responsibility of members to constituents, and constituents to members and members to each other, but without prejudice to the claims of constituents, interest which shall be enforceable by them otherwise than through the members and shall not be limited or affected by this Rule in any way; and the names of the said constituents shall be at once disclosed by the respective members to each other.

## APPENDIX 38.

*Finlay Mills, Limited.*

Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.	Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.
2	97	....	97	44	65	5	60
4	3	....	3	53	170	64	106
10	10	....	10	54	16	....	16
12	15	....	15	55	51	....	51
14	10	....	10	58	137	....	137
15	67	....	67	59	23	....	23
16	4	4	....	60	32	....	32
17	11	9	2	61	165	1	164
23	270	....	270	64	282	3	279
27	25	....	25	66	5	....	5
29	59	....	58	68	228	1	227
31	36	....	36	76	1	1	....
33	6	....	6	82	8	....	8
35	25	....	25	86	102	29	73
42	132	....	132	88	75	....	75
43	99	3	96	89	4	3	1

Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.	Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.
98	1	1	....	315	97	....	97
103	69	1	68	317	25	....	25
105	47	....	47	321	61	....	61
112	23	....	23	323	34	....	34
121	5	....	5	326	161	6	155
127	22	....	22	327	5	....	9
128	6	....	6	331	5	....	6
130	1	....	1	332	43	....	43
134	5	....	5	334	4	....	4
137	243	....	243	336	313	....	313
138	5	....	5	337	26	....	26
139	25	1	24	339	9	....	9
142	40	5	35	349	226	....	226
144	38	6	32	355	38	4	34
145	126	15	111	369	74	....	74
148	7	....	7	366	25	....	25
150A	81	....	81	370	442	108	334
153	7	....	7	374	23	....	23
163	6	1	5	377	481	481	....
171	102	....	102	380	1	....	1
172	65	....	65	386	20	....	20
174	84	....	84	393	66	25	41
175	67	....	67	399	126	1	125
177	13	....	13	399	18	....	18
181	1	....	1	400	4	....	4
186	3	1	2	407	7	7	....
188	68	....	68	423	119	11	108
189	255	....	255	424	299	25	274
196	1	....	1	428	11	11	....
197	10	8	2	427	19	....	19
199	36	28	8	430	5	....	5
207	5	5	....	434	3	....	3
210	15	....	15	435	2	....	2
213	57	....	57	442	93	....	93
214	5	....	5	445	7	1	6
215	149	5	144	446	12	....	12
216	36	....	36	447	60	....	60
217	17	1	16	449	11	....	11
218	4	....	4	450	19	13	6
220	27	....	27	456	30	30	....
226	82	....	82	459	2	....	2
227	23	6	17	461	5	2	3
235	20	....	20	462	13	3	10
236	32	9	23	464	41	....	41
239	2	2	....	471	135	....	135
240	5	5	....	472	42	....	42
246	1	....	1	473	179	16	163
249	30	15	15	475	38	26	12
251	53	40	13	477	33	19	14
256	28	4	24	478	14	3	11
260	82	....	82	479	95	....	95
268	54	1	53	482	24	4	20
269	16	12	4	484	52	....	52
281	122	14	108	486	14	1	13
282	16	....	16	487	115	....	115
288	141	30	111	6	2	2	....
295	16	....	16	79	72	12	69
297	11	10	1	99	18	....	18
301	51	....	51	270	10	....	10
302	34	....	34				
307	55	....	55				
308	364	1	363				
309	3	....	3				
310	10	....	10				
				Grand Total ..	9,192	1,156	8,036

Finlay Mills.

Brokers' Numbers.	Total Purchases.	Actually Delivered.	Brokers' Numbers.	Total Purchases.	Actually Delivered.
41	16	2	390	92	15
69	649	80	425	85	12
95	108	13	490	133	17
108	2,077	303	485	437	55
110A	290	35	488	405	50
146	563	67			
147	607	72			
176	171	24			
224	1,315	156			
225	1,091	135			
270	115	....			
316	124	15			
318	753	90			
362	107	15			
				9,129	1,156
			Errors in Form No. 1	63	
				9,192	

## Currimbhoy Mills, Limited.

Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.	Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.
2	106	103	3	281	92	38	54
4	199	75	124	291	59	..	59
10	18	1	17	295	2	2	..
14	15	..	15	297	238	212	26
16	11	..	11	301	54	3	52
16	287	182	105	298	128	..	128
17	1	1	..	303	164	..	164
27	50	12	38	305	101	101	..
31	22	..	22	309	161	38	123
41	110	12	98	309	2	..	2
42	10	..	10	310	35	..	35
44	103	..	103	313	114	114	..
53	50	50	..	315	70	21	49
54	40	..	40	316	66	9	57
56	584	195	389	317	53	..	53
58	207	..	207	318	35	9	26
59	5	..	5	321	334	4	330
61	70	70	..	323	421	7	414
64	171	168	3	327	130	24	106
66	11	10	1	334	28	25	3
68	61	57	4	335	53	25	28
69	59	59	..	337	31	29	2
79	65	13	52	339	20	6	14
82	2	..	2	340	147	97	50
86	287	21	266	355	16	16	..
88	145	83	62	358	79	..	79
80	82	85	17	360	6	6	..
90	1	1	..	365	3	2	1
95	40	20	20	366	25	5	20
97	40	..	40	370	352	2	350
98	2	2	..	374	73	25	48
102	22	..	22	377	33	33	..
103	114	50	64	366	23	4	19
105	103	100	3	300	74	53	21
108	32	11	21	393	313	..	313
110	24	4	20	395	33	32	1
110A	96	51	45	396	6	1	5
111	2	2	..	398	238	..	238
112	52	1	51	399	46	42	4
121	8	8	..	407	26	24	2
127	1	1	..	418	75	20	55
128	4	..	4	423	14	14	..
130	12	4	8	424	154	97	57
137	46	46	..	426	304	1	303
138	22	4	19	427	19	..	19
139	10	..	10	430	66	66	..
145	218	138	80	431	48	..	48
146	87	1	86	433	1	..	1
147	85	25	60	434	15	..	15
148	21	..	21	435	1	1	..
150A	36	12	24	441	3	3	..
153	182	75	107	445	92	25	67
160	15	15	..	447	130	..	130
162	15	15	..	448	10	10	..
171	27	5	22	449	33	33	..
174	16	..	16	450	528	523	5
177	173	61	112	456	1	..	1
183	83	10	73	458	5	..	5
186	222	108	114	461	28	1	27
188	195	15	180	462	621	..	621
195	36	..	36	464	12	..	12
196	34	..	34	465	38	38	..
197	48	36	12	467	75	..	75
199	45	16	29	471	453	265	188
207	8	8	..	472	28	10	18
210	26	..	26	473	50	22	28
213	62	..	62	475	60	5	55
214	117	..	117	476	230	..	230
215	235	5	230	477	31	11	20
216	33	33	..	478	8	1	7
217	9	..	9	479	77	2	75
224	215	165	50	481	133	24	109
225	327	39	288	482	172	17	155
226	64	10	54	484	81	24	57
227	5	1	4	486	31	15	16
236	169	14	95	487	184	..	184
239	6	6	..	488	52	..	52
244	37	3	35	489	62	62	..
246	3	..	3	493	20	..	20
249	187	180	7	494	215	28	187
251	1	..	1	496	18	18	..
256	93	39	54	43	193	150	43
257	6	..	6				
268	64	21	43				
269	..	..	..				
270	31	21	10				
274	2	1	1				
				Grand Total ..	14,836	5,053	9,783

## Derrimbog Mills.

Brokers' Numbers.	Total Purchases.	Actually delivered by the Clearing House.	Brokers' Numbers.	Total Purchases.	Actually delivered by the Clearing House.
42	285	90	431	596	205
64	673	232	442	2,200	710
69	138	48	480	30	10
121	639	222	484	43	14
137	425	147	486	252	87
218	1,015	350	488	1,905	655
225	1,382	480	43	115	40
260	674	232			
324	17	5			
326	1,847	635			
332	2,025	700			
396	130	45			
400	342	119			
424	55	18			
				14,788	5,063
			Errors in Form No. 1	45	
				14,833	

## David Mills, Limited.

Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.	Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.
2	168	165	3	189	10	....	10
4	72	52	20	195	109	5	104
6	4	4	....	196	11	....	11
10	88	86	3	197	21	13	8
14	45	....	45	199	131	79	52
15	51	41	10	207	62	62	....
16	58	53	5	210	56	....	56
17	10	10	....	213	125	3	122
27	33	5	28	214	158	1	157
31	14	....	14	215	278	2	276
36	1	....	1	216	59	69	....
40	1	1	....	217	13	3	10
41	137	16	121	218	80	73	7
42	2	....	2	220	30	....	30
44	41	4	37	224	96	25	71
53	56	....	56	225	546	130	416
54	16	....	16	226	68	5	63
55	496	69	427	227	14	4	10
58	426	65	361	235	1	1	....
59	4	4	....	236	106	49	57
60	5	....	5	239	6	3	3
61	31	28	3	244	70	37	33
64	98	94	4	246	2	....	2
66	28	11	17	249	151	161	....
68	104	79	25	251	1	1	....
69	88	88	....	256	26	3	23
76	3	3	....	257	13	....	13
79	125	10	115	268	20	10	10
82	12	....	12	269	82	75	7
86	309	13	296	281	46	12	34
88	21	21	....	288	225	85	140
89	92	62	30	291	13	7	6
90	7	7	....	295	27	27	....
95	26	10	16	297	75	74	1
97	51	....	51	301	90	57	38
102	57	1	56	302	159	1	158
103	184	32	152	307	32	11	21
105	170	28	142	308	160	116	42
108	180	57	123	309	2	....	2
109	6	....	6	310	12	3	9
110	15	....	15	312	4	4	....
110A	166	2	164	315	77	64	13
111	9	9	....	316	46	6	40
112	42	2	40	317	81	10	71
121	53	53	....	318	10	10	....
125	11	11	....	320	1	1	....
128	5	....	5	321	223	....	223
130	2	....	2	323	413	14	399
138	48	21	27	327	19	1	18
139	45	37	8	331	5	5	....
145	295	252	43	334	17	12	5
146	139	70	69	335	41	1	40
147	76	1	75	336	54	....	54
148	8	....	8	337	2	2	....
150A	30	....	30	339	9	....	9
153	205	....	205	340	105	40	65
160	13	13	....	355	25	25	....
162	37	37	....	358	10	1	9
171	18	10	8	360	11	10	1
172	10	....	10	361	2	2	....
174	10	....	10	365	20	20	....
177	116	57	59	43	162	149	33
183	97	18	79	366	26	22	4
186	250	229	21	370	204	3	201
188	133	16	117	374	60	5	45

Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.	Brokers' Numbers.	Total Sales.	Real Delivery.	Short Sales.
377	3	3	....	462	301	....	301
380	2	2	....	464	17	4	13
386	49	15	34	467	341	....	341
390	127	101	26	471	92	42	50
393	61	4	57	472	34	5	29
395	78	26	50	473	70	23	47
396	52	....	52	475	40	....	40
399	8	1	7	476	382	18	364
407	35	33	2	477	18	1	17
408	2	....	2	478	13	2	11
415	7	7	....	479	233	2	231
422	17	17	....	481	27	8	19
423	41	18	25	482	364	16	248
424	139	52	87	484	44	4	40
426	235	9	226	485	2	....	2
427	47	27	20	486	37	24	13
430	64	64	....	487	98	....	98
432	2	2	....	488	90	....	90
434	12	....	12	489	65	65	....
435	4	4	....	491	14	4	10
445	34	19	15	493	25	....	25
447	135	....	135	494	288	....	288
449	165	58	107	496	1	....	....
450	293	283	10	Error in form No. 1.	1	....	....
456	103	83	20				
458	10	....	10				
459	4	....	4				
461	40	40	....				
				Grand Total..	14,340	4,628	9,702

## David Mills.

Brokers' Number.	To be purchased.	Actually delivered.	Brokers' Numbers.	To be purchased.	Actually delivered.
42	411	137	400	492	165
64	25	8	424	57	19
69	150	50	434	71	24
121	170	57	433	197	66
144	....	....	442	1,748	570
150A	80	27	465	371	124
225	1,553	518	477	66	29
260	2,123	708	480	338	113
270	77	26	482	40	....
313	1,184	495	484	....	13
324	119	40	488	1,526	503
326	1,622	530	43	20	7
332	714	238			
396	106	36			
398	1,080	360			
				14,340	4,868

## APPENDIX 39.

Names.	Paid up.	Highest rate touched.	On	Present Rate.
Tata Oil Mills	100	575 P	17-1-20	Nil.
New India Assurance	25	75 P	16-8-19	8 1/4 D
Jupiter Insurance	15	29 P	15-7-19	9 D
Tata Industrial Bank	22 1/2	90 P	16-8-99	10 D
Scindhia Steam Navigation	30	60 P	18-8-19	22 D

P—Premium.

D—Discount.

## APPENDIX 40.

Board's Resolution dated 18th July 1919.

The Board resolves this day that permission of the Board shall be taken before transacting business in the shares of a new company and till such permission is granted the business in the shares of such new companies shall not be transacted and the Board will take severe notice of any member transacting such business.

## APPENDIX 41.

*Index Number of Different Companies.*

1. Pearl Mills.	40. Punjab Portland Cement Co.
2. Indian Bleaching.	41. Bundi Portland Cement.
3. Madhavrao Scindhia.	42. Shivrajpur Syndicate.
4. Kastoorchand Mills.	43. Central India Mining.
5. Mathradas Mills.	44. Bombay Steam Navigation.
6. Currimbhoy Mills.	45. Hingir Rampur Coal Co.
7. Premier Mills.	46. Madhowji Dharamsey Mills.
8. Fazulbhoy Mills.	47. Sir Shapurji Broacha.
9. Indore Malwa Mills.	48. Indian Woollen Mills.
10. Bradbury Mills.	49. Apollo Mills.
11. Pabaney Mills.	50. Sholapur S. & W. Mills.
12. Ceylon S. & W. Mills.	51. Morarji Goculdas Mills.
13. Shahabad Cement Co.	52. Dharamsey Morarji Chemicals.
14. Central India S. & W. Mills.	53. Scindhia Steam Navigation.
15. Ahmedabad Advance Mills.	54. Dharamsey Morarji Woollen.
16. David Mills.	55. Century S. & W. Co.
17. Swadeshi Mills.	56. Bombay Dyeing Co.
18. Tata Mills.	57. Phoenix Mills.
19. Gwalior Cement.	58. Katni Cement Co.
20. Indian Cement Co.	59. Swan Mills.
21. Tata Oil Mills.	60. Finlay Mills.
22. Tata Iron & Steel Co.	61. Globe Manufacturing Co.
23. Andhra Valley.	62. Bombay Telephone Co.
24. Tata Hydro.	63. Simplex Mills.
25. New India Assurance Co.	64. New City of Bombay Manufacturing Co.
26. E. D. Sassoon United Mills.	65. Colaba Land Mills.
27. Elphinstone S. W.	66. Pioneer Rubber and Industrial.
28. Meyer Sassoon.	67. Gokak Mills.
29. Edward Sassoon.	68. Kilachand Mills.
30. Kohinoor Mills.	69. Imperial Bank of India.
31. Ahmedabad Electricity.	70. Bank of India.
32. Surat Electricity.	71. Central Bank.
33. Gujarat Railway Co.	72. Dawn Mills.
34. Ahmedabad Prantij Railway.	73. Standard Mills.
35. Amritsar Petty Railway.	74. Tata Power Co.
36. Central Provinces Railway.	75. Crescent Mills.
37. Tapti Valley Railway.	76. New Great Eastern.
38. Mandra Bhon Railway.	77. Bombay Electric Supply & Tramway Co.
39. Sialkot Narowal Railway.	

*Names of Directors who are on the Boards of a variety of Companies (vide index number for names of Companies).*

Sir Sassoon J. David, Bart. . . . .	.. 1, 2, 3, 6, 7, 8, 10, 11, 21, 22, 23, 24, 25, 30, 43, 44, 45, 47, 48, 57, 58, 59, 60, 70, 72, 73, 74, 75, 77.
Sir Jamssetjee Jeejeebhoy, Bart. . . . .	.. 1, 2, 6, 7, 8, 11, 31, 33, 37, 39, 40, 41, 43, 55, 56, 57, 61, 64, 65, 69, 75, 76.
F. E. Dinshaw, Esqr. . . . .	.. 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, 16, 19, 21, 22, 23, 24, 25, 26, 27, 28, 29, 41, 44, 46, 47, 48, 49, 51, 52, 54, 57, 58, 59, 60, 62, 63, 66, 70, 72, 74, 75, 77.
J. A. Wadia, Esqr. . . . .	.. 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, 57, 75.
Ahmed Currimbhoy, Esqr. . . . .	.. 1, 2, 3, 4, 5, 7, 8, 10, 12, 75.
Mahomedbhoy Currimbhoy, Esqr. . . . .	.. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 70, 75.
Sir Fazulbhoy Currimbhoy, Kt. . . . .	.. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 16, 21, 22, 23, 25, 26, 44, 47, 52, 54, 58, 66, 69, 73, 74, 75, 77.
The Hon'ble Mr. P. C. Sethna . . . . .	.. 3, 4, 5, 10, 12, 16, 22, 25, 46, 48, 52, 61, 62, 63, 71.
R. D. Tata, Esqr. . . . .	.. 13, 14, 15, 17, 18, 20, 21, 22, 23, 24, 25, 62, 74, 77.
The Hon'ble Mr. Lalloobhoy Samaldas . . . . .	.. 13, 15, 18, 19, 20, 22, 23, 24, 25, 50, 53, 68.
H. P. Gibbs, Esqr. . . . .	.. 13, 19, 20, 23, 24, 31, 74.
Sir D. J. Tata, Kt. . . . .	.. 14, 15, 17, 18, 20, 21, 23, 24, 25, 73, 74.
H. E. Bamji, Esqr. . . . .	.. 14, 15, 17, 18.
N. B. Saklatwalla, Esqr. . . . .	.. 14, 15, 16, 17, 18, 20, 22, 25, 55, 56, 73.
Narottom Morarji, Esqr. . . . .	.. 17, 18, 22, 23, 24, 26, 45, 50, 53, 55, 58, 66.
Sir Purshotomdas Thakordas . . . . .	.. 20, 22, 25, 30, 31, 32, 33, 34, 35, 36, 38, 39, 43, 44, 45, 66, 67, 68, 69, 74, 77.
Captain E. V. Sassoon . . . . .	.. 16, 26, 27, 28, 29, 49, 62.
A. J. Raymond, Esqr. . . . .	.. 26, 27, 28, 29, 49.
S. R. Bomanji, Esqr. . . . .	.. 26, 28, 29.
Albert Raymond, Esqr. . . . .	.. 16, 26, 27, 28, 29, 49.
H. P. Hebblethwaite, Esqr. . . . .	.. 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43.
Ramdas Narandas, Esqr. . . . .	.. 30, 32, 37, 40, 41.
D. W. Wilson, Esqr. . . . .	.. 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 42, 45.
Mahomed Hajibhoy, Esqr. . . . .	.. 32, 36, 40, 41, 45.
Ambalal Sarabhai, Esqr. . . . .	.. 34, 35, 51, 52, 54, 66, 70.
F. A. H. East, Esqr. . . . .	.. 40, 41, 42, 43.
Mathradas Goculdas, Esqr. . . . .	.. 46, 47, 48.
Purshotomdas Mathradas, Esqr. . . . .	.. 46, 47, 48.
Devidas Narandas, Esqr. . . . .	.. 31, 36, 38.
Byramji Jeejeebhoy, Esqr. . . . .	.. 10, 64, 65, 76.
Sir Cawasjee Jehangir, Bart. . . . .	.. 22, 47, 58, 70.





## Groups of Companies under the Agency of Messrs. Killick Nixon &amp; Co.

	Punjab Portland.	Bundel Portland.	Shalvaipur Syndicate.	Central India Mining.	Kollinor Mills.	Ahmedabad Electricity.	Surat Electricity Co.	Gujrat Railway Co.	Ahmedabad Prantji Rly.	Amritsar Petty Rly.	Central Provinces Rly.	Tapti Valley Rly.	Mandira Rhon Riv.	Saikh's Naval Rly.	Bombay Steam Co.	Hingir Bampur Rly.
H. P. Hebblethwaite, Esqr.	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•
Sir Purshotamdas Thakordas.				•	•	•	•	•	•	•	•	•	•	•	•	•
Major D. W. Wilson, C.I.E.			•		•	•	•	•	•	•	•	•	•	•	•	•
Sir Jamssetji Jeejeebhoy.	•	•		•	•	•	•	•	•	•	•	•	•	•	•	•
Ramdas Naranadas, Esqr.	•	•			•	•	•	•	•	•	•	•	•	•	•	•
Sir Sassoon David				•	•	•	•	•	•	•	•	•	•	•	•	•
Mahomed Hallbhoy, Esqr.	•	•				•	•	•	•	•	•	•	•	•	•	•
F. A. H. East, Esqr.	•	•	•	•												
Devidas Naranadas, Esq.						•					•		•			
Ambalal Sarabhal, Esqr.								•	•							
F. E. Dinshaw, Esqr.		•													•	
Sir Fazulbhoy Currimbhoy.															•	

## Groups of Companies under the Agency of Messrs. Mathradas Goculdas &amp; Co.

	Mathavji Mills.	Sir Shapurji Mills.	Indian Woollen.
Sir Sassoon David, Bart.	•	•	•
Mathradas Goculdas, Esqr.	•	•	•
Purshotamdas Mathradas, Esqr.	•	•	•
F. E. Dinshaw, Esqr.	•	•	•
The Hon'ble Mr. P. C. Sethna	•	•	•
Tircumdas Dwarkadas, Esqr.	•	•	•
Sir Fazulbhoy Currimbhoy	•	•	•
Sir Cawasji Jehangir	•	•	•

## Groups of Companies under the Agency of Messrs. E. D. Sassoon &amp; Co., Limited.

	E. D. Sassoon United.	Meyer Sassoon Mills.	Edward Sassoon Mills.	Elphinstone Mills.	Apollo Mills.	David Mills.
Capt. E. V. Sassoon	•	•	•	•	•	•
F. E. Dinshaw, Esqr.	•	•	•	•	•	•
Albert Raymond, Esqr.	•	•	•	•	•	•
A. J. Raymond, Esqr.	•	•	•	•	•	•
S. R. Bomanji, Esqr.	•	•	•	•	•	•
Sir Fazulbhoy Currimbhoy	•	•	•	•	•	•
Narrottom Morarji, Esqr.	•	•	•	•	•	•
The Hon'ble Mr. P. C. Sethna	•	•	•	•	•	•
N. B. Saklatwala, Esqr.	•	•	•	•	•	•

## Groups of Companies under the Agency of Messrs. W. H. Brady &amp; Co., Limited.

	New City.	Colaba Land.	New Grant.
J. A. Kay, Esqr.	•	•	•
Sir Jamssetjee Jeejeebhoy	•	•	•
Thomas Bradley, Esqr.	•	•	•
H. T. Gorrie, Esqr.	•	•	•
Byramji Jeejeebhoy, Esqr.	•	•	•
Manordas Tribhovandas, Esqr.	•	•	•
Shantidas Askaran, Esqr.	•	•	•

## APPENDIX 43.

(True Copy.)

From  
The Central Bank of India, Ltd.,

Bombay, 26th October 1923.

To  
The President,  
The Native Share and Stock Brokers' Association, Bombay.

Dear Sir,

In reply to your letter dated the 20th instant, and addressed to the Managing Director I am desired by him to inform you that our Bank is on the whole satisfied with the working of the Association and as agent has had no reason to complain of share transactions with the Association nor has it had any cause of complaint against the Association or its members except in regard to the rules regarding cornering and the number of days that the Exchange is closed.

Yours faithfully,  
(Signed) K. H. DADY BURJOR,  
Assistant Secretary.

(True Copy.)

1, Commercial Buildings,  
Calcutta, 5th October 1923.

From  
Place Siddons and Gough,  
Stock and Share Brokers ;

To  
K. R. P. Shroff, Esqr.,  
President, Bombay Share Brokers' Association, Bombay.

Dear Sir,

We are in receipt of your letter of the 1st instant with regard to the Committee of Enquiry on the subject of your Exchange in which you ask whether we have any grievances or complaints against your members.

In reply we would say that we have for very many years transacted regular business with members of your Exchange mainly in Jute shares which have at times been subject to violent fluctuations in price. During this period we have had no difficulty with any of your members but our experience on the contrary has been uniformly satisfactory.

Yours faithfully,  
(Signed) PLACE SIDDONS AND GOUGH.

THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

Dalal Street, Fort,  
Bombay, 18th July 1923.

To  
The Private Secretary  
to His Excellency the Governor of Bombay.

Dear Mr. Adam,

Referring to the interview His Excellency the Governor was kind enough to accord to me and my Committee on the 28th June 1923, I have discussed with my Committee the points regarding the Native Share and Stock Brokers' Association suggested at the interview and the necessary actions and the suggestion for placing it on a better footing than at present and I have now the honour to place before His Excellency the Governor the views of my Committee on the subject.

I have, however, been asked by my Committee to request you in the first place to convey to His Excellency the best thanks of the Association for the deep interest taken by him in its welfare.

Before dealing with the points I beg to make the following preliminary observation and although I apprehend that thereby I would be encroaching upon the valuable time of His Excellency still I feel sure that he will not find it wasted.

The Association, over which I have the honour to preside, has been in existence for over half a century, and is composed of members of all communities and most of them are well-known gentlemen of position and standing and alive to the necessity of strictly observing and following the rules and regulations and practice and usage of the Association. No one is more interested in the good name of the Association than its members.

Despite the fact that hundreds of bargains are transacted on the Exchange daily, involving lacs of rupees and effected at first by word of mouth or gestures, disputes rarely occur between the contracting parties. There is probably no group of business-men amongst whom good faith in the fulfilment of business obligations, and the strict observance of the rules of the Association, its usages and customs are so proverbial and the repudiation of contracts so practically unknown as amongst the members of the Association.

The Association has been governed by the rules and regulations laid down in its Constitution and such other rules and bye-laws from time to time framed as actual practical experience and circumstances demanded. These rules have always been administered by the Committee duly elected according to the Constitution of the Association with a view to do justice both to the members of the Association and to the public. The constitution and the rules framed by the Association have stood the test of time for over half a century, during which it has weathered many a storm and carried through transactions amounting to crores of rupees without a single mishap.

My Association makes no claim to perfection, but has always been deeply concerned with improving the methods of transactions and management so as to bring the same into conformity with the requirements of modern times.

My Committee beg leave to maintain that in its regulations for admission of new security to dealings, in its rules regulating the business conduct of the members and the enforcement of such rules the Association is at least on a par with any other leading Stock Exchanges in the world.

The Association, two years ago, established under certain rules and regulations a Clearing House under the management of the Bank of India. It commands the confidence of the public and passes through from month to month transactions amounting to crores of rupees. The public institutions, banks, and investing public, have freely and without fear entrusted to the members of the Association Securities, Bonds, Loans and Shares, because they have confidence in the members of the Association and in the bye laws, by which they are governed. The volume of transactions during the period of two years passed through the Clearing House amounted to eighty-one crores of rupees.

Nevertheless there has been a clamour through the Press and commotion in the Council against the Stock Exchange. My Committee, however, submits that most of those, who raise such clamour and commotion are persons, or are led by persons, who had made speculative transactions beyond their means and had suffered losses in consequence of their own desperate actions and many of those who have criticised the actions of the Stock Exchange, have not realised or appreciated the distinction between the consequences arising from the operations of the rules of the Stock Exchange and the methods of carrying out the transactions, and the consequences arising out of the acts of the speculators over whose organisation and over whose conduct the Association has no control. It is a fact that public prejudice against the Stock Exchanges in the whole world, although almost never based upon actual facts or upon any real knowledge of the Science of Economics, is nevertheless wide spread and deeply rooted and taking advantage of that, the indignant speculators and their henchmen leave no stone unturned to wantonly attack the Association and its Officers without the least justification except that the action adopted by the Association in the interest of the investing public had frustrated them in their avaricious designs.

It may be that occasionally in taking measures under circumstances unique and unexpected, there may have been shortcomings in the method of the administration of the rules of the Stock Exchange, which maturer experience, might have avoided; but such shortcomings have been just such as there have been and are likely to be in every Institution administered by human brains, nevertheless as far as my committee can say, on every occasion there has been perfect good faith on the part of the Committee of the Association to meet all exigencies bonafide in the interest of the public and the members of the Association and to the best of the powers of the Association.

With these preliminary observations my Committee craves leave to give their views on the points suggested at the interview aforesaid.

#### *Arbitrary closing of the market to suit certain interests.*

My Committee denies that on any occasion the market was closed to suit particular interests of the members, or their clients. The President or in his absence the Secretary has power as an emergency measure to stop transactions in particular scripts and to convene at once a meeting of the Committee to consider the matter and the Committee may confirm the action and declare a corner and fix such terms as the Committee may think proper or remove the bar and leave the market open. This is an absolutely necessary power in cases of emergency and the power has up to now been exercised only twice or thrice in the history of the Association to save the public from utter ruin and disaster when big speculative operators rigged the market. It is not desirable to take away this power in view of the safety and protection it affords to the public and members of the Association and similar power is reserved to the Committee of Stock Exchanges all over the world.

#### *Closing the Exchange without Notice.*

There has been no closing of the Stock Exchange except on holidays or days fixed for settlements of accounts or on the occasion when the market used to be closed as a mark of respect to the memory of a deceased member without any notice. As regards the closing on holidays the days are fixed previously at the commencement of the year and the public has due notice thereof as well of the days on which the Exchange is closed for the settlement of Accounts. As to the complaint that the holidays are too numerous my Committee beg to point out that the Exchange is composed of different Communities, having their respective holidays and the holidays of different Communities have accordingly been recognised by the Association and hence the number of holidays is numerically more than holidays permitted to the Banks but in this connection my Committee beg leave to point out that almost all private public and even Government Offices as well as the Calcutta Stock Exchange enjoy sectional holidays in addition to the Bank Holidays declared under the Negotiable Instruments Act and my Association has similarly about 14 such holidays sanctioned at a General Meeting. When any such holiday falls on a Sunday the Association does not observe such a holiday on the following Monday, as is the case with the London Exchange where also extra holidays besides Bank Holidays are allowed. In view of the members of the Association being of diverse Communities there is no possibility of curtailing the existing holidays or the closing on the days on which the accounts have to be settled.

But as regards the closing of the Exchange on account of the death of a member it was resolved on the 21st day of June 1923 that the Exchange will remain closed on such days for new dealings only but payments in settlement of contracts and deliveries of securities will continue as usual even during such closing so that the general public may not be inconvenienced or put to a loss.

#### *Meetings with Noise and Disorder.*

As regards the complaint of noise and disorder in Meetings undoubtedly at some of the Meetings where a seriously controversial subject is brought on for discussion, owing to conflict between divergent opinions noise and disturbance do take place. This evil is more of recent growth and almost universal and has been witnessed at numerous public Meetings, for social, political or business purposes and whether convened privately or in conformity with law. The reports of Parliamentary Meetings in all parts of the World, even the most civilized, show the same tendency and in such a time to expect the members of my Association to be entirely free from that tendency, is hopeless. Nevertheless, my Committee can say that none of the Meetings duly convened had to be dissolved in consequence of such noise and disorder. On the contrary, instead of noise and disorder at every such Meeting reasonable and harmonious conclusions were invariably arrived at.

#### *Card Value.*

The market value of the card fluctuates according to the law of demand and supply which in its turn is affected by the fluctuations in accordance with the activity of business in the Exchange. The present price is Rs. 15,000. A non-member can secure a card either by purchasing that of some deceased member or defaulting member subject to the approval of the Directors. The securing of the card is not sufficient to enable the purchaser to become a member. Every new member has to be introduced and recommended by two members who have to satisfy the Board that the new comer is of sufficient means, is free from debts, of good business reputation and of good character. The application of the applicant is then placed on Notice Board for 15 days, objections to his admission in writing are invited, and at the end of the period the applicant is duly considered by the Board and passed if considered eligible. The price paid for the card is not lost to the purchasing member as in the case of entrance fee but it is an asset or property of value fluctuating in accordance with the circumstances aforesaid. After his death his legal representatives can recover the price of the card by its sale and necessarily an endeavour is made to get the highest possible price for the card. No doubt during the last boom the price of a card had risen to Rs. 40,000 and for those who were fortunate enough to secure business it was not too high a price for the card. Nevertheless, my Committee submits that even Rs. 40,000 in normal times cannot be said to be too high a price as alleged for the card, with a right in the assets of the Association. In New York the price of a card is about Rs. 3,25,000 in addition to which each member admitted there by transfer, has to pay the initiation fee of Rs. 6,000 and an annual subscription of Rs. 1,000. In London each member without a right in the assets of Exchange has to pay the entrance fee of 500 guineas and an annual subscription of 40 guineas, whereas my Association after issuing the card charges annual subscription which is Rs. 5 only. My Committee desires to point out to Government with due respect that the public have no right to interfere in the internal management of the business and properties of the Association. So long as the Association violates no law of the land, it has a right to conduct its internal business as it pleases, it has a right to admit as members whomsoever it approves of, and it has a right to fix the minimum price of the card at the General Meeting.

*Inflated price in cornering.*

My Committee submits that on all Exchanges manipulations and cornering take place off and on. Both the evils however are beyond the control of my Association. The cornering is commenced by men of masterly craft and with considerable money behind their back. It is absolutely impossible to take measures to prevent this. Corners are checked when they reach a certain stage and the Board has in accordance with the Rules of the Association interfered and suspended dealings in the cornered securities and fixed a reasonable and fair settlement price to protect the short sellers against the absolutely high-handed whims of the speculative operators in cornering. Bulls clash with the bears and it is not surprising in extraordinary times and in extraordinary conditions that the decision of the Committee should not suit both the parties. No one can be more anxious than the Association to adopt measures to prevent the corners, but it is common knowledge that no one in the world had up to now found any effective measures to prevent them, nor it is possible to lay down any hard and fast rule for the purpose. In applying the rules and exercising the powers the Association had the benefit of the best legal advice available in Bombay and its one great object was to protect as bravely and even single handedly as it could, the interest of the public and the members of the Association. My Committee submits that by reason of this decision and prompt interference the evils of corners were reduced as far as possible to minimum. Transactions on the Stock Exchange are of extraordinary complexity and intricacy, particularly during the period of corners. On the one hand the Association is expected to prevent such corners and on the other hand not to interfere with the freedom of contract.

The rules of the Association have stood the strain of the several corners recently and though the course adopted by the Association did not prove palatable to the parties vitally interested nevertheless the Board had the gratification of having succeeded in preventing the *bona fide* public and the members of the Association from being whirled into disaster. My Committee is anxious to be advised by the Government and will welcome any steps which may be suggested either by Government or by competent persons to prevent cornering without the exercise of the power aforesaid. In fact the discoverer of such a remedy will be a saviour whose arrival will be hailed with joy by the *bona fide* investors all over the world. My Committee notes with regret that the steps taken by the Committee at the time were hotly criticised and the *bona fides* of the Officers of my Association challenged by vehement and unjustified attacks but no one ventured to test the validity of the action in a Court of Law where my Committee would have been able to demonstrate the justice, propriety and equity of the extraordinary steps taken to prevent a disaster in those extraordinary times.

*Apprehensions of small investors being frightened out of market.*

It is a firm belief of my Committee that *bona fide* small investors never lose their moneys during normal times nor have they lost any even during the time of boom and corners. Investors do not invest with the view to make huge capital profits. But no doubt small capitalists who come to the market to make purchases with a view to resell in short times at huge profits lost their moneys when the market toppled down and it would be a misnomer to call such persons small investors. My Committee has not the least apprehension that when the market resumes its normal tone the small investors will out of fright remain out of the market. At present small investors if they fight shy of the market, they do so owing to the history of the several shady ventures which had been started in the times of boom, even under directorate of well-known men, with promises of high expectations but met their just fate by being wiped off at the termination of the boom and the recollection of such incidents would be a deterrent to any man of ordinary means to go in for new ventures although they may be of intrinsic merit then.

*Suggestions for future.*

My Committee have already mentioned above that they never claimed perfection for their existing constitution Rules and Bye-laws although they have stood the test of time for half a century. But as a matter of fact the Association had resolved to have their Constitution, Rules and Regulations revised and in accordance with the resolution new rules and Regulations embodied in two books, a copy whereof is sent herewith in a separate cover for perusal of Government, have been framed in consultation with the Solicitors of the Association and have been printed and circulated amongst the members for their approval. Even the new intended Rules after having been framed had to be amended in the light of the experience gathered during the stormy times through which this City has recently passed and it is now decided to place them before the Meeting of the Association and have them duly sanctioned and passed. Before however the final step is taken by the Association, my Committee will be happy to welcome and consider any suggestions and recommendations that Government or any duly qualified persons may make to further safeguard and promote the interests of the public and the members of the Association. The members of my Association are proud to belong to an Institution which has stood the test of time for 50 years. They have not done and are not likely to do anything which will bring slur on this Institution. My Committee have control over the disciplinary conduct of the members under penalty of suspension or expulsion. All the orders and Resolutions of the Committee have hitherto been always carried out by the members notwithstanding the same might have been unpalatable and there is no reason to doubt that there will be a departure from the usual strict observance of the Rules and Regulations by the members of the Association or that the Committee or the Officers act arbitrarily or not exercise their powers and discretion impartially and judicially. All contracts are made under and subject to the Rules of the Association. Any aggrieved party in case of true and *bona fide* cause of complaint can seek redress in a Court of Law which affords the highest guarantee of safety and my Committee respectfully declare that they fail to see what further guarantee can be required for the enforcement of the Rules and Regulations.

My Committee respectfully beg to point out that those who loudly clamour for legislation have no knowledge of the intricate and complicated working of the Stock Exchange and are neither versed in the theory of law nor are they aware as pointed out by the Honourable Finance Minister that with the exception of one solitary precedent in the case of Germany where also the control had failed nowhere a demand was made to control by legislation the operations in the Stock Exchange. Such control is doomed to fail, and any interference by legislature with the exercise of a legitimate trade would be an encroachment on the liberty and freedom of an Institution which though private has been serving the public for half a century past and commanding its confidence.

Yours sincerely,

K. R. P. SHROFF,

President.

THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

Dalal Street, Fort,  
Bombay, 6th August 1923.

To

The Private Secretary  
to His Excellency the Governor of Bombay.

Dear Mr. Adam,

I shall thank you to place before His Excellency the Governor the reply of my Committee regarding the suggestion made by him at the interview I had the honour to have had with him on Saturday the 28th July 1923 at the Government House, Gansskhind.

I take this opportunity of expressing my deep gratitude to His Excellency for the sympathetic views expressed in course of the interview and the open-minded way with which he dwelt upon the miscomprehended subject of the Stock Exchange.

If changes and improvements seem to come about slowly, it is not because of the unwillingness of my Association to remedy these conditions, but because of the gravity and deliberation with which they must be considered in the light of the future as well as the present. If there are real abuses, no one is more anxious to know them and to remedy them than the members of the Association.

My Committee believes that the first duty of the Association is towards the public and that the members of the Association will prosper if *bona fide* investors are rigorously protected. My Committee is determined to see that the public gets a square deal. My Committee therefore unanimously believes that the public interest which the Association is bound to conserve will not be promoted by any outside control as suggested by the Government on the arbitria of the Committee but would suffer enormously by such a step. It is therefore necessary that the Association should itself be the guardian of its rules and regulations. This is surely the only practical way of maintaining a high standard of probity and business morality. Any restrictive measure would cast a slur upon the honesty and probity of the administration of the Stock Exchange and would deter members having any self-respect from taking up office and discharge their onerous duties and further hamper the operations of this great financial market.

In 1877, a Royal Commission was appointed to inquire into the constitution and customs of the London Stock Exchange. In 1878 its report was published. A suggestion had been made that the Stock Exchange Committee should be assisted in its deliberations by an outside assessor or assessors, especially in cases of important questions involving the personal interests of fellow-members and others, but the report pointed out the danger of attempting to force any form of external control on the institution and the Royal Commissioners preferred the Committee as it was, on the ground that the members understood the complicated questions to be decided much better than any outsider would understand them, and that it was necessary in most cases that the decisions should be very prompt and complete.

The gradual development of Banking and Joint-stock Companies, and even of Government has been attended to meet growing conditions by mistakes, by errors of judgment and by occasional wrong doings, yet we do not condemn banking, because there were many failures and even frauds, we do not condemn Joint-stock Companies, because many of those formed during the last five years were badly organized and incompetently managed by rushing ambitiously into speculative projects that ruined innocent and inexperienced investors, we do not abandon our form of Government because the public criticise it freely. Similarly no attempt should be made to urge any form of external control on the Association simply because many inaccurate criticisms are uttered and given wide spread publicity. In view of all these I regret my Committee cannot accede to the suggestion of the Government. My Committee strongly objects to any sort of control or interference from outsiders not conversant with the intricate working of the Stock Exchange or who may be directly or indirectly interested in the operation of the Stock Exchange or who may during times of boom abuse their position on the Exchange and rob wealthy investors and grind down the poor, as was done by well known persons though outside the Stock Exchange, during the last boom.

As mentioned in my letter of the 18th ultimo, recourse from the decisions of my Committee if malafide, or dishonest can always be had to the competent Courts of the country according to law and my Association is just as much subject to the jurisdiction of the courts and processes of the law as any individual or corporation.

In October 1917, a new Stock Exchange was organized in Bombay. This organization was a failure from the very start. Its managing Committee consisted of some well known citizens of Bombay having confidence of Government and stamp of public approval and of high reputation but not conversant with the intricate working of the Stock Exchange, still the public did not support this Exchange as an established fact, and my Association had the exclusive confidence of the public which cannot be denied. This new Exchange started trumpeting forth their desire to introduce alleged reforms in matters in which they announced my Association to be deficient, but they found the same impracticable and were unable to move an inch further and had to close their doors within three years. An attempt was made to re-start it last year but it failed. In view of what has been just stated above it is doubly true that outsiders are not able and well-fitted for their task of managing a Stock Exchange. My Committee may be permitted to give a further instance of the inadvisability of regulating the Stock Exchange by legislature or outside control. Early this year there was a continuous agitation in New York to subject the Stock Exchange to legislative and legal control. The Lockwood Committee recommended to the legislature a bill called Blue-Sky Laws, to regulate the Stock Exchange. Mr. Samuel Untermyer, counsel to the Lockwood Committee said "It is inconceivable that innumerable autocratic powers that are subject to no review by public authority should have been so long permitted to continue. Why the Stock Exchange should be permitted to exercise powers of super-government unknown to any other class in the community, and that are necessarily subject to abuses which cannot be reached by the processes of the law by those who are injured". The financial interests were strongly opposed to this proposal. The Stock Exchange strongly opposed the Bill. Mr. Seymour Cromwell, President of the New York Stock Exchange, expressed his opinion that legislation inimical to the security market must not be passed and that this market must not be destroyed and legislation which would be detrimental to it must not pass. Accordingly the Congress did not pass the Bill.

My Committee strongly feels that the critics of the Stock Exchange have from selfish motives long found fault with the Association, because of its atmosphere of aloofness, its silence under attack, and its apparent unwillingness to defend itself against adverse comments. This reticence has no doubt caused harm to the Association. My Committee is therefore of opinion that in justice to the association, the affairs of my Association, its purposes and its methods and usages may be properly submitted for investigation to competent and disinterested authority in manner that may enlighten the public and the result carry conviction. My Committee therefore has no objection whatsoever but on the contrary will welcome any step the Government may take to appoint a committee of independent men, including an expert from London Stock Exchange to scrutinize the affairs of my Association and to examine the grievances of which complaints may have been made to Government and to submit recommendations for reforms and changes. The Association and the public both will be the gainer by such public investigations.

My Committee begs to request the Government to include in the Committee, if such is appointed, the President of the Native Share and Stock Brokers' Association so that he may correct misconceptions of misrepresentations and explain real facts and otherwise help the Committee.

My Committee begs to draw the attention of the Government to the powers of the Committee of the London Stock Exchange. These powers are very wide and absolute. Under the powers conferred by Rule No. 20 quoted at the foot hereof, the Committee may dispense with the strict enforcement of any of the rules and regulations. Such powers are at once autocratic and despotic and are never granted to or enjoyed by my Committee.

Yours sincerely,  
K. R. P. SHROFF,  
President.

*Rule No. 20 of the Stock Exchange, London.*

20. The Committee may dispense with the strict enforcement of any of the Rules or Regulations under the following conditions :—

- (i) A Resolution for this purpose must be carried by a majority of three-fourths of a Committee present at a Meeting specially summoned and consisting of not less than Twelve Members.
- (ii) Except in the case of the matters exempted from confirmation by the first clause of Rule 10, the resolution must be confirmed by a majority of a Committee present at a subsequent Meeting specially summoned.

REPORT OF THE EXTRAORDINARY GENERAL MEETING OF THE NATIVE SHARE  
AND STOCK BROKERS' ASSOCIATION.

Tuesday, 21st August 1923.

The said meeting was held in the Sir Dinshaw Petit Native Brokers' Exchange Hall at 2 p.m. on 21st August 1923 when Mr. K. R. P. Shroff presided. The meeting was attended by members in very large number. At the commencement the Secretary read the notice convening the meeting as well as the minutes of the last extraordinary general meeting. The said minutes being in order were signed by the President.

The President then addressed as follows:—Gentlemen, as you are aware, your Directors and myself had an interview with His Excellency the Governor of Bombay pursuant to his desire. At first His Excellency had a private conversation with me and as what transpired there as well as at the next interview with me was but an exchange of our personal views and is not binding on *you*, and the meetings being private I cannot reveal all to you. But I shall give you explanation relating to the correspondence which has been published. During our interview His Excellency related all that he had to say but there was no discussion at all. He said that he had received complaints about the share bazar administration from influential quarters and his council also resolved to make enquiries into its affairs. His Excellency declined to enter into any discussion regarding the alleged grievances, whether they were real or unreal but only wanted to know whether we were prepared to remedy them and desired to know what suggestions regarding the future we would make in the matter so that his Government may not have to intervene. I would have given him the same reply there and then as we gave afterwards in writing. But I thought I had no right to do so and considered it desirable to give a reply after consulting my co-directors. Moreover with the view that our reply if given in writing would be for future an important document I informed His Excellency that we would forward a reply at an early date. His Excellency also approved of the suggestion. You have been furnished with the prints of replies sent to His Excellency and fully trust that the same have met with your approval. His Excellency asked us not to dwell on the merits of the alleged grievances of the public in our reply but I remarked that very often unfounded attacks are even levelled against the Government of His Excellency and similarly such attacks are made against our Association and hence it was vitally important that we should be allowed to defend our cause. Besides His Excellency had heard only one side of the case and so in justice to the Association he should hear us too. Thereupon His Excellency willingly acceded to my request and in our replies you will find all the alleged grievances treated succinctly.

Our friend Mr. Ardeshir Madan inquired of His Excellency whether he would furnish us with a plaint of the specific grievances but His Excellency declined to do so as the complaints were made to him orally.

Now some Presses have passed fallacious and meaningless criticism on our replies. I am at a loss to understand whether they have not comprehended us and hence have made the remarks out of ignorance or they have done so with a selfish motive.

Some members:—They have understood everything. Motive simply comes into play.

Mr. Shroff:—It is reported in some papers that our replies indicate that we do not intend to make reforms—nay not only that but we are reported to have claimed that there was no room for reforms. Let me tell you that these statements are misleading. On the contrary we have admitted that we are not perfect and like all human beings and institutions we also have our own faults, irregularities and errors. There is a proverb which says "To err is human". Has not the Government its own shortcomings. If so then what are we? As soon as we come to know of our faults we take measures to remedy them. The very fact that we have been making additions and alterations from time to time in our rules proves that we are introducing reforms and better methods. As we gain experience, we progress in keeping with the times. Is not the introduction of the Clearing House an innovation? We and the public have thereby secured equal advantages and protection. How did we accomplish this reform? By preparing a draft of the rules and regulations, regarding the clearing arrangement. In the same way we cannot introduce reforms in our Association by words of mouth but by additions and alterations in our existing rules and regulations. We have already forwarded to the Government copies of our proposed rules and regulations. On a comparison of the old and the proposed rules anybody will find that the latter embody additions and alterations. If this is no reform, it passes my comprehension to imagine what else can be styled reform. Instead of stating at length various reforms we are going to introduce we have forwarded to the Government copies of our new rules and regulations from which it can readily be observed that we are ready and eager to introduce reforms for the interest and protection of the public. What more can we do? We have asked the Government to suggest additions and alterations in our proposed rules. Gentlemen, my only regret is that we have not been able to pass our revised rules and regulations.

Mr. Firoze Jehangir and others:—The delay is due to unforeseen difficulties cropping up in our Bazar.

Mr. Shroff:—It is true. It is difficult for outsiders to adequately realise the perplexities and complications of the Share Bazar. I may tell you that whatever reforms have to be introduced in any stock exchange of the world should be introduced slowly and after due consideration. Reforms are to be made after gravely considering the results that may ensue at present or in future from them. Reforms cannot be introduced with electric speed because dangerous consequences might result therefrom. I will read here a passage from a London paper in connection with the last election of the Stock Exchange Committee there.

*The Stock Exchange Election.*

"If an election in which there are only 33 candidates competing for 30 vacancies can be called *sensational*, that word fits the result of yesterday's election of the new Stock Exchange Committee. The three candidates rejected were Sir Wilfrid Atlay, the chairman, and Messrs. Warwick Smith and W. H. Puckle, the two reform candidates. Sir Wilfrid Atlay has by common consent proved himself a most efficient and hard-working chairman and his unexpected defeat evoked much sympathy. So far as can be gathered, the chief reason for his failure at the poll was that many members who disapproved of some one or more of the numerous innovations introduced by the Committee during the past year chose to vent their discontent by striking out the name of the chairman."

This incident will tell you the state of affairs prevailing in the London Stock Exchange,—one of the foremost and best stock exchanges of the world. Even there, members are averse to revolutionary changes and it was simply due to the rage with which Sir Wilfrid Atlay filled by his eagerness for a speedy reform the members that he was thrown out at the election of the Committee in face of the fact that he was a man of wide experience and had served their committee for a very long time. Mr. William Dickson who is well known in the Edinburgh Stock Exchange recently delivered a lecture under the auspices of the Institute of Bankers in which he states:—

"There is probably no important institution in the world which can be said to be more living, or more responsive to the rapid changes constantly taking place. It is therefore all-important that the controlling body should be able instantly to suspend or alter the course of business, and be able with absolute authority to give those swift and expert decisions which are so essential in Stock Exchange dealings. To give the Stock Exchange a charter would be to hamper it in its working and in its growth, and therefore in its usefulness to the investor. As a living organism, it is working its way constantly towards an improved constitution and service; but the interests involved are so great, and the wisdom of past *slow developments* has been so abundantly proved by experience, that success is unlikely to attend the efforts of any crusader who may set out to reform in a hurry."

Shortcomings and errors are found everywhere—in banks, governments and even in legislative bodies. As in other institutions so with us also there are defects. But I wish to know whether the Stock Exchange will be free from all defects if the same is placed under outside or Government control. Will they not commit errors? Not at all. Does it mean that as soon as the Share Bazar is placed under outside control it will be administered by angels? Human nature is the same everywhere, and there shall be errors and omissions but our duty is simply this and that is to rectify our errors as soon as we discover the same. Then do we not do these our duties?

Our constitution is more similar to that of the New York Exchange than to that of the London Exchange. Our new rules are based on the rules of other big institutions of the kind and after a deep study thereof. Our rules are similar to those of London and New York Exchanges. The main difference is this namely that the committees there are vested with arbitrary powers relating to certain matters which we have not. The Committee of the London Stock Exchange can alter their rules and regulations whereas we cannot do anything without your sanction. In such matters our rules and regulations must be considered better. Some of their rules and regulations are unsuitable to us owing to different circumstances, conditions and methods of business prevailing here. I emphatically say that some of our methods are better than theirs. In New York there is daily settlement, in London fortnightly but we have monthly settlements. Movements are afoot in New York and London that their settlements are unsuited to the present times and they should have monthly settlements. A committee was appointed in New York and their report is already out and it favours monthly settlements. The real and main contested question in connection with the Stock Exchange is in regard to the rule for CORNER. Some honestly believe that the existence of this rule encourages the bears. My personal views with reference to this rule are known to all of you because I have got them published. Like you are also anxious to have the rule altered or amended. We are not sleeping over the matter. The fact that we have appointed the CORNER COMMITTEE proves that we are ready and willing to improve this rule. Moreover our Association has at great expense taken advice of able counsel in conference at different times. They have not pronounced our rule illegal though they opine that it is vague. Thereupon we requested them to suggest and advise us as to what alterations can be made therein. But they are so far unable to make any practical suggestion. Such is our real difficulty regarding corners. The work of the corner committee is nearing its end and before the report can be framed and placed before you for your consideration, correspondence has ensued between us and the Government. We have already invited help and practical advice of the Government and we have asked them to show us the way out of our difficulties. But hitherto we have not received any reply from them nor is any measure suggested to us. My personal view at present is that as the Government is going to appoint a Committee of Inquiry we should desist from making any change in the existing rule before any suggestion regarding it is made by the Committee. We shall consider the remedy suggested by the Committee of Inquiry. I can assure you whatever alterations or additions we shall make in this rule, hereafter, we shall never succeed to satisfy the Bulls and the Bears.

Another allegation against us is that our resolutions regarding corners are not bona-fide and the members of the Board are influenced by their own position in the market. The Board passes resolutions favouring the bulls or the bears according as its members are bulls or bears. It is very easy to make these allegations by words and phrases but they are never proved to be true with facts and figures. Let these critics suppose that the Board declared a corner because the members constituting it were all bears but can any one of them venture to say that there was no corner and the board still declared a corner unfairly? Where is the injustice in declaring a corner in shares in which there existed a real corner and what difference does it make whether the members were bulls or bears. I myself was a director when corners in Fazal, Finlay, David and Currim were declared and emphatically say that the Board at all times acted fairly and justly in exercising the power vested in them by corner rules and we have facts and figures in proof thereof. These facts and figures are with the Bank of India Clearing House and they are so clear and lucid that the most ignorant person can be easily convinced that there was a corner at all these times. But not satisfied with this I shall go a step further and say that operators of the corner in all cases at length admitted that there was a corner and they approached the Board with a view to arrive at some sort of settlement and a compromise was arrived at to fix a settlement rate. But at the time of the last corner the market was evidently rigged and I was forced to close the market at once. The rigging was manipulated by the cornering party by giving orders for sale and purchase to their own brokers and hence no rate was arrived at by compromise. At the time the cornering party suggested that I should intervene and induce the Board to fix a settlement rate in consultation with him but I declined to do so. In face of these facts how can the allegation be taken as true even for a moment that the resolutions of the Board were one-sided and not bona-fide. Only that the Association never took any steps to defend itself publicly that these censors have succeeded in their attempts. The real thing at issue at times of corner was as to the rate of settlement and that was the cause of dispute. But at length the matter was settled in each case by compromise and the resolution of the Board was accepted by every member. The cornering party knew full well beforehand that there was a rule in existence relating to corners and that he was operating in the market subject to that rule. Now the Board had to administer justice in accordance with the terms and spirit of this rule regardless of the fact whether the same was to the palate of a certain party or not. It would have been reasonable if one who found this rule one-sided had criticised the same and I would have welcomed such criticism; but no useful purpose will be served by hurling false allegations against the Committee. If the COMMITTEE OF INQUIRY will go into this matter they will come to the conclusion that the Board's resolutions were in conformity with our rules and were not in their own interest. But whether the rule is reasonable or not is an altogether extraneous matter. As long as the rule is in existence myself and other directors have to act accordingly or to resign. Now we have removed the complaints in respect of closing of our market. We have now remedied the inconvenience caused by the closing of our market in honour of the memory of a deceased member and in such cases we have resolved to keep our bazar open as to carry out settlement work with the public. The public will not be put to any inconvenience, if we do not do any fresh business on such days but by so doing we shall sacrifice our own income. We have already put this rule into force. After this rule was passed two of our members died but instead of keeping our bazar closed as usual on these occasions we have kept it open for the payment and delivery of shares. It is fortunate that we introduced this reform before we interviewed the Government otherwise it would have been criticised in papers that the fear of Government interference scared us into introducing that reform. Criticisms of every description have been passed against us but on no occasion have we made our defence.

We cannot hit upon any remedy against closing of our market during settling days. The public have no idea as to the risk of keeping our market open in these days; if they had they would desist from making such criticism. If the Bank of India is in a position to declare the result of a settlement one day earlier we can manage to shorten the period of the closing of the market by one day. Before the Clearing work was entrusted to the Bank of India we inquired of the Imperial Bank whether it would take up the work but looking to the vast volume of business it expressed its inability to clear all cheques in one day. It will be difficult for the public to conceive an adequate idea as to the volume and complexity of the work which the Imperial Bank with such huge resources at its back was unable to accomplish. How can the Share Bazar be expected to execute the work with ease? So looking to the present circumstances it is well nigh impossible to introduce reforms in the matter. In the London Stock Exchange though the bazar is not officially closed during the settling days members find it difficult to do any business and practically there even every fortnight three or four days pass as holidays. I have read in a London paper that in London many are of opinion that they should have a monthly settlement. We are also accused of arbitrarily closing the market to serve a particular interest. To my knowledge such incidents have happened only twice and then even our object was to save the slaughter of the innocent. I am simply surprised as to how can a particular man gain or lose by temporary closing of the market. The bazar is similarly kept closed at the time of panic, crisis or under extraordinary circumstances. I cannot still imagine where is the wrong in closing the market. Such powers are absolutely necessary for the benefit and protection of the public and all the exchanges in the world enjoy these powers. Our bazar is vested with such powers and I am of opinion that the same ought to continue. On the day the last European war was declared the London Stock Exchange was shut. The New York Exchange was open that day but it was so much flooded with orders for the sale of securities from foreign countries that the President wisely saw the necessity of closing the market for the good of the country. Mr. Meeker in his book "Work of the Stock Exchange" says that had the exchange been kept open Germany would have got an opportunity of selling its American securities worth crores of dollars and this would have served it exceedingly in winning the war. If the New York Exchange had been incorporated for which unreasonable demands are made by the public the president would not have been able to close the exchange and a friend of Germany with the object of lending her assistance might have obtained an injunction against the arbitrary step of the president. Mr. J. E. Meeker says as follows:—

"It is generally appreciated that in the unprecedented summer of 1914, the governors of the Stock Exchange literally averted what would have been the most appalling panic in our history, by closing the Stock Exchange

at the psychological and economic moment. The delay of a day—yes, of even an hour—in closing might have spelled *ruin and disaster* to America. It might have proved no little advantage to Imperial Germany, for example, had the Stock Exchange on July 31st, 1914, been incorporated, and at the mercy of her swarm of spies and propagandists then in our midst, unknown and unsuspected, who by court proceedings could have brought an injunction to prevent the prompt closing of the Exchange."

Now the price of our card which is as high as Rs. 40,000 is also made the subject of a complaint. Our attention to this was specially drawn by His Excellency. The fixing of the price of the card is a thing which relates to the internal management of the bazaar and no one has a right to interfere therein. The public as well as the Government have nothing to do with it. This is a very important question. For instance, suppose we purchase a property tomorrow can the public or the Government question as to why we paid such a high price for the same. In the same way we have the right to decide whom we should or should not admit as members in our Association as well as to fix the price of the card and nobody has a right to interfere. Consequently with regard to the price of the card we had informed the Government that outsiders have no right to interfere in the internal business of the Association. In spite of this a section of the press only with a view to mislead the public have deliberately omitted the word "internal" and have consequently misinterpreted us by reporting to the public that we claimed that no one has a right to interfere in our business. This is only a device to prejudice the public with distrust and suspicion against us. We have never said that the public have no right to interfere in such of our affairs in which the public are interested. I repeat with emphasis that we were quite justified in saying that the public have no right to interfere in our internal affairs.

The Committee of the New York Exchange excluded the Commercial Telegram Company from the privilege of collecting quotations on floor of the Exchange. The company thereupon obtained an injunction on the ground that the Stock Exchange exists for the benefit of the public and it was against the public policy to refuse to give quotations. The Court dismissed the injunction and held that the exchange was entitled to carry on its business at its discretion and nobody could interfere in its work. The Court concluded that:—

"People therefore have no right to interfere in the transaction of its business to any greater extent than they have in that of any individual."

From this you will observe that certain presses out of motives make such false allegations against us. I shall point out to you similar other instances as I proceed.

We have given to the Government full explanation in respect of all the alleged grievances against us. Thereupon His Excellency had invited us at Ganeshkhind on the 28th July last for an interview but as it did not suit all the directors to go to Poona that day I saw His Excellency at the Government House at Ganeshkhind after making an appointment over the telephone. At that time he told me "I am not satisfied with your reply. Where is the guarantee that the new rules will be observed and enforced? What will be the highest financial penalty for those who violate them? Who will be the guardian of your rules?" Replying to these queries I stated that if the rules and regulations are not put into force and if they are maladministered then and in that case His Majesty's Courts were open to the injured parties and said that there cannot be any tribunal higher than this. Moreover we had power to suspend or expel our members. But His Excellency was not satisfied with these suggestions and remarked that there should be some place other than the Court where protection could be sought, and proposed that a Committee consisting of outsiders should be appointed so as to avoid the inconvenience and delay caused by a recourse to a Court of Law.

Some members:—Will the members of the Committee be abler than judges even? Is it likely that they all will be disinterested?

Mr. Shroff:—It will be settled later on by what name this Committee will be styled; but the work of the committee will be that of a committee of appeal or supervision. A member or two of our Association, a member of the Indian Merchants' Chamber, Chamber of Commerce, Mill Owners' Association and a representative of the Banks will constitute the Committee. The work of the Committee will be to see whether our rules and regulations are properly enforced or not and to entertain appeals from our decisions and their decision will be final. Now how is the public to be benefited if no appeal to His Majesty's Courts is allowed from their decision? If their decision is not to be treated as final but an appeal can be preferred thereon where is the utility of such a committee? Then where is the difficulty in appealing direct to the Court of Law from our decision? According to our existing rules any member can get a decision against us from a Court of Law in case our decision is deemed illegal or one-sided. The same practice prevails in New York but not in London. There the members cannot impeach the decision of their Board in a Court of Law. This is one more arbitrary power enjoyed by the London Stock Exchange. Mr. William Dickison in his lecture say:—

"In New York, the disciplinary action of the Committee is open to appeal in the Law Courts, but in this country the decision of the ruling Committee is final, and without any possible appeal, and were the Stock Exchange to forsake its present constitution, and seek a charter of incorporation, as is frequently suggested, this complete domestic control would be jeopardised."

In this connection a writing appearing in the issue of the Hindi Punch of the 19th August is worth reading; I am reading only one passage therefrom:—

"This thing (appointment of a committee of outsiders) does not sound well. This is something like baking one's bread on another's fire (Cocks make free of horses' oorn). It is said that the Board is not independent and gives its decision to the side of either Bull or Bear which they want to favour. Good. Granted but where is the guarantee that the independent outsiders will not do the like? What assurance is there that once they are in they will not be lured to speculate? Is their any restriction on their actions? If so, would it not be inviting greater evils than those which are sought to be avoided?" (King Log to King Stork).

Excepting the agents and directors of Mills and Joint Stock companies and their friends who else would be elected as members on the Committee of Appeal who would not have a direct or indirect interest in the business of the Share Bazaar? The prejudice against our bazaar is simply due to these outside speculators. It is simply inconceivable what these people will not be able to do when once they are in the share bazaar when they have succeeded in accomplishing so much from outside? It is due to their mismanagement and mistakes that poor investing public have lost their savings of their whole life. Will these well-known men look after the interest of their own mills and companies or that of the public? It is a known fact that they have not until now safeguarded the interests of the public. An incident has taken place recently which has thrown your Committee into confusion. The purchasers of the shares of the Tata Oil Mills after making payments to the vendors from where the shares were bought lodged the shares for registration with the company and the company issued temporary receipts for the same, and share certificates were not exchanged. After a lapse of six months the company now declines to register the shares in the names of the purchasers. It is true that they are entitled to do so according to the Articles of Association. The reason is that the company declines to transfer the shares of the old issue where the transferors hold shares of the New Issue. There is nothing in the purchaser which would prevent him from being approved and it is to be surprised that the company has taken this matter in hand after sitting over it for full six months. The company has put the poor investing public into perplexing difficulties by its arbitrary action in order to serve its own interest. Now the sellers will have to receive back the shares from the purchasers after refunding the price of the shares. Will they now refund the price? The purchasers will have to recover the money after undergoing the trouble of a recourse to a Court of Law. Is it justifiable that the company should by an arbitrary exercise of its powers put the poor investing public into trouble and difficulties? There is nothing to be surprised if the public get thus frightened and desert hereafter from investing their money in shares? And ultimately who is held responsible for all this on the score that the interest of the public are not safeguarded? The Share Bazaar. His Excellency told us that small investors are frightened out of the Share bazaar and invest their money in government securities, and that no doubt this is advantageous to the Government but the interest of small investors ought to be protected to promote Art and Industry.



Now we have to see what steps the Indian Merchants Chamber and Government take in the matter of the Tata Oil Mills for the public benefit and protection. We have interfered and we shall have in the future, to interfere in such matters for the protection of the public and if our decisions are liable to be revised by outsiders is it ever possible that such men will protect the interests of the public as we do in matters in which their own interests are also involved. Thus it was that by a timely interference we prevented transaction of business of the shares of new companies in our bazaar and have thus given a very great protection to the public whereas in reality they have been robbed of their wealth by outsiders.

We see now-a-days that in general meetings of companies, shareholders holding a very small interest in the company—a holding of 5 to 10 shares worth 2 to 5 hundred rupees—kick up a row out of self-interest causing great injuries to the company. They cry out against the mismanagement of the company in the name of the public with the result that the company suffers much damage therefrom. As I have already said all are prone to errors and if the Directors of a company have committed errors it is not to be wondered at, and it will not result in good to destroy a country's Art and Industry by causing arm to the work of a well-established company. This is the reason which led to the amalgamation of the Tata Bank, which had a promising aspect before it, with the Central Bank. Some of its shareholders at its general meetings loudly complained that there was a large European element in the staff, that the natives needed encouragement, that the expenses were enormous and they consequently refused to pass the balance sheet. In what did all this result?

The most pernicious effect was produced in England, America and other countries regarding this bank. The credit of the bank received a severe shock and some of the firms of those countries having their branches here decided not to do any business with this bank. The working capital of the bank was reduced. Since that day the bank's business grew leaner and leaner. In the meantime the Alliance Bank broke down and once again in the meeting of the Tata Bank storms took place with the result that account-holders and depositors withdrew their money speedily and the bank would have been forced to close its doors had it not been for the successful scheme of its amalgamation with the Central Bank. We all have our sympathy with the resolution passed by the Indian Merchants' Chamber disapproving the conduct of such shareholders and I on my part welcome the same. But let me add that the resolution was not complete and was one-sided. At times some agents and directors of Joint Stock Companies are very arbitrary. I have just referred to the arbitrary actions of agents of the Tata Oil Mills. Simultaneously with that resolution the committee ought to have passed a resolution regarding such conduct of agents and directors but they have failed in doing that part of their duty and such a resolution was passed in a general meeting by the members of the Chamber. It would have been more honourable if the Committee itself had passed the resolution in the beginning. This clearly shows where self-interest does not prevail.

Those who complain against us in press and elsewhere are not *bona fide* investors but mere speculators. These speculators having failed in their aims criticise our bazar in any way they like. It is due to the manipulations engineered by these speculators that false allegations are spread against us. The press even gives credence to such allegations. Such critics do not dare to give out their names. The fact that they write anonymous letters and articles in papers indicates that they are impotent and cowards. Why should they not come out in their true names if they have a real desire to serve the public. The public will hail them if they do so but they know that they work for their own interest in the name of the public and if they were to disclose their names they would be hooted out by the public. Some of the writers are not even acquainted with the rudiments of the science of the stock Exchange. For instance I have a clerk who contributes writings to a press on matters connected with the Stock Exchange. Although he is a man of poor parts he believes himself wiser and more learned than I and tries to give us all advice. It is a matter of regret that papers spare room for the writings of such smatterers and allow the public to be thus misled. There is nothing to be surprised if the public, owing to a lack of complete and real knowledge of the stock Exchange, are led astray by such writings. With reference to this matter I shall point out another passage from the lecture of Mr. William Dickison:

"Attempts have been made at various times to legislate control of the Stock Exchange and the dealings which take place there in securities, but as most of these attempts arose through *lack of knowledge or real understanding* of Stock Exchange business and practice, they failed to do more than hamper business and were soon abandoned."

How can we acquiesce in the appointment of a Committee of Appeal simply because these false allegations have been levelled against us and no attempt is made to find out whether they are true or false. This is a step which is calculated to tarnish our good reputation. At the time of my interview with His Excellency I told him that he was welcomed to appoint the Enquiry Committee which he was so reluctant to do. Our committee agreed with me and repeated the same request in our letter to His Excellency in the hope that the public may get an opportunity of knowing whether the allegations against us are true or false. Gentlemen, I fully trust that we shall be benefited by the appointment of such a committee. We shall get an opportunity of proving that the alleged grievances against us are all hollow. We shall assure the committee that it is dangerous to allow outsiders to take any part in the administration of share bazar. Besides we shall gain by the recommendations made by the committee if they are really beneficial to us and we shall be too much pleased to accept them if the same will be found practicable. I do not however believe that they would be in a position to suggest any further improvements and alterations than we have proposed to introduce.

We have asked for the appointment of such a committee in our letter of the 6th August and in pursuance of the said letter His Excellency published his decision for the appointment of a committee on the 11th August, i.e., 5 days after the receipt of our letter. In spite of these clear facts a section of the press have made false criticisms against our Association. I will read these criticisms from one paper.

"When the leaders of the share bazar did not care a whit for the public and made no improvement whatsoever in the mismanagement of the Bazar and completely set at naught the public voice, the Government has no recourse but to accept the recommendation of the Legislative Council to appoint a committee to enquire into the working of the share bazar and at last the President and the Committee of the Brokers' Association have to submit to the same with their heads hanging low."

This is an absolutely delusive story. Why should we submit with our heads hanging low? On the contrary we have made such a request to Government. In another paper the following heading in big type is printed:

"The Association's Demand for Public Inquiry into the Present Management of the Share Bazaar."

On the same page of the same paper one of its correspondents writes:

"In a few days the committee will commence its work. This last news has to some extent perplexed the managers of the share bazaar. Though this step of the Government will receive universal support of the public it will be considered by the 'Shethias' of the share bazaar as an usurpation of their rights." Gentlemen, there is nothing to be wondered at, if the public are led astray by reading often such false and misleading criticism. Such remarks are made without any effort to know the truth. By pointing out these remarks I only want to prove to what extent such people are prejudiced against us. It is in consequence of this prejudice only that they go on making such false unintelligent criticism in the absence of true facts to guide them. Such remarks are also made in a leading paper like the Times of India.

His Excellency informed me of his intention to call an expert from the London Stock Exchange on the Committee of Inquiry on special duty. We have made such a demand of Government knowing that we will be much benefited. We will derive some benefit only if there are such men on the committee. They must be fully cognizant with the machinery of the Stock Exchange and will easily grasp our difficulties. It will be hard to find such experienced men amongst us here. You are aware that some people opened the new Stock Exchange on the specious plea that they were dissatisfied with our administration. The promoters of the bazaar admitted non-members on their committee. They vaingloriously talked of removing the grievances alleged against us and of managing the bazaar in a

way best calculated to safeguard the interests of the public. If the public had lost faith in us as is alleged then in that case the public would have given their support to the new bazaar which would have flourished and ours would have been ruined. But the public know very well what has happened. Speculators even did not give their support to that bazaar—not to speak of investors—and ultimately it had to close its doors. It would not have pulled on for three years even had it not been for the encouragement unfortunately given to it by our members. Evidently they were forced to adopt the same rules and methods prevailing in our bazaar which they had flouted in the public. They had no other alternative. Ultimately they made us an offer for amalgamation and showed their readiness to pay a fee of Rs. 30,000 for each member of the new bazaar, but the same was not accepted. Is this not a positive proof that we have not lost the confidence of the public. Shares of the Tata Bank, Scindia and such other new companies were admitted there for forward transaction. The result was that many speculators made short sales in these shares at very big and fictitious *premia* causing ruin of innocent poor and ultimately the bazaar came to great grief. In this way the bazaar proved a complete failure in protecting the interests of small investors and the reasons how these blunders came to be committed are to be attributed to the presence of outsiders on the managing committee not having thorough knowledge of the Stock Exchange.

Before I complete my speech I wish to draw your attention to one more point. In one paper a meaningless remark is made that in one of our proposed rules it is stated that the bazaar is established for the protection of the character, status and interests of brokers. The writer states that nothing therein is mentioned about the public. After reading the article I believe that the writer gives sufficient indication of the absence of any knowledge or experience of a Stock Exchange. The protection that is to be afforded to the public will not be so afforded by mere words to that effect appearing in the book containing the rules and regulations but our actions must show whether that protection is given or not. It is to be seen whether or not the existing rules aim at affording protection to the public. Besides this by stating only the first portion of the rule he tries to mislead the public. The whole rule aspires to be moral and runs as follows :

“ The said Exchange is established to support and protect the character status, and interests of brokers, dealing in Bombay in shares, stock, and other like securities and exchange, to promote honourable practice, to discourage and to suppress malpractices, to settle disputes amongst brokers, to decide all questions of usage or courtesy in conducting brokerage business. ”

The public can get protection only if the share bazaar is managed with this object. From this gentlemen, you will observe that this rule is regarding only the ethical purpose of the brokers. Such a clear rule relating to morality is not to be found in London Stock Exchange but it is to be found in other Stock Exchanges even where the word “ PUBLIC ” is not inserted. I challenge this writer to show me the word “ PUBLIC ” in such a rule of any Stock Exchange. I am prepared to point out the rules of many Stock Exchanges in which words similar to those embodied in our rule are used without the insertion of the word “ PUBLIC ”. And this is quite right. These remarks are meaningless and ridiculous. Gentlemen, I thank you all for hearing me with patience and giving support and approval to my views by acclamations off and on. Now I call upon any member who has something to say in this matter to speak out.

Mr. Ardeshir Hormusji Madan.—Gentlemen, I told His Excellency at the time of our interview that the generalised grievances which he enumerated had often been published and wanted to know whether he had from his complainants any specific grievances and if so requested His Excellency to furnish us with a plaint of such grievances in clear language. His Excellency stated that he had not with him such details and was unable to furnish them and that he did not want to enter into any discussion regarding them. Now gentlemen, if you think that the explanation given to you by our President is satisfactory then in that case it is necessary that you should pass a suitable resolution in this matter.

Mr. Jehangir Hormusji Gazdar.—I am of opinion that the Honourable the Advocate General Mr. Jamsetji B. Kanga who possesses a deep knowledge of the rules and regulations of our bazaar and who has given learned decisions as a judge in some of the suits connected with the Share Bazaar should be appointed on the Inquiry Committee.

Mr. Maneokji Pestonji Bharucha.—The prestige of our Bazaar must be maintained for ever.

The following resolution was moved by Mr. Varjivan Tribhovandas and supported by Mr. Bhairchand Chunibhai Vakilaa :—

“ After hearing the explanation given by the President regarding the interview the President and the members of the Board had with His Excellency the Governor of Bombay in connection with our Association this meeting resolves that they consider the replies given to Government reasonable and satisfactory and approve and confirm the same. ”

On putting the above resolution to vote the same was passed unanimously.

After transacting other business before the meeting the proceedings terminated with a cordial vote of thanks to the President.

RAJENDRA SOMNARAYAN,  
Hon. Secretary and Treasurer.

#### THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

18th September 1923.

An extraordinary general meeting of the members of the above Association was held at Sir Dinshaw Petit Native Brokers' Exchange Hall at 2-30 p.m. on Tuesday the 18th instant under the presidency of Mr. K. R. P. Shroff.

At the commencement the President delivered the following speech :—

Gentlemen, before we take in hand to-day the work before us I have to render you certain explanations. Last time when we met together I was obliged to leave off certain points from my speech, which was rather lengthy and as there was also other business to be transacted, I did not then touch those points specially so as not to tax your patience too much. At that time I had to draw your particular attention to an important point which was also unfortunately left out. I would be failing in my duty if I let this opportunity go without referring to that subject. I had to inform you particularly that at the time of our interview with His Excellency, we all were well received by him and were firmly impressed that he was in no way prejudiced against us. He expressed his views with frankness. Our Association is indeed much thankful to His Excellency, because I take it that the kind reception which was accorded to me was not in my personal capacity but as a representative of the Association.

When I referred to Sir W. Atlay at the last meeting, none of us had the least notion that such an eminent and experienced person as the ex-chairman of the London Stock Exchange would be appointed a chairman of the INQUIRY COMMITTEE. This appointment assured us that the object of His Excellency was to do justice to us. But in order to fully carry out this object it was essential that other members of the committee should have been men possessing similar experience and such as had no interest in the Share Bazaar transactions. Those who are directly or indirectly connected with the Share Bazaar will not succeed in securing confidence of us or of the public.

I fully trust that you will agree with the Committee in their opinion that our Association should be represented by one of its members on the Inquiry Committee and a requisition to the Government was made by your committee to that effect. At that time a section of the press gave us their support on the ground that our request was reasonable. At the last meeting I pointed out that there was another section of the press besides some critics who, out of their own

selfish interest, suppressed real facts and published statements which were opposed to truth with a view to mislead the public. Other incidents which have happened since then further support our complaints. There is not the slightest doubt that we were all rejoiced at the news that an expert like Sir W. Atlay was appointed chairman of the Inquiry Committee. We are of opinion that we could not have had a better chairman than him. Moreover we specially requested Government to appoint an able expert in our letter to them of the 6th August and the request was repeated at our meeting held on the 21st August. In spite of this fact, it is a matter of regret that a leading paper like the Times of India in its issue of the 31st August should, instead of publishing the true facts, have presented to its readers the novel news belows quoted :—

"The news that Sir Wilfred Atlay, the chairman of the London Stock Exchange, is coming to Bombay to preside over a committee of inquiry into the present condition of the Bombay Share Bazaar has had time to soak into the minds of the public. To our surprise, it has caused no perturbation in the market. We had expected that there would be at least one day's hartal (strike), and so to speak, a rush of Bears to cover. Instead, the news has been received tranquilly. If it is the tranquillity of despair, one naturally sympathises with the Board of the Bazaar."

In truth, any other appointment save that of an expert like Sir W. Atlay would have led to agitation in the Bazaar or would have been completely condemned.

It is not unlikely that our opponents will in the same way try to misrepresent facts before the Inquiry Committee. Hence if we were represented on the committee, our representative would have been able to correct such misrepresentations or erroneous conceptions and had an opportunity of placing the true facts before the committee. I may further point out to you that in our letter to His Excellency on this matter we observed as under :—

"My Committee denies that on any occasion the market was closed to suit particular interest of the members or their clients."

In this connection, His Excellency told me that when he talked to his friends about our denial as to the arbitrary closing of the market they laughed it out and stated that they were prepared to say on oath that our reply was not true. You are acquainted with the true facts. We have never acted in that way. I am also prepared to declare on oath that the market was closed on two occasions only and that was to prevent the slaughter of the innocent. In spite of this, according to His Excellency, there are men who are prepared to swear to the untrue facts. I am sure there is some misunderstanding on the part to these men. If such untrue evidence is given before the Inquiry Committee, then you will agree with us that the appointment of our representative on the committee was absolutely essential, because in that case he could in his cross-examination of witnesses have brought to the surface the true facts. The Committee ought to have comprised representatives of both sides. Otherwise no useful purpose would be served by one-sided enquiry. It is a matter of regret that as desired by our committee, His Excellency did not see the expediency of appointing an experienced member of our Association on the Committee.

We have specially demanded the appointment of an independent and disinterested Enquiry Committee and we were ready to give it all possible assistance at our command. The work of the committee would not be smooth and successful without our co-operation. We therefore desired to co-operate with the Government so that we ourselves and the public might be the gainer by the investigation. But it is evident that the Government does not want to co-operate with us by omitting to appoint a member of our Association on the Committee. The appointment of our member would not have resulted in disadvantage but he would have on the contrary assisted them in their deliberations in order to arrive at the right recommendations. We are not bound to adopt all the suggestions which may prove to be impracticable. For instance the Times states that Sir W. Atlay will suggest fortnightly settlements as in London. Sir W. Atlay knows full well that Bombay is not London. Moreover I beg to draw your attention to the following article, which appeared in a London paper recently :

#### *Stock Exchange Settlements.*

"From numerous communications we have received it is obvious that not only the public, but also members of the Stock Exchange, are thoroughly dissatisfied with the present system of fortnightly accounts. As one member writing last week, pointed out. "To-day (Friday) is taken up with the arrangements of preliminaries for the mining carry-over—by the way, no one would open commitments on a Friday which comes on the 13th of the month—to-morrow is a *dies non*; Monday will be occupied with the carry-over; Tuesday sees the general carry-over in progress; Wednesday is ticket-day; Thursday is pay day and Friday is the last dealing day of the week. The whole of Monday, Tuesday, Wednesday and Thursday are available for ordinary business—a fortnight hence, and then comes another absurd preliminary arrangement day." It certainly does seem unnecessary that five working days out of every ten should be taken up with technical details, but the matter is perhaps almost entirely of a domestic nature from a Stock Exchange point of view. At any rate, it is open to members to impress their views, which are being forcibly expressed at the moment, on the Committee, which body might perhaps seriously consider the alternative suggestion of a monthly settlement. We are not aware that there is any insuperable objection to such an arrangement."

You will see from this article that even in London the public as well as a number of Brokers are in favour of monthly settlements. Now we do not know whether Sir W. Atlay is in favour of these views or not. He is welcome to his views whatever they may be; but looking to the conditions prevailing here and the Clearing House machinery, you will agree with me that such a suggestion, if made, will not be practicable. We cannot accept it. If there is our representative on the committee, he would have been of immense use in cases where a suggestion of this nature is made. He could have pointed out to the Committee our difficulties and embarrassments. It is a wrong idea to suppose that the suggestions made by the Inquiry Committee must be accepted. How can we accept those methods which may appear to us to be absolutely impracticable. "Economist" of the 26th May 1923 states as follows with reference to the non-acceptance of the suggestions made by the Royal Commission appointed in 1877.

"The Royal Commission appointed in the year 1877 to look into the affairs of the Stock Exchange offered very few suggestions that might be called novel, and none, in fact, that were actually accepted."

The Government have often appointed commissions and committees in the interests of the public but the Government itself has not always wholly acted up to the suggestions offered by them, because of the impracticability of some of them. The Government had lately appointed a committee with reference to Government Securities, but not even a single suggestion was accepted in view of the infeasibility to do so. I will read some sentences from the article appearing in the Economist of 26th May 1923 regarding London Stock Exchange :

"The main criticisms directed against the House at the present time are invariably aimed at what is termed the archaic nature of its legislation, and the fine flavour of antiquity which hangs about its rules. Those rules themselves are founded upon the original set that were drawn up by the men who formed the first Stock Exchange, and who banded themselves together for the conduct of public business in stocks and shares. . . . There can be no doubt that a thorough revision of the Stock Exchange rules would be of sensible advantage to the House and to the public. Some of the rules may be read as contradictory, others are couched in language which baffles even the wit of experienced members to understand. . . . A great deal of mystery and misunderstanding continues to drape Stock Exchange affairs in the eyes of the public. To remove this obscurity, a more modern rendering of the rules would contribute in no small degree. . . . It is easy enough to cry over the modernisation of an institution like the Stock Exchange, which has lasted for so long, and whose official list can be traced back, in the Stock Exchange reading room, to the year 1697. Tradition and precedent make a formidable pair of opponents to those who would lay revolutionary hands upon Stock Exchange rules, customs and usages."

From this you will see that there are similar complaints against London Stock Exchange also. The public will never realise how difficult is the task of making all the improvements, additions and alterations at once which could not be done in the leading exchange like that of London. But it is satisfactory that Sir W. Atlay is coming amongst us thoroughly acquainted with all these difficulties. But the critics of the Share Bazaar will be in a state of despair on knowing that he is not bringing with him a magic wand.

Further we have to request the Government that all evidence should be taken in open court and not in camera. It is necessary that those who are really guilty should be exposed, whether they may be members of the Association or outsiders—whether they may be rich or poor. What does it matter, if I or one of you may be amongst them. When parties concerned have lodged their complaints with the Governor in the name of the public and when the cost of the appointment of this committee will come from public funds, it stands to reason that the public should know every particular regarding the investigation. The public will get a chance of knowing the names of the persons, who would come before the committee as benefactors of the public to lay their grievances before it. The public will also know what their complaints are and whether the complainants are *bona fide* investors or mere speculators and whether among the complainants there are any excepting those who have promoted new companies and accepting offices as Directors and Agents have ultimately despoiled the public of their wealth. All these details must come out.

The Government have to-day published the names of persons who are appointed members of the Committee of Inquiry. I should say it would bode no good. Three of them are no doubt names of persons who are independent but the rest are names of directors and agents of several mills and other joint stock companies whose securities are extensively speculated on the Exchange.

Moreover it is alleged that some of them were indirectly connected with the ruinous speculative transactions of last year and still supposed to be interested in the transactions of several securities on forward list.

You will agree with me that the Government has neither been at all well-advised nor well-informed. Indeed they need never have troubled themselves with the appointment of such a committee. Neither we nor the unbiased and disinterested public can have any confidence in such a Committee save and except the three independent names.

Were the object of the Government to arrive at the truth and nothing but the truth and to render the good it has at heart in public interest, then I should say and you will agree with me that the composition of the majority of the Committee should have been entirely of a different character from what it is. I therefore propose to adjourn the meeting with a view that our Committee may submit their protest against the composition of the majority of the Committee of Inquiry.

Mr. A. H. Madan :—Gentlemen, I have to say a few words in support of the remarks made by our President.

It is the opinion and desire of your Board that the Government ought to have appointed a member of our Association as our representative on the Inquiry Committee, the names of the members constituting which are officially given out to-day, so that he might have by cross-examination of an outside witness pointed out to the Inquiry Committee before their report is drawn any misconceptions which according to our standpoint might have been found in the examination of such outside witness. If this had been done we would have got every satisfaction and there would have been no room for grumbling. Now that the Government has not seen their way to appoint one of our members on the said committee your Board will have to consider what requisition should be made to the Government in the matter which will be placed before you for your confirmation at a meeting which will be urgently convened.

I hope you gentlemen, will agree with my views in this matter.

Mr. Phiroze Jehangir. With reference to the appointment of the Inquiry Committee we have a two-fold work to perform. First we have to make a representation to the Government impressing upon them the absolute necessity of our representative on the said Committee and suggesting the name of our President for the same and secondly we have to enter our emphatic protest against the composition of the said Committee recording our entire dissatisfaction at the appointment of certain persons thereon. Of course we cannot declare our disapproval of particular persons by giving out their names here but we can do so confidentially should the Government be pleased to know the same.

Mr. Anratal Ratanehand. I exhort you all in the good name of our Association to be faithful to our Association by producing your books before the Inquiry Committee should their production be necessary in order to prove that some of the members of the Inquiry Committee were themselves involved in speculations on our Exchange. I strongly appeal to you not to feel at all diffident with the idea that the names of your constituents would thereby be disclosed and their position will consequently be compromised. You will deem it your paramount duty to serve your Association and hope that you will lay aside all other considerations in the discharge of that duty.

The following resolution was passed :—

In view of the fact that no member of the Association is included in the Committee of Inquiry appointed by the Government this meeting hereby resolves that a representation be made by the Committee to the Government suggesting the name of the President as representative of the Association on the same.

This meeting further resolves that the Committee on behalf of the general body of the Association do protest against the composition of the said Committee of Inquiry which is most unsatisfactory.

After transacting other business the meeting dissolved after a cordial vote of thanks to the President.

#### PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

Thursday, 11th October 1923.

The said meeting was held in the Sir Dinshaw Petit Native Brokers' Exchange Hall at 2 p.m. on the 11th instant when Mr. K. R. P. Shroff presided. After the notice convening the meeting and the minutes of the last extraordinary general meeting were read and signed the President addressed as follows :—

Gentlemen, as you are aware we have assembled here to-day to admit 11 new companies to the Forward list. It is likely that some critics may perhaps attack us by saying that we thus encourage speculation. They want forward business to be discontinued in our bazaar and desire that only cash business should be allowed. In their minds, the share bazaar is a race course or a gambling house and its members are merely gamblers. But such critics forget that "Pure gamblers do not last long on the Stock Exchange or any where else." A man can, of course, lose just as much money in unwise speculation as he can by betting at the races, yet it does not follow that a stock market is a race course or that a race course is a stock market. Speculation, in the best mercantile acceptance of the term, is indispensable in all markets. Every business in any part of the world owes its existence to speculation. We cannot progress without speculation. The present wealth and position of America is mainly due to ventures and enterprises in which enter the elements of sound healthy speculation. America has therefore long been known as a "Nation of speculators". Speculation was in existence hundreds of years prior to the growth of the various markets in the world. Hence it is evident that speculation created the Exchanges and it argues lack of correct knowledge to say that the Exchanges gave birth to speculation. In these days of motors and motor lorries, accidents are far more numerous than in the old days of horse-carriages and bullock-carts. Yet it does not constitute a valid reason that motor cars and motor lorries should be abolished. In the same way, because some reckless people, with a master passion for gambling in shares, come to grief in the share bazaar, there can be no justification that the share bazaar should close its work which is useful and beneficial to the public. Speculation is going on similarly in all the exchanges of the world.

From the conversation we had with His Excellency the Governor, we concluded that it was not the intention of his Government to stop forward transactions which are no doubt essential to the very life of the Stock Exchange, but it was his intention to see that a fair play was given to both Bulls and Bears. The Government has embarked on a colossal scheme of development costing crores. Have they not entered into speculation in launching the scheme as a paying concern?

Forward and Badli (contango) business are absolutely essential for the facilities of Stock Exchange. Now if reckless people abuse the advantage which these facilities afford, why should the blame be thrown at the door of the share bazaar?

If we express our views on such a difficult and misunderstood subject as speculation our opponents will make retort by saying that we are all big speculators or they will question our qualifications to speak on such a subject. Consequently rather than express my own personal views on this subject I shall quote the views expressed by eminent men who are recognised as authority by the whole world.

"Although stock exchange transactions," said Mr. Lloyd George, the ex-British Premier, "are in the main speculative transactions, and do at times, like all speculative transactions, degenerate into mere gambling, it is a mistake to suppose that this is their essential characteristic or pervading characteristic. In their proper place, they form part of the legitimate machinery for discounting fluctuations in value, necessary not only to the stock exchange, but to every sphere of commercial activity."

"Something magic there is about the ten-lettered word SPECULATOR to-day, which in a moment can make the average man exceedingly indignant, although in most cases he would not to save himself explain clearly and from an economic standpoint just what speculation is or why it is so reprehensible."

"It should be noticed that investment and speculation are alike in that they both involve a genuine exchange of ownership of actual property. All orders, whether for investment or speculation, are executed and cleared in exactly the same way in the Stock Exchanges."

"A Savings Bank account is a almost completely non-speculative investment, for there is no chance for appreciation of principal but simply an income derived from it, yet even here the failure of the bank and a consequent depreciation of the principal might conceivably enter into the case."

Before the war the safest investment security in India certainly was 3½ per cent. Government Paper. This security apparently possessed no speculative features. Yet even in this case, a constant element of risk and hence of speculative possibilities, existed. The investor in this security was not assuming slight speculative risk. In the year 1913, it sold at about 96. In the year 1920, it sold at 48, thus showing a 50 per cent. shrinkage in price since 1913. This instance vividly illustrates the inseparable union existing between investment and speculation.

"Everywhere in the world inevitable business risks have arisen, some speculator has been forced to assume them, either of necessity or voluntarily and in the hope of a large possible profit. These risks can no more be abolished by legislative fiat than the tides can be halted or water be prevented from flowing downhill."—J. E. Meeker.

"The charge is made against speculation that it is like gambling, because it is unproductive and consists in transfer of money from one pocket to another. The charge is, misleading if not false. Speculation does not directly produce wealth, but there is a real increase or decrease in the value of property due to outside causes, and this gain or loss in value is shared by the speculators. The return which comes to the legitimate speculator constitute a reward for risk."—Prof. H. C. Emery.

The Hughes Commission of 1908 reported:

"Speculation may be wholly legitimate, pure gambling or something partaking of the qualities of both."

But speculation is truly speaking never gambling, though the machinery, which is created to facilitate the operation of speculation may be used by gamblers.

Now speculation implies intelligent risk, whereas gambling is blind chance. Both these operations on the Stock Exchange are carried on by the same machinery. It is therefore quite impossible for the Stock Exchange to prevent gambling unless opportunities afforded for speculation are destroyed. Prevention of speculation in order to make gambling impossible will play more mischief than do any good. If outsiders abuse the facilities created for the operation of speculation and thus gamble on the exchange, there is no radical cure one knows of. So long as any method is devised to destroy the opportunities for gambling while preserving the opportunities for speculation, manipulations will continue in all Stock Exchanges. In the words of Mr. Otto Kahn, one of the greatest bankers and a leading authority on Stock Exchange, "The speculator has a useful and probably a necessary function, the gambler is a parasite and a nuisance. He is tolerated only because it seems impossible to abolish him without at the same time doing damage to elements the preservation of which is of greater public importance than his obliteration. . . . Short sellers are born, not made. Yet if there were not people born who sell short, they would almost have to be invented. Short selling has a legitimate place in the scheme of things economic. The practice of short selling has been sanctioned by economists from the first Napoleon's Minister of Finance". Those who criticise short selling as immoral and gambling evince their ignorance of the laws of economics and of the science of the stock exchange. While laws have at various times been enacted by Great Britain, Germany, United States of America and France to prohibit gambling, it is a noteworthy fact that in every instance these laws have been repealed after a short experience of their effects. While His Britannic Majesty's Government with the machinery of almost unlimited power at its hand failed in its attempt to regulate speculation in securities by law, which was therefore repealed in 1860, how can one expect the stock exchange authorities to suppress gambling and cornering?

In the words of J. E. Meeker, "Because of the all too frequent losses which men suffer by overtrading and which they cannot afford, and also, because of the deteriorating effect of speculation on weak and shallow natures many honest and sincere, but short-sighted and hasty people rush to the conclusion that speculation and speculative markets should be abolished. Just as the King in the old play cried, "Off with his head. So much for Buckingham". So, too, these people seize upon the seemingly simple expedient of curing headaches with the guillotine. But in spite of laws, in spite of threats, penalties, and restrictions, made in many lands by many people over the course of many centuries, speculation and speculative markets have stubbornly endured. The attempt at their abolition has invariably failed. As recently as 1896 the German Government attempted to do away with speculation in securities and commodities. Yet in spite of the characteristic Teutonic thoroughness, in spite of the despotic powers of the Prussian state, this attempt not only failed of adequate enforcement to such an extent that its regulations came to border on farce and absurdity, but it directly resulted in crippling the Berlin financial markets so thoroughly that when the law was repealed in 1909, their power had permanently passed to London and Paris. What this blunder meant to the economic staying power of Germany during the war, future economists will doubtless relate."

"But still more recently an even more thoroughgoing attempt to abolish speculation has been made in Bolshevik Russia and has failed even more completely. The ingenious but fanatical theorist, Lenin, at first ordered the traders and dealers lined against the wall and shot. Yet speculative trading went on, at extortionate prices and with unwholesome economic consequences. And instead of the glittering Utopia which this theorist and his confederates expected to establish, what actually followed? Russian industry collapsed, unemployment spread. In the cities starvation and the plague wrought a havoc unparalleled since the Thirty Years' War, until city life itself became impossible there and the citizen either rotted in his decaying home, or went back to grub in the soil for his existence. It is typical of all such attempts to abolish speculation that at the time of writing Lenin is apparently admitting that "trading must be resumed" and is confessing the complete futility of his witless and deadly experiment."

Mr. A. H. Madan :—Mr. President, before you allow the work on to-day's agenda to be taken in hand you will grant me permission to speak on speculation in brief. To those of our critics who are opposed to speculation your arguments which are supported by authorities are an informing reply. It is not necessary for us brokers to make a study of the important point which speculation plays in economics. We obtain a firm grasp thereof by practice of our profession and experience gained after we commence business as brokers and hence we ignore the adverse ill-informed criticisms in the matter.

If speculation is essential in our business then it is not difficult to understand that forward business is doubly so because speculation can be done through forward business. The prices of the shares of the companies which are not on the forward list also rise and fall and it is erroneous to believe that if only cash business is allowed on the Stock Exchange, their investments will not depreciate and consequently no harm will be done to them as rise and fall in the prices of the shares depend on the managements and earning of the companies. As we understand Bulls and Bears owe their existence to speculation and they discount the true values of shares by their tussle and *bona fide* investors can by taking advantage of the opportunities presented to them sell at far higher and purchase at far lower rates than their own estimation. Besides budli (contango) business is essentially necessary for forward business. Forward business enables capitalists and investors to do budli business that is they can realise interest and consequently the volume of business is increased and with it our brokerage is also increased. We are right like other business men in endeavouring to increase the sources of our income by continuing forward business in this way on our Exchange because we are thereby doing something for our own advantage without doing any disadvantage to the public. Consequently as said by our President our members and non-members will take intelligent risk or blind chance as they desire and they themselves will reap the fruits of their doings and we do not see any reason to blame the share bazaar for the losses which they suffer.

We are questioned by several people as to why all the securities should not be placed on the forward list. But it is safe and wise to allow forward transactions in those securities only which are well established and which have a free and broad market and consequently a cornering whereof will be beset with difficulties. Besides it is not possible for us to place all the securities on the clearing list, and in all the exchanges of the world well-established and active securities only are placed on the clearing list. Similarly we desire to gradually place sound securities on the forward list and which work is on to-day's agenda.

In conclusion I beg to say that we should increase the means of forward business by adopting systems which would be injurious neither to ourselves nor the public.

Mr. Amratlal Ratanchand :—It is erroneous to mix up speculation with gambling. For the existence of any market speculation is absolutely necessary. Those who have lost by unwise speculation are loud in condemning speculation.

Mr. Cooverji Mehta :—Tata Deferred and Tram shares should be transferred to the cash list.

The following resolution was passed :—

That three more Companies, viz. The Mysore Spinning and Weaving Co., Ltd., The Madhewji Dharamsey Manufacturing Co., Ltd., and the Finlay Mills Ltd., should be added to the ballot paper of 17 companies suggested by the Board.

After a hearty vote of thanks to the chair the meeting dissolved.

A. H. MADAN,

For Honorary Secretary and Treasurer.

PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

Monday, 29th October 1923.

The said meeting was held in the Sir Dinshaw Petit Native Brokers' Exchange Hall at 2 p.m. on the 29th instant when Mr. K. R. P. Shroff presided. After the notice convening the meeting and the minutes of the last extraordinary general meeting were read and the latter duly signed the President addressed as follows :—

This meeting is convened to consider the letter dated the 6th October 1923 from the Secretary, Stock Exchange Enquiry Committee, just read to you. As you are aware numerous attacks have been made against our Exchange and our Committee in a section of the Press. You all know what truth is there in those complaints. On going through the history of stock exchanges in Europe, America, etc., we find that whenever a community loses heavily their money in investments of speculative concerns or in gambling they grow indignant and in their impotent passion and rage fiercely attack the Exchange without rhyme or reason. For instance, in 1920, prices of silk, wool and leather heavily declined in America. In fact, those articles became unsaleable at any price and at any amount of loss. It was difficult for banks to realise even the amounts advanced by them on the security of these articles after a very wide margin. Banks had consequently to stop all advances on such commodities. Finding themselves in grave financial difficulties, merchants began to sell their securities wholesale for cash on the Stock Exchange in order to meet their liabilities. What was the result? A bearish sentiment as was expected, on the stock exchange, with prices falling! The public were able to sell their shares and realise their prices. The threatened business crisis was thus averted owing to the action of Stock Exchange. Still criticism of every description was made by the public against that wholesome action. On this subject Mr. Meeker states :—

" Yet countless critics, embittered perhaps by their losses in the declining market, did not hesitate to condemn the Stock Exchange at the very time when it was saving them from disaster."

The same writer further states :—

" But unfortunately, during the year 1909, 1913 and 1914, many inaccurate criticisms of the Exchange were uttered and given widespread publicity. Fanciful remedies for fancied grievances also were not merely proposed, but urged with insistence. . . . For every bear market results in financial losses and indignation on the part of speculators, who, being unable to understand the intangible laws of economics, vent their feelings upon the tangible Stock Exchange."

Gentlemen, we are also the victims of similar attacks. During the last war, when people accumulated surprisingly large wealth, several new companies were floated. The Agents and Directors of many of such companies were well-known men of commerce and industry. The public had implicit confidence in them and in the high order of their business ability. Consequently people blindly rushed in for the shares of such companies induced only by the names of such Directors and Agents and there was an actual scramble for shares. Those who did not succeed in getting them purchased them from the underwriters or syndicate at big premium in the hope of securing huge profits in future. The public became so very frenzied that they invested their savings in the shares of such speculative concerns, with what result you all know. When the middle and poor classes came to grief, when they were unable to pay call money, when the hard earned savings were thus frittered away in highly speculative investments they naturally but very unreasonably came to believe that all these calamities were due to the share bazaar and our bazaar is blamed for nothing! In truth almost all promoters of the new companies were responsible for the disaster. In many instances, instead of offering shares of the new companies to the public, directors and their friends formed their own syndicate, and took up all the shares. These shares were subsequently sold by them to the public at unheard of premium. Advantage was thus taken of the weakness and ignorance of the investing public. No wonder, innocent

but honest investors were heavy losers, if not actually ruined. Commercial morality was laid on the bottom shelf and in many instances a species of highway robbery by daylight was indulged in. This experience led us to stop transactions of shares of many such new companies on our Exchange. We framed and put into force rules and regulations for admitting shares of new companies to dealings on our Exchange. We were thus able to check the progress of ruination. When we were thus able to protect the interest of the innocent investors and when the manoeuvres of the underwriting syndicates just described frustrated, they commenced making false attacks against our bazaar. Nemesis or unkind fate overtook these big men who had conspired together to decoy and despoil the poor. By indulging in reckless and unlimited speculation they themselves afterwards incurred colossal losses. Then their indignation knew no bounds and they began in their impotent rage to make assaults against the share bazaar for their own sins of commission. If those who have so severely criticised the Stock Exchange consult their consciences they would easily find out for themselves that there are no valid and substantial reasons for such absurd attacks. The Association up to now never took any steps to defend itself, because no specific charges were ever levelled against our Stock Exchange or its members either by any public authority or by the Government. We thought it wise to be silent, treating all such malignant and unfair attacks as deserving of no notice and feeling that they will die a natural death. I am confident that we shall receive fair play from the fair minded public. Have there ever been any fraudulent practices in the dealings of securities on the Exchange? Have there been any fakers or swindlers on the Exchange? Are the members of the Exchange dishonest? Is there any instance in which even a single bank in Bombay has lost any money in its dealings as agents of the investing public with the members of the Exchange as share brokers? In these any instance of a member of the Stock Exchange having ever repudiated or evaded his contract with a bank or a customer? On the other hand, there are numerous instances in which the public have repudiated their contracts with their brokers or outside brokers with their customers. During the period of depression following the Great War the wave of cancellations swept the commercial world. Bombay did not escape the evil consequences of such a wave. Some of the Exchange Banks and several mercantile firms lost heavily on the advances against import of piece-goods, etc., from Europe on behalf of their customers. Our spinning and weaving mills had also to come to terms with the parties who had entered into contracts to purchase the goods from them. Throughout the world there was wailing on a trade and the evasion of a contract was sought and allowed. If authentic statistics instead of prejudices were to be consulted, it will be found that even during the worst slump, the Stock Exchange met its liabilities to the public to a pie without any failure of importance, whereas its individual members lost heavily owing to the default of their clients. The wave of cancellations never overtook our Association. No group of businessmen other than members of our Association can boast of such high commercial morality. Wherein then lies the cause for mistrust or alarm?

We were eager to rectify real abuses if such were found to exist and pointed out by reliable persons or authorities. We have never up to now received any suggestion or any complaint whatsoever from any quarter. There was only a hue and cry in a section of the Press from unknown persons, regarding the closing of the exchange and the subject of corner. Not one practical suggestion has ever been made in the papers as regards the need of any reform in our bazaar. Silly suggestions there have been no doubt. It is reasonable to say that one should learn the art of swimming in order to save oneself from drowning but it is ridiculous and impracticable to suggest that a man should learn to fly so that he might keep himself above the surface of the water. How can we adopt similar absurd suggestions made with regard to the share bazaar? The fact is that these so-called guardians of the public not only did not succeed in their object but on the contrary lost heavily in speculation. Hence they engineered a scheme in order to pave their way in our bazaar so that in future they might play their own game. Can we tolerate such interested outsiders to rule over us? We are the owners of the house, we run all risks; are we to be controlled by outsiders? Where is the "raison d'être" of such action? I have much to speak on this subject both to you and the public, but at present I refrain because in that case interested people will criticise me by saying that I am trying to provoke unnecessary agitation and adopt a hostile attitude. I therefore hold my silence till the report of the Enquiry Committee is published. From the conversation I had with some well-known public men I was able to gather this, that they all are of belief that great injustice is done to our bazaar in order that the coteries of the self-interested may indulge in their favourite game. The public are not unaware of the secret interests behind the parda. We shall come to know of the real grievances of the public in a few days and also of the names of the complainants. Truth and justice are bound to triumph at last however delayed and attempted to be suppressed by a variety of manoeuvres.

It is argued by some how we can be represented on the Enquiry Committee when we are the accused but our reply is that we are not to be tried by the Committee, we are not the accused, there are no charges against us as I have said. This is only an investigation. One of the terms of reference is to investigate the complaints of the public. But what are they we have never known. We are therefore only treating in our written representation the subject of corner and the number of days that the Exchange is closed, and the manipulation engineered by the outsiders in shares of old and new companies. To justify our action and procedure all through, which has been entirely and strictly in accordance with our constitution and regulations, we have prepared a statement in consultation with those of you who were present at the meetings convened as per notices of 11th and 13th October 1923.

This written representation will be sent to the Committee after we receive a satisfactory reply from the Government to our letter of the 26th September 1923, and after we know the procedure of the Committee on arrival of Sir Wilfrid Atlay. Your Board therefore require your confirmation in this matter.

MR. ABDESHIR HORMASJI MADAN :—

Gentlemen,

After hearing the remarks of our President, by way of further explanation on behalf of the Board I have to say that as you are aware we have given a comprehensive reply to the various complaints of the public against us communicated to us by His Excellency the Governor of Bombay. The principal complaints against us are that our holidays and settling days are numerous and that while passing resolutions in deciding matters relating to corners we do not give a fair play to the bears and the bulls whether they are members or non-members, but we look only to our own interest. Other complaints are of a minor nature.

With regard to the principal complaints our Board has prepared a confidential statement with the help of some of our members and we shall shortly submit the same to our solicitors for their approval. It is of the utmost importance that the statement should be treated as confidential, and as we have very little time in hand you have to-day to authorise the Board to forward our written representation to the Enquiry Committee at the proper time after consulting our Solicitors, and if after knowing the procedure of the Enquiry Committee they deem it necessary to do so.

The Board will give facilities for the perusal of this statement as confidential document to those members who are desirous of reading it after the same is completely ready.

I have therefore to request you on behalf of the Board that you should to-day pass a resolution authorising the Board to act in the way they propose to do.

The following resolution was moved by Mr. Dinshaw Bapuji Dadiburjor and supported by Mr. Vurjwandas Tribhondas and the same was unanimously passed :—

"This meeting hereby resolves that the Board is authorised to send the written representation to the Committee of Enquiry on behalf of the Association, if and when they consider it necessary and advisable in the interest of the Association, after placing it before our members."

After taking votes by ballot for selection of eleven additional Companies to be placed on the forward list, the meeting dissolved, after a vote of thanks to the Chair.

RAJENDRA SOMNARAYEN,

Honorary Secretary and Treasurer.

## APPENDIX No. 6.

## SUPPLEMENTARY REPRESENTATION OF NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

## SUPPLEMENTARY REPRESENTATION FROM THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION TO SIR WILFRID ATLAY'S STOCK EXCHANGE ENQUIRY COMMITTEE.

A short history of the Association is attached herewith. For the aim and objects of the Association, please refer to article 15 of the Deed of Association and for building to the history of the Association.

Constitution is as mentioned in the Deed of Association,

*Qualifications of members.*—Any person who is a native of India or who is a British subject and has resided in the Bombay Presidency for at least ten years prior to his application for membership or who is a British subject and whose father has resided in Bombay Presidency for at least ten years prior to his application for membership may be admitted as a member of the Exchange. No person who has not attained his majority according to the law to which he is subject shall be eligible for membership. No person shall be eligible for membership if he be a member of any other Association in Bombay where kindred dealings in stocks or shares are carried on.

Foreigner is not admitted as a member to London Stock Exchange [*vide* Rule No. 21(3)] until he has resided within the British Dominions for ten years and naturalized himself within such Dominions for a period of five years next preceding the date of his application.

*Admission of Members.*—Every person seeking admission to membership has to sign a prescribed form of application in which he agrees to be bound by the rules and regulations, for the time being in force and has to make a declaration that he has read them.

In order to qualify himself as a member, an applicant has to buy a seat or "card" as it is called from the creditors of a defaulting member or from the recognised heirs of a deceased member.

He must be recommended by two members who should satisfy the Committee for his financial position and reputation.

If he is bankrupt, he cannot be admitted.

A notice of each application is posted in the Association at least 15 days before an applicant is admitted.

Any member objecting to the election of any applicant must communicate to the Committee the grounds of his objection.

A list of brokers is published and is forwarded free of charge by the Secretary to any one who asks for it.

*Necessity and nature of security.*—The Association has a rule to the effect that members, who may be creditors of a defaulting member with respect to dealings on the Exchange, have a claim to the proceeds from the sale of a seat. The market value of the card is at present deemed a sufficient security. The rule giving members of the Association lien on proceeds of defaulting members' cards in preference to other creditors is not illegal (*vide* Appendix 1).

*Suspension and expulsion of members.*—The Association possess the right to suspend or expel members for violation of rules and for fraudulent or dishonourable acts. Such powers are absolutely necessary for the maintenance of a high standard of business conduct for the mutual protection of the members of the Association and the public.

*Licensing of brokers.*—Licensing of brokers by the Government is not at all desirable. There was a similar proposal in the New York Exchange.

The state of affairs in New York was far worse than here. There, the ignorant and credulous public and *bona fide* investors were deceived and cheated by bucket shops and several such brokers were put on their trial on the charge of deception, convicted and sentenced to undergo imprisonment. Notwithstanding this, New York Stock Exchange successfully opposed this proposal. My Association fully concur with the arguments advanced against licensing of brokers by Mr. Cromwell the able President of New York Stock Exchange in his last speech (*vide* Appendix 2).

District Attorney J. H. Barton said once :—" It is not enough for me to have brought to trial eighteen brokers for bucketing orders and to have convicted eighteen. We ought to do something to keep them from being able to commit that kind of crime. . . . Imagine my amazement, when the President of the New York Stock Exchange and its highly paid counsel, who probably got more for that trip than I do a year, were in Albany opposing the Bill, and the legislature heard the master's voice and the bill died."

The Chronicle (New York 17th June 1922) says :—" As for the proposal to require (as in a bill which failed to pass in the late legislative session) all brokers and dealers to obtain a license from the State, an obvious objection is that sufficient knowledge and discrimination in advance would be impossible, and thus wolves might put on sheep's clothing in the form of a State certificate."



*Partnership.*—A member is not permitted to take into partnership a non-member. No member can carry on business on the market otherwise than in his own name. But any two or more members of the Association can carry on business in partnership as a firm. All members of a firm are liable jointly and severally in respect of all dealings of the firm in connection with the share market.

*Power and authority of President.*—Neither the President nor the Committee have any autocratic or arbitrary powers. The only power which the President or in his absence the Secretary enjoys is an *emergency* measure to stop dealings for the time being and thereafter to convene at once a meeting of the Committee to consider the matter. This is an absolutely necessary power in cases of emergency and the power has been exercised only twice to save the public from utter ruin and disaster. The events of the last year in case of David and Currim Mills corner, wholly justify the complete wisdom of this power.

“ If, as has been so frequently asserted, the war was eventually won by the individual initiative of the American soldier, sailor and business executive, it is equally certain that our then debtor nation owed its avoidance of a panic to the ability of the governors of the Stock Exchange to meet on their own responsibility an unparalleled crisis with an expert knowledge of its possible consequences and of the *exact minute* at which to terminate dealings on the floor.” Brigham in the Boston Evening Transcript. October 20, 1920.

Mr. J. E. Meeker, Economist to New York Stock Exchange, writes :—

#### *Instant Action Necessary.*

“ The Stock Exchange has consistently opposed forcible incorporation not because of any hostility to proper governmental regulation but for entirely different reasons, which inevitably arise from the nature of the business conducted beneath its roof. To begin with, there is the very important necessity for swift and expert decisions. The Stock Exchange more than any business organization on earth demands instant action. The Government of the stock market cannot be halted, not merely for six months but for even a second, without grave dangers. It is the balance wheel of irresistible tides of emotional public feeling. Cripple its power to steer and brake itself, and it might well become a public menace instead of a public benefit.

As it is, instant action can be taken in the conduct of its affairs by experts in a highly technical and complex business, who are responsible and can be subjected to the processes of the law later on, if need be. The present safe and efficient methods are in striking contrast to what might happen were the Exchange incorporated, and subject in a crisis to an injunction by an irresponsible party or a national enemy. It is generally appreciated that in the unprecedented summer of 1914, the governors of the Stock Exchange literally averted what would have been the most appalling panic in our history, by closing the Stock Exchange at the psychological and economic moment. The delay of a day—yes, of even an hour—in closing might have spelled ruin and disaster to America. It might have proved no little advantage to Imperial Germany for example, had the Stock Exchange on July 31, 1914, been incorporated, and at the mercy of her swarm of spies and propagandists then in our midst, unknown and unsuspected, who by court proceeding could have brought an injunction to prevent the prompt closing of the Exchange.

Neither are such occasions when instant and expert action is needed only to be found at the outbreak of wars. In the everyday conduct of the Exchange there must always exist authority, complete and unhampered, to act without a second's delay. There was no war in the fall of 1920, nor epoch-making international crisis. Yet at noon on September 16, 1920, a tremendous explosion occurred only a few score yards from the Stock Exchange building, which shattered the windows throughout the heart of the financial district and killed some forty men, women, and children. Only the lowered curtains in the lofty Stock Exchange windows prevented possible casualties upon its floor. At once the news of the explosion was flashed over the tickers to all parts of the country. In the light of the subsequent severe but gradual decline in security prices, it is not unreasonable to imagine that, had this bomb accomplished its purpose and had the Exchange attempted to remain open that day, an avalanche of selling orders might have swept into it from all parts of the nation, and a narrowly averted panic might well have occurred then and there.

Fortunately, the president of the Exchange almost instantly rang the gong and suspended trading, and shortly afterward the governors voted to close the Exchange until the morrow. Had the authorities of the Exchange, who handled that dangerous and wholly unexpected crisis so efficiently that to-day it has been almost forgotten, been restrained by the restrictions to which, by the terms of their franchises, many incorporated bodies are subject, there might have been a very different story to tell. The Stock Exchange members heartily share with the public a distaste for panics. It is small wonder that they do not agree with the recurrent proposal to incorporate the Exchange.”

#### *Commissions.*

Brokerage or commission is charged upon purchases and sales of securities according to the scale fixed by the Managing Committee. As it is not possible to alter the official scale calculated

on the basis of market price of shares at the time of fixing, with every rise and fall in the price of shares, brokers are allowed to charge a reasonable brokerage more or less than the fixed scale in cases where the prices have risen or fallen as the case may be. Honourable Mr. Justice Walter S. Schwabe says, "The commission chargeable by a broker may be agreed between him and his client but in the absence of an agreement, must be of a reasonable amount, what is reasonable depends on the rate generally charged on similar securities."

To obviate such difficulties it is proposed in the new rules to fix a sliding scale of brokerage varying with the market price of the shares. (*Vide* page 21 of Proposal Rules and Regulation Part 2.) It is deemed advisable to fix such a definite *minimum* rate of commission that members may charge as brokers for execution of orders in the various classes of securities, as a check on the practice of cutting brokerage in order to compete for business.

#### *Rules.*

There is no objection to the printed rules being made available to the public on payment.

*Blank transfers.*—The Association does not encourage the practice of blank transfers. By one of its rules, the liability of the selling member ceases after a period of 15 days from the date of delivery and the Committee of Arbitration does not entertain any complaint in respect of the irregularity or non-genuineness of any document after that period. If the public, whether they be dealers or investors, and the speculators or gamblers, keep the shares blank, the Association cannot do anything in the matter. This is a question which is to be decided by the Government and the public. The financial interests consulted by Government seem to be so much against the proposal of abolishing blank transfers that the Government are disinclined to take any steps. The Association are willing to enforce a system of transfer of shares from a seller to a buyer provided the Government make it obligatory by legislation. Such legislation will no doubt greatly check the speculation which blank transfers stimulate. And the Association would suggest that were the stamp duty on transfers reduced to  $\frac{1}{4}$  per cent., it would greatly simplify matters. In 1910 when a heavy increase in the stamp duty was proposed, our Committee strongly opposed the proposal and authorised the then President to send a wire to the Finance Minister on 1st March 1910, a copy whereof is given in Appendix 3.

Why this should be the effect of such taxes has been excellently set forth by no less a personage than the British Premier, Mr. Lloyd George, who, when he had occasion not so very long ago to discuss, as Chancellor of the Exchequer, the expediency of laying a considerable impost upon Stock Exchange transactions in Great Britain, explained his opposition to the proposal upon the following grounds :

'Such transactions, being mainly of a speculative character and worked upon a narrow margin, will clearly not bear a rate of duty in any way comparable with that charged upon actual conveyances. Such an impost would, in the first place, from the point of view of the revenue, defeat its object by rendering the greater portion of such transactions impossible : while in the second place, it would, in my opinion, be opposed to the public interest as calculated to curtail that free circulation of securities which is a necessary condition of steady prices and an open market.'—*The Economic World*, May 15th, 1920.

#### *Fortnightly Settlements.*

Fortnightly account is quite impracticable here and will certainly involve a good deal more unnecessary clerical labour and waste effort in handling securities and in payments.

Clearing House charges will be increased in the same proportion without gaining any advantage in the return. Owing to four days of the 15 days being occupied by settlement business, the activity of market will consequently be greatly restricted.

The business days will be greatly reduced thereby. The public will have to pay double the brokerage to get a credit for one month. The extension of credit either to 15 days or 30 days is a matter of contract between a broker and his client. 15 days settlements will neither check speculation nor gambling.

Besides the lack of co-operation on the part of agents of some of the mills and joint stock companies will greatly interfere with the work of Clearing House. Monthly settlement is more agreeable and convenient to the condition of the Bombay market from the point of view of the public and the Association. Even in London there are some who prefer longer period of settlements as appears from Appendix 4.

#### *Jobbers and Brokers.*

The system of dividing the members of the Stock Exchange into two classes—jobbers and brokers—is peculiar to the London Stock Exchange, the advantages of which are often called in question. It does not exist in New York or Paris or in any other financial centre in the world.

The Royal Commission of 1877 unanimously approved of the system so far as current securities were concerned though they considered that in dealings in non-current securities the

place of the jobbers might with advantage be supplied by a register in which intending sellers and purchasers could enter particulars of their requirements. Thus it is apparent that this system is approved for the facilities for business it provides rather than the protection it affords to the public. In order to keep the market open and free, some machinery is essential and the machinery that is adopted in England is the system of jobbers. To hazard an opinion on the advisability of having the same system here is a technical problem. London Stock Exchange justifies, in our opinion, the existence of the jobber on the ground that he makes business quick and easy and provides a free market. Now to be a jobber, it requires ample resources, particularly strong financial position. If a jobber buys and sells securities not with a view to make a turn but to speculate on his own account he will do more harm than good to the members as well as to the public. The existence of a jobber can only be advantageous if he is always ready to deal, that is, "to take stock on to his book" when the investors are selling more freely than they are buying and *vice versa*. But if jobbers in order to keep their books even, are shy of making prices in times of uncertainty or excitement, in times of boom and depression, they do not serve the purpose for which they are created. Such events do occur at London Stock Exchange (Appendix 5). "And when there is a slump in the market and a rush of selling orders with no support" as Mr. Hirst candidly admits, "as happened in rubber shares in the months of June and July 1910, the jobbers are apt to be away at lunch all day, and the brokers have to report to their clients that they simply cannot find a purchaser."

Besides, if a jobber himself is long or short of securities which make him nervous and eager to sell or buy with the public, he simply disorganises the market. He can serve his useful purpose only when he is ready to take the stock if the public rushes to sell and to be short of stock if it rushes to buy. If a jobber "is apt to be away at lunch all day" when trouble comes and risks are involved, he cannot fulfil his functions and render the service for which he exists. It is entirely impracticable to create this kind of jobbers here.

The rule No. 86 of the London Stock Exchange, *viz.*, "No member or authorized clerk shall carry on business in the double capacity of broker and dealer", and rule No. 87 "A broker shall not make prices or otherwise carry on the business of a dealer" are not in our opinion to safeguard the public against dishonest brokers but they are in the interest of jobbers to give them a turn. "It is to the interest of the House and of the public that the jobber should be fattened rather than starved." In absence of such rules, jobbers cannot find sufficient business and may be starved.

Therefore the remedy to protect the public against dishonest brokers does not lie in having two kinds of members—jobbers and brokers—but lies in the rule prohibiting members to trade on customer's order and to buy and sell securities of their clients for themselves and for their own account without disclosing the facts on the contract notes.

#### *The Closing of the Exchange for settlement.*

The Association remains closed only for business three days every month for settlement after the making-up prices are fixed by the Committee. This is done not with a view to facilitate the work of clearing or for the convenience of members' clerks but it is absolutely necessary to do so with a view to safeguard the interest of all the members and their clients—the public. If the public, that is, those who operate on the Stock Exchange, are themselves prepared to suffer the consequences that may arise by keeping the market open, the Association has not the slightest objection to throw the market open during the settlement. It is believed by many ignorant people not conversant with the affairs of the Bombay Stock Exchange, that the closing of the market during the settlement is to facilitate the work of clearing and for the convenience of the clerks whose number is not sufficient in a broker's office. This is a false notion and opposed to the actual fact. There is absolutely no clerical work the day after the pay day. The clerks enjoy it as a holiday. It is therefore evident that object of the Association for keeping the market closed is for the safety of all involved in the clearing—members and the public and not for the convenience of the Association as is alleged. The Association neither gains, nor gets any advantage by keeping the market closed.

The Association however will make every effort to reduce the closing days for settlement. Though the Association has fixed three days for delivery of shares to the Clearing House, the bulk of shares are generally delivered only on the last day by the public and banks on behalf of their clients. Besides there are other difficulties in our ways. To facilitate the work of the Stock Exchange and the operators thereon, the machinery of Government like Posts and Telegraphs and that of telephone by the Telephone Co., ought to give regular and efficient service to the public whereas the grievances of the public are that the Telephone Co. gives worst possible service and they are not at all satisfied with it and as regards the services of Posts and Telegraphs, it is the duty of the Government to greatly improve them. It is not only the Stock Exchange but commerce and industry also suffer. The Stock Exchange has its own shortcomings like all other institutions and is prepared for such practical improvements as may be suggested. But the Committee, the Association trusts, will recommend to the Government to improve the above.

It will be thus seen that each organisation purporting to do public service has its own defects; and if each were to do its respective duty to the satisfaction of the public there will be hardly any complaints or grievances.

*Corners.*—This subject is fully dealt with in the representation. The Association beg leave to draw the attention of the Committee to the following paragraph which appeared in *The Economic World*, April 10, 1920:—

“In addition to Studebaker the improvement in numerous other fancy stocks this week was influenced by short covering. Much of this was due to the corner that developed in the Stock of the Stutz Motor Company last week. This uncovered a situation so scandalous that the Stock Exchange was forced to suspend the issue from the trading privileges of the Exchange and prohibit its members from dealing in it. The decent sentiment of the financial district, of course, heartily approves the action of the Exchange in this, and particularly so, as since the dealings in the Stock Exchange were suspended, Stutz Motors has sold in the auction room at \$701 a share, and warnings have been issued against the short selling of numerous other issues fathered by the same promoting group, under the belief that efforts to create corners had been made with these issues also.

“In all likelihood the Stutz Motors matter will have to be settled in the courts. It cannot be adjusted through the Stock Exchange, for that in effect would be tantamount to the recognition of an immoral transaction which if condoned, would enable wealthy and resourceful stock gamblers to practice the tricks and wiles of cogging dicers, and deprive the public of proper safeguards and the assurance of a free market. In the meanwhile those who forced the corner appear to be in the position of the man who had a wild cat by the tail. It was difficult to hold on but he could not let go for the animal would turn and rend him. The position of those who forced the corner can not be agreeable, for they cannot sell the stock at any price, and it will prove burdensome in time to carry it in loans, even if bank examiners do not throw it out as unmarketable collateral.”

#### *Hours of Business.*

Hours of business are 12 noon to 3 p.m. on all working days; and on Saturdays and four days of settlement 12 to 2 p.m. or such other hours as may from time to time be fixed by the Committee. On the last two days of contango every month, hours of business are 12 to 4 p.m. and 12 to 5 p.m. respectively.

During the boom, the hours of work were 12 to 4 p.m. but as there is not so much business at present it is deemed that three hours are more than sufficient to execute all the orders of the public.

Even up to the time the Clearing House was established two years before, the Association was working during the settlement up to 12 in the night for three or four days consecutively.

#### *The Breaking of the Link.*

At an extraordinary general meeting of the Association held on 14th July 1922 a suggestion was made with regard to the break of the link every three months, but the same was lost for want of support.

The breaking of the link will in no way minimise the chances of corners nor reduce speculation or gambling but will on the contrary create a condition even worse than the existing one. The imposition of an obligation to take delivery within three months will neither frighten the speculators nor prevent them from cornering. The party holding corner eventually takes delivery of all the shares by paying cash. The object of breaking the link is to prevent budla (contango) which can easily be effected outside the Exchange and therefore in times of prosperity the rates will rise out of proportion, and the fluctuations will be rather increased than decreased.

#### *The Official List and Marking of Bargains.*

The Association is prepared to publish daily under its authority and sell to the public a price list of securities provided they subscribe it freely.

Marking of all bargains cannot be made compulsory. It is mechanically impossible because of the number of transactions. In London Stock Exchange also, there is no obligation on any member to mark a bargain. Mr. Charles Duguid, City Editor of *The Daily Mail* writes in his book on the Stock Exchange, “It is very seldom, however, comparatively speaking, that the price is thus recorded. Indeed, it is said that many members only record it when they feel they have made a bad bargain, and want to convince the outside client that the Stock has actually been dealt in at that price. Probably, however, the omission to mark business done merely arises from a desire to save time and trouble.”

#### *The Clearing House.*

All contracts entered into between members on the Exchange calling for the delivery of securities on forward list are cleared through the Clearing House. Only active and well established securities are admitted to the dealings for monthly settlements. The unit of trading is

generally as low as one share. The Clearing House is managed by the Bank of India, Ltd., and is under the control of the Committee of the Association. It not only eliminates a host of intermediaries and brings the original seller and the ultimate buyer together but also clears the securities and payments thereof and also differences. The Banking Institutions are allowed to clear securities on behalf of their clients direct through the Clearing House. The clearing is carried on the *pro rata* principal as in Paris and New York :—

“ A *pro rata* clearing differs from the trace or continuity system of settlement followed in London in that in case of insolvency of a member losses on contracts with the insolvent established by selling out or buying in on announcement of the failure are assessed back *pro rata* on the parties having original contracts with the insolvent on his clearing sheet.”  
(*Vide Appendix 6.*)

#### *Defaulters.*

When a member of the Association becomes unable to fulfil his *Stock Exchange* engagements, he is declared a defaulter by direction of any two members of the Committee for Defaulters on application for such declaration handed to the Secretary by any of the creditors on the Exchange pursuant to the Rules of the Exchange in that behalf and for the time being in force. The member so declared thereby ceases to be a member of the Association any longer.

A defaulter obtains no discharge from his debts and remains liable to actions by all his creditors.

As soon as a member is declared a defaulter, the Committee for Defaulters steps in and takes charge of all his books of accounts and papers to ascertain the state of the affairs of the defaulter.

The Committee is also entitled to recover all moneys due to the defaulter by any other members of the Association and they pay the assets collected into such Bank and in such names as the Managing Committee from time to time direct, and the same is distributed as soon as practicable *pro rata* among stock exchange creditors of the defaulter whose claims are admitted.

All members, having contracts subject to the rules of the Association with the defaulter close them by purchase or sale as the case may be and claim from, or pay to, the Committee the differences arising from transactions. The fund thus formed is a purely artificial one, and where the member is at the same time adjudged a bankrupt, the creditors (non-members) have no claim or right whatsoever against the fund in the hands of the Committee (*vide Appendix 7*).

Investigation as to the cause of failure by the Committee has invariably proved that nine cases of failure out of every ten are brought about through no fault of the defaulters but through the failure of their clients. The liabilities of defaulters outside the Exchange are usually insignificant compared with those within it.

If authentic statistics instead of prejudices were to be consulted, it will be found that even during the worst slump, the Stock Exchange met its liabilities to the public to a pie without any failure of importance, whereas its individual members lost heavily owing to the default of their clients.

#### *Contract Notes.*

Members of the London Stock Exchange are allowed by its Rule 193 (3) to render contracts at net prices. The object of setting out price and brokerage separately in a contract note is no protection any way to the public against dishonesty. It is so set out in order that members may not charge less than the minimum brokerage fixed in the scale regulating brokerage charges. The Association will be prepared to consider and accept any practical suggestion that the Committee may make.

The Association will strongly resist any suggestion or any attempt that may be made having for its object hampering with and restricting business, and destroying the legitimate opportunities offered to real brokers which do not in the slightest degree hinder outside brokers who are not members of the Association and others of an unscrupulous character. In other words all persons whose dealings cannot be regulated by the rules and regulations of the Association. They are all, of course, beyond the control of the Association and its Committee. They are a class of irresponsible dealers in shares. They deal directly with their clients but not on their behalf. When losses are incurred they very often refuse to pay. Cases have occurred in which even worse dishonesty has been committed. They simply make off with any money which people may have entrusted them with. In the case of an authorised and therefore a responsible member of the Association, such an unsatisfactory state of affairs is impossible. Moreover no outside broker can be expected to deal economically as a member of the Association and it is a matter of regret that for the irregularities of such outside untrustworthy brokers the Association should be unjustly reproached.

#### *Tribunal of Appeal or Incorporation.*

The Association strongly objects against any sort of interference or control from outside on the grounds mentioned in our Representation and in the letters to His Excellency the Governor.

K. R. P. SHROFF,

President.

5th December 1923.

## APPENDIX 1.

*Lien on Seats*

Mr. John R. Dos Passos writes in his book at page 113 as follows:—

"In the case of *Hyde vs Woods* it was held that a provision in the constitution of a Stock and Exchange Board (a voluntary unincorporated society, whose members are elected by ballot and are limited in number)—that a member, upon failing to perform his contracts or becoming insolvent, may assign his seat to be sold, and that the proceeds shall, to the exclusion of his outside creditors, be first applied to the benefit of members to whom he is indebted—is neither contrary to public policy nor in violation of the Bankrupt Act. The reasoning of the court was that the San Francisco Stock and Exchange Board was a voluntary association, and the members had a right to associate themselves upon such terms as they saw fit to prescribe, so long as there was nothing immoral, or contrary to public policy, or in contravention of the law of the land in the terms and conditions adopted. No man was under any obligation to become a member unless he saw fit to do so; and when he did, and subscribed to the constitution and by-laws, thereby accepting and assenting to the conditions prescribed, he acquired just such rights, with such limitations, and no others, as the articles of the association provided for. The decision was affirmed by the Supreme Court of the United States, where the court, through Mr. Justice Miller, said: "There is no reason why the Stock Board should not make membership subject to the rule in question, unless it be that it is a violation of some statute or of some principle of public policy. It does not violate the provision of the Bankrupt Law against preference of creditors, for such a preference is only void when made within four months previous to the commencement of the bankrupt proceedings. Neither the Bankrupt Law nor any principle of morals is violated by this provision, so far as we can see. A seat in this Board is not a matter of absolute purchase. Though we have said it is property it is encumbered with conditions when purchased, without which it could not be obtained. It never was free from the conditions of Article XV, neither when Fenn bought nor at any time before or since. That rule entered into and became an incident of the property when it was created, and remains a part of it, into whose hands soever it may come. As the creators of this right—this property—took nothing from any man's creditors when they created it, no wrong was done to any creditor by the imposition of this condition."

In New York it has also been decided that a person becoming a member, assents to the appropriation of the proceeds of his seat, to the payment of debts on the Exchange.

## APPENDIX 2.

**Speech of Seymour L. Cromwell, President of the New York Stock Exchange at the Convention of American Bankers' Association held at Atlantic City, 24, 25, 26 and 27th September 1923.**

*The problems and policies of the New York Stock Exchange.*

I propose to discuss with you to-day the business of the Stock Exchange in relation to the public interest of the American nation. Some time, I hope, I shall be able to appear before a gathering of this kind and not talk shop. There are many questions connected only in general with the Stock Exchange which I would like to discuss, but for the present I must stick to the narrower subject matter, which, as officials of the Stock Exchange we cannot, even if we would, put aside. The operation of our institution has provoked and still provokes so much public comment and is the occasion of so much misunderstanding that we must call public attention to it whenever and wherever we can. My object in discussing the Exchange and its problems with you to-day is to remove some of this misunderstanding and to seek your co-operation in explaining to the people of the United States what the Exchange is and under what conditions it can best serve the interests of its clientele, which is the whole American business community.

I have a further purpose in directing your attention to the operation of the Stock Exchange. This institution is not only discussed and misunderstood, it is bitterly criticized and attacked. For the most part we have submitted to these criticisms and attacks and merely done what we could to repel them. We have acted scrupulously on the defensive. But instead of moderating, they have become from year to year more threatening until they are now made the excuse for legislation which, if it were enacted, would seriously and perhaps fatally cripple the Exchange in the performance of its major functions. We shall not act on the defensive any longer. I intend later in this address to announce a new attitude and a new policy on the part of the New York Stock Exchange. It will no longer submit to unwarranted attacks from doubtful sources without turning on its enemies and exposing them. It has nothing to hide. It has everything to gain from publicity. Its opponents have everything to lose. Hereafter it will employ this weapon to the very limit. It will give nation-wide publicity to the nature of the attacks which are being made upon it, to the character of the attackers and their frequently disreputable motives, and to the doubtful purposes which they are hoping to achieve. And as you will see later the weapon is likely to be effective. Whenever we are forced to use it, those who are trying to injure the Exchange will find it difficult to protect themselves. Their own actions have rendered them vulnerable.

What is the New York Stock Exchange? Briefly stated it is incomparably the greatest market for securities in the United States and with the possible exception of the London Stock market, the greatest market in the World. There is no question that the highest standard of business conduct prevails on the Exchange nor that the methods there prevailing serve the interests of the public better than any system that can be devised. The Exchange has grown up under a system of free Government. It has no charter from the State, it has no special privileges, it exists by virtue of the contract between its members incorporated in its constitution. The success of its management is due to its autonomy. Men of character and experience are willing to devote their ability and time to its service. The principle on which free government is founded is that all who are conducting their business in the best interests of the public should be left to conduct their business without interference by the State. The Stock Exchange claims that it has done better under its own government than could possibly be expected under any sort of State control or supervision, and in the light of its success it asks that it be left free from bureaucratic interference.

When I speak of the Exchange as the people's market, I do not say something that has a doubtful meaning. I took the list of stocks listed on the Exchange the other day and out of curiosity began to figure how many kinds of goods—if I may use the expression—there were on our shelves. In a short time I had figured up one hundred and fourteen, ranging from aeroplanes, air brakes, asphalt, automobiles, bread and cake, cement, cereals, collars, shirts, leather, sugar, silks, salt, ribbons, tinfoil, typewriters, varnish, underwear, down to cardboard patterns, yeast, writing paper and fire engines. Just imagine a great department store with one hundred and fourteen separate shops and the goods represented in those shops available on short notice to any person situated in any part of the World. It is the listing of the stocks of the companies owning these goods on the New York Stock Exchange, which permits the development of industry and the distribution of the goods themselves. I am not going to discuss to-day the economic functions of the Exchange, but when criticism is made of the amount of Stock Exchange loans, I want to call attention to the tremendous increase in the number of commodities listed on the Exchange as a consequence of the large number of partnership firms that have during recent years been incorporated. This will account for an important total amount of new securities that have come on the market, and as a result I believe it may safely be said that to a large extent the commercial loans of yesterday are the Stock Exchange loans of to-day. It is therefore only just that we should not measure present day Stock Exchange loans by former standards.

There were listed on the New York Exchange on June 30, 1923, the securities of 630 companies representing \$92 issues of stocks and having an approximate value of \$24,000,000,000. There were also listed 1669 issues of bonds of 688 companies, Governments, etc., representing more than \$18,528,000,000. This latter amount does not include \$20,000,000,000 Liberty Loan Bonds. These vast figures give you some idea of the New York Stock Exchange.

Much of the antagonism in the Exchange is begotten in economic ignorance. The Stock Exchange operates in terms of capital instead of in terms of commodities and that is why I wanted to point out to you what a large number of commodities are represented in the capital in which the Stock Exchange operates. All progress is conditioned on public understanding and until we have such understanding of the purposes and functions of the New York Stock Exchange it cannot fulfil its natural purpose, which is to supply one of the great elements in the prosperity of the country.

The Stock Exchange is an ally of law enforcement. It is seldom, however, in recent years that the Stock Exchange has been called upon or even permitted to co-operate with law enforcement officers. In the thirty-year-old fight which the Stock Exchange waged against the bucket shops its chief obstacles have been the inertness and lack of co-operation of many public officials. The Stock Exchange destroyed through its own efforts the old "clean sheet" bucket shops and it is bending all its energy toward ending the operations of the new type of swindle. This new bucket shop is a more sinister affair than the old, not only because it steals the people's money as it was stolen in the old days, but because, in most cases, it has an underground backing of tremendous influence and weight, because it is supported by men whose position in the community has the appearance of being free from any taint or connection with such vicious operations. Legislation which has been proposed in recent years has been aimed not at the bucket shop or stock swindlers, but for the most part at the New York Stock Exchange. That practically every legislative proposal of recent years has been applauded by crooks and swindlers; that the endorers of this legislation aimed against the security of the Exchange have been men known to be engaged in bucketing business, amply justifies the suspicions with which this legislation must be regarded. The New York Stock Exchange has opposed certain proposals for legislative regulation of stock trading because such regulation would have destroyed the autonomy of the Exchange, opened its doors to the dishonest, paralyzed its discipline and unloaded a horde of politicians and potential criminals upon it. I do not say that the men who drew up the legislation realized the effect of the laws they would have enacted, but I do state that the position of the Exchange has been sustained and verified to the letter by the damning revelations of the past few months.

Among the proposals of those who would regulate the New York Stock Exchange through political bureaus, were, licensing of brokers, examination of books, restrictions of the use of securities by firms in the matter of loans, and regulation of the issue and sale of securities. With the last the Exchange has nothing to do except in a general way to oppose laws which might interfere with the markets for legitimate securities offered in the State of New York.

Let me say in the very beginning that licensing and examination of brokers' books would open up to swindlers and that peculiar breed of politician who herds with swindlers, the richest graft in the history of the nation. Licensing has been advocated by men of the highest honesty and with the keenest desire to do everything that will protect the financial markets, but these men have not figured out the effect which will follow from the use of a system which cannot possibly be effective and which can be and will be destructive. The whole subject of licensing brokers was considered by a Commission appointed by Governor Smith in 1919. This Commission was most carefully selected and was composed of men conversant with the subject. In the report of the Smith Commission there appears the following concerning Licensing:

The objection to a law of this character is that every citizen should be free to enter into any legitimate business that he sees fit; and that to require a licensing system and to confer power upon some State official to grant or withhold a license, is an abrogation of individual rights and liberties, is un-American in principle, and has been frequently denounced by the Courts.

This is the conservative opinion of a Committee of men who impartially and at length studied the question. Licensing will not eliminate the fraudulent or unscrupulous dealer in securities, but, on the other hand, it will aid the swindler. He can swindle the public much more readily if he is operating in virtue of a State license, which to the indiscriminating public would be a State guarantee of both his own legality and the merits of the securities offered. You cannot prevent crooks or prospective crooks from obtaining a license. A political body issuing licenses will naturally take political references first and general references second. When the Stock Exchange cut off its quotations from Messrs. Hughes and Dier, a bucket shop, men of the highest political, financial and social standing wrote letters to the Exchange urging that the wires be restored; there were personal interviews, telephones and every kind of pressure and solicitation from men whose name and record meant much in the community. The Exchange denied these demands; would a political license bureau have done as much? If you have been following the New York papers during the past few months you may have noted the queer mix-up between politicians and the bucket shops. Would you give to these gentlemen—the angels behind the bucket-shops—the power to grant licenses to brokers? Would you permit them to force the New York Stock Exchange to admit to its membership men known to be crooks?

Let me read you a statement by a man prominent in the political life of New York State, a man of national repute, clean in politics and business, active in public life and familiar with all the forms of politics. He was asked whether he would approve of a law licensing brokers. This what he had to say:

I shall fight a law licensing brokers as long as I am in public life and even when I am out of it. It would mean a deluge of licensed crooks. It would mean that every public man in the State of New York would be under continuous pressure to approve some one whom he did not know and who was actually a crook. Suppose I have a friend Mr. X, who is a Banker, and he has a friend Mr. Y who is a business man who deposits with him, and Mr. Y has a man who buys goods from him, whom we shall call Mr. Z. Through some combination of circumstances Mr. D, a crook, knows Mr. Z and gets him to ask Mr. Y to ask Mr. X to ask me for an endorsement. I am under social, political and may be financial obligations to Mr. X. Shall I endorse Mr. D and get him a license and be responsible for having put a crook in a position to steal? That is not a far-fetched illustration. It would be a common one. Licensing would mean a restriction of the usefulness of honest brokers and the overwhelming of the security business by crooks wearing the badge of decency which a State License would impress upon them. Licensing would mean the licensing of the unfit and the chances are that any such license bureau would fall into the hands of shady politicians. That is why I oppose and will always oppose this great potential graft game of licensing brokers. It is not merely foolish, it is futile and dangerous.

A New York Newspaper which has been carrying on an intensive campaign against our most prominent bucketeers and which supported a licensing bill last year gravely makes this suggestion:

Some people are discussing with interest the possibilities of graft in a licensing and examination system run by politicians. . . . Such examiners and licensers would possess a "nuisance value" which, skillfully exercised, could realize handsomely in cash.

The members of the New York Stock Exchange object to a licensing system for the reasons already stated and because a great part of the indiscriminating public would put all holders of a State license on a parity: men of questionable probity would be placed on a level with men of accepted character and unquestioned solvency.

In reality, licensing is merely a prelude to the examination of brokers' books. The question is often asked; The books of banks are subject to examination; why not the books of brokers? A very great distinction exists between the banker and the broker. Brokers are agents for their principals. The business of a banker is primarily the business of the bank and involves the affairs of its depositors only incidentally. The business of a broker is the business of his customers and an examination of the books of the broker involves an examination of the private affairs of all his customers. The examination of brokers' books is proposed as a means of protecting their customers, but the customers are the very people who would protest most vigorously against such disclosure of their private affairs. Business done by a broker for his customers is necessarily of a peculiarly confidential nature, to be guarded as strictly as the secrets of a lawyer or a doctor.

The examination of a broker's books would not afford the public any substantial degree of protection: Licensing and examination of books might result in the improper use of information gained. As a result of the large force of inspectors that such an examination, however purfunctory, would require, the opportunities for graft would be

limitless. The confidential information to which the examiners would have access might in some cases reach people disposed to make dishonest use of it. It would open the door to unlimited graft, even if only one examiner out of fifty should prove venal. Consider the price the dishonest operator would pay to learn of the transactions on some brokers' books. Consider the opportunity to trade upon the knowledge obtained.

A proper and competent examination of a brokerage house takes much more time than the examination of a bank of the same relative size. This is because of the diverse and sometimes complicated transactions which occur in the brokerage business. The usual bank examination consists of a verification of assets mainly physical inspection of cash, securities (stocks and bonds) discounted notes, etc., comparison with book figures and determination of sufficiency of total assets to meet liabilities, capital and surplus. It would be a rare instance where a bank examiner would do other than accept discounted notes at face value or where he would confirm depositor's accounts. In a broker's office, however, a determination of the status of and a confirmation of every customer's account is one of the most vital points in the examination. Difficulties involving a brokerage firm may be brought about by partnership operations and would be discovered by inspection and verification of firm accounts. But a firm may also become involved through the operations of its customers making imperative a thorough verification of every customer's account. The need for this and the labor involved is readily appreciated when thought is given to the status of the customers of a broker.

The legal relation is that of principle and agent. The business relation is that of debtor and creditor. It is at this point that the importance of thorough inspection and examination of the customer's account becomes apparent. Is the customer the debtor or the creditor? In many transactions carried on the broker's books the broker buys securities for the customer, the customer paying the broker only part of the purchase price. This is a margin transaction and the customer is indebted to the broker for the remainder of such purchase price. The broker, however, is accountable and liable for the customer's equity. This equity may become endangered or even exhausted because of fraud, incompetence or deceit of partners or employees, injudicious credit allowances, etc., to the extent of impairing the firm's working capital.

Verification of customer's accounts, you can readily see, is a painstaking and lengthy process and is complicated by the diversity of transactions of customers, not only in various stock markets, but in many instances in various commodity, future and spot markets, foreign exchange and money transactions.

A medium size Bank with say one thousand depositors would present no particular difficulties to an examiner, but a brokerage firm with one thousand open accounts would present a complicated problem requiring a staff of examiners with high special training and an understanding of the various lines of business. As the number of brokers and brokerage firms in the State of New York is greatly in excess of the number of banks an enormous staff of experts would be required for even a cursory yearly examination of every brokerage house.

On the other hand, the New York Stock Exchange, by means of its questionnaire, can detect evidences of irregularities or unsoundness in time to check preventable loss to the customers of its members and this power is exercised to the fullest extent with the complete preservation of the secrets of the broker and client. Its staff of accountants are men who are selected for their character, their special knowledge and their intimate familiarity with the details of the brokerage business.

The last of the proposed provisions, to which I have alluded, is that which would prevent any member of the Exchange from pledging any securities belonging to a customer for a sum greater than the amount owed by such customer or to pledge the same with other securities belonging either to other customers or to the broker. This does not aim at those cases where the broker pledges the customers' securities without his consent; it has always been contrary to law for a broker, without the consent of his customer, to pledge the customer's securities for more than the amount due by the customer thereon, whether alone or with other securities. But it is the law of the Stock Exchange:

That an agreement between a Stock Exchange house and a customer, authorizing the Stock Exchange house to pledge securities carried for the account of the customer, either alone or with other securities, either for the amount due thereon or for a greater amount, or to lend such securities does not justify the Stock Exchange house in pledging or loaning more of such securities than is fair and reasonable in view of the obligations of the customer to the broker.

It is further the law of the Exchange:

That no form of general agreement between a Stock Exchange house and a customer warrants the Stock Exchange house in using securities carried for the customer for delivery on sales made by the Stock Exchange house for its own account, or for any account in which the house or any general or special partner therein is directly or indirectly interested.

Thus the Stock Exchange goes further than the law and prevents any member from pledging or loaning more of a customer's securities than is fair and reasonable in view of the customer's indebtedness to the broker.

But the proposed legislation is also intended to prevent a broker, who is a member of an Exchange, even with the consent and authority of his customer, from pledging the customer's securities along with other securities for even the amount owed by the customer thereon. One effect of this provision would be to make it impossible for brokers who are members of the exchange to render to their customers the service which such customers desire, and would practically destroy the business of such brokers. It would discriminate in an extreme degree against brokers who are members of the Exchange in favour of outside institutions and non-member brokers with the result that the members of the Exchange would become mere floor brokers. The greater part of the purchasers of securities on the Exchange are not in a position immediately to put up the full purchase price. They put up part of the purchase price and the balance is supplied by the broker, who must in turn borrow the money from a bank. As business is done, it is wholly impossible for the broker to borrow separately on the separate securities of each customer. It would be mechanically impossible because of the number and volume of transactions. It would be financially impossible because the banks require mixed securities as collateral. The result is that brokers must largely finance their transactions by making large loans, pledging therefor securities belonging to a number of different customers. Of course, in order to do this without violating the rights of their customers they must get their customers' consent, but customers who trust their brokers feel no hesitation in giving the consent which they realize is necessary to enable their brokers to render them the service they want. The control of the Exchange over business transacted on its floor its ability to prevent manipulation, wash sales, and all other improper transactions, would be very materially restricted, if not wholly lost, if this legislation were enacted. The principals in the transactions would be too far out of reach of the Exchange for it to exercise any degree of control over their transactions. The Exchange as a great institution, composed of firms of large capital and a wide clientele, would cease to exist. It would be a mere meeting place for floor brokers.

Every one understands that neither honesty, intelligence, nor official efficiency can be legislated. It is a reassuring fact that in the past ten years every proposal to impose these onerous, futile and dangerous restrictions on the New York Stock Exchange has been defeated in Congress or in the New York State Legislature. These provisions were defeated because study revealed the fact that they were deadly and useless.

A bill was introduced in the winter of 1913 in Congress which would have incorporated the New York Stock Exchange and put it under the complete control of political forces, taking away from it the power to regulate its own doings. The bill was beaten in the spring of 1914. During the critical days at the end of July of that year, when the great war broke out, the Exchange was compelled to close, to prevent a panic and to conserve the finances of the country. If that bill had passed in the spring of 1914 and if the Exchange had been incorporated, any individual could by injunction have prevented the closing of the Exchange and thus have precipitated a panic which might have crippled the country's resources.



There are ten thousand new laws annually which go on the statute books only to be forgotten. There are laws on the statute books of the State of New York covering bucketing, conspiracy to defraud, sale of fraudulent securities, and the other forms of this kind of larceny. Why are they not enforced? The Post Office Department to-day is demonstrating what it can do with the fraud laws on the Federal statute books and is driving stock swindlers out of business throughout the country with a very small force and with a very small appropriation. Its success is due entirely to the fact that Post Office officials mean to put these crooks out of business that they desire to keep them out of business: they do not seek the alibi of new legislation. In law enforcement rather than in new laws lies the solution of the bucket shop problem. Bucketing, stock swindling, fraudulent promotions, are not new. Petty larceny and grand larceny and conspiracy remain the same. The cure is jail sentences; a determined effort by legal officers of the State to enforce the law. Bucketing is larceny and can be punished under the present laws.

Here are some facts that may interest you. E. M. Fuller and Company—the name should be familiar to you—one of the largest bucket shops, failed in the summer of 1922. The District Attorney of New York County obtained soon after the bankruptcy thirteen indictments each against Fuller and McGee, the partners in Fuller and Company. Fuller and McGee obtained separate trials. The trial of Fuller began in the fall of 1922. The judge dismissed the first grand larceny indictment against Fuller without sending it to the jury. Then followed three trials on the first charge of bucketing against Fuller, resulting in a mistrial and two jury disagreements, together with the most scandalous charges of witness-hiding that have characterized any case in New York in years. During all of these efforts of the Prosecuting Attorney to convict Fuller the constant plea was that he was handicapped because he could not obtain access to the books of Fuller and Company. There was a great deal of noise about a court fight which should wrest from the Receivers the use of the books for the redress of bucket shop victims. Such a fight I believe actually was begun more than a year ago in the cases of Fuller, Dier and Ruskay. In the midst of this fight the Referee Harold P. Coffin, assuming rightly that the books belonged to the bankrupt estate and not to the bankrupts, instructed the attorneys for the Receiver to move before him for the delivery of the books by the Receiver to the Trustees without limitation as to their use and thereupon entered an order to that effect. In less than three weeks the order had been sustained by Judge Julian W. Mack of the United States Circuit Court, and in principle by the United States Supreme Court. The Fuller books were immediately made available to the District Attorney, though his own fight still remained in the United States Supreme Court, and no sooner were these books in the hands of the District Attorney than both Fuller and McGee walked into the court room and entered a plea of guilty of operating a bucket shop. Upon this principle thus established the books of other bankrupt brokers are now available to the prosecuting officers. I cite this case merely to show something of the delays in law enforcement and also to show that the continued harping on the idea that bankrupt bucketeers who fail cannot be prosecuted because their books are not available is not an argument based on facts.

The developments in the Fuller case have absolutely sustained the position of the New York Stock Exchange against licensing, against examination of books and confirmed its contention that where there is law enforcement there is plenty of law. It is my hope and wish that the revelations which are now going on in the Fuller case will show still more clearly bucketing in its complications with politics.

Part of the trouble to-day is the indifference of the average citizen to political matters. He takes little interest in the election or selection of his law makers or of his public officials. He does not follow their records in office and if he votes at all he votes negligently and with his eyes shut. In time he will compel the sworn officers of the law to enforce the laws regularly and impartially. In the meantime enforcement of law by spasms is worse than non-enforcement.

Heretofore the Exchange has contended itself with ignoring attacks in the public prints, with making appearances before the proper legislative Committees and presenting its arguments against legislation through counsel or officers of the Exchange. Hereafter the Exchange intends to fight. We are tired of the abuse and lie which are daily hurled at the Exchange, and while we do not intend to reciprocate in kind, we do intend that every item of information in our possession which will enlighten the public concerning the men who are attacking us, concerning their methods, their purposes, their records, and their objects, shall be given to the public. If an office holder stops long enough at the Grand Central Station to call up the President of the Exchange and tell him that he wants a certain thing done for some one, contrary to the rules of the Exchange, and that he wants an answer in fifteen minutes because his train leaves for Albany, where he is going "to look into the bill aimed at the Stock Exchange" we shall consider that threat an item of news and give the gentleman's name and his threat to the newspapers.

If another office holder, who has a retaining fee from a notorious bucket shop calls us up and gives us seven minutes in which to restore the wires to that bucket shop, under threat of political reprisal at Albany, we shall give that gentleman's name and a record of the conversation to the public with such other details as the facts may warrant. Again, if the author of a bill which was designed to put the Exchange out of business comes to us and asks for a retaining fee so that he may testify that he has investigated the Exchange and found it perfectly all right, we shall be glad not merely to deny the gentleman the retaining fee as we have done, but to give his name, business, post office address, and other facts which will be of interest undoubtedly to the public. Further more, if any man, whether he be public official or not, holding high place or not, writes to the Governors of the New York Stock Exchange or to its President demanding, with covert threat, that certain bucket shops shall have our wires, we shall publish these letters no matter whether the political position of the gentleman in question be high or low. This is desirable not from our own point of view but from the necessity and desirability of advising these gentlemen's confidants as to the character of the men with whom they are associated.

The Stock Exchange will continue to fight bucket shops and it will fight those affiliated with bucket shops who seek to make money out of the power given them by their political connections. Do not think that I am attacking political parties or the great body of public men who are giving their time and earnest effort to the work of government. The State of New York has in its Legislature men of the highest type and in its other public offices men equally impeccable. It is not with political parties with which I quarrel, but political pirates and those hangers-on of politics who are mixed up with politics and interfere with law enforcement. The political buccaneer knows no party and the public official who is spineless in the enforcement of the law is usually the one who makes gratuitous, purposeless and rabble-rousing attacks on decent men and decent institutions. Public officials should know that crooks take on the protective coloration of respectable business men, but instead of recognizing this fact and realizing that crooks are crooks and merely the barnacles of decent business, decent business is attacked in the pulpits in the magazines in the public prints.

I hope I have made clear the position of the Exchange. It has fought to keep the people's market out of the hands of crooks and their more crooked allies. It has conscientiously endeavored to develop some plan which would prevent swindling of the public.

A Committee of the Stock Exchange for a period of nearly a year made an intensive study of every "blue sky" law and regulatory measure in the United States. Bankers, members of investment houses, bond salesmen, members of blue sky commissions and every person who might have any knowledge as to the working of the blue sky laws either from the regulatory end or from the distributing end appeared before the Committee, and gave facts concerning this kind of legislation. The Committee was unable at the end of this intensive study to recommend any single form of blue sky law in existence in United States. It was unanimously of the opinion that legitimate business would suffer through such legislation and the sale of fraudulent securities would not be checked. The question of the examination of books of brokers has been studied from every angle and I have already given you some of the reasons why such examination would be dangerous, while being absolutely useless. The question of licensing has also been studied in every phase and we have found no reason which would justify such licensing while on the other hand we have found many reasons showing its serious possibilities. There are other regulatory measures which the Exchange has considered and which it is still considering.

The Exchange will not pass upon any question off-hand nor has it ever been the policy of the Exchange to take snap judgment. Its members to-day are under the severest rules and regulations of any organization in the world, but every rule and regulation has been carefully thought out and is the result of knowledge and experience.

In conclusion I want to extend to every member of the American Bankers Association an invitation to visit the New York Stock Exchange and study it from the ground up. I also extend this invitation to every newspaper editor in the United States. In fact, we are already planning to extend a definite invitation for a particular date to the editors of the newspapers of the United States to come and see what the New York Stock Exchange is and to study it carefully and thoroughly. The Exchange wants every man and woman in the United States to have an intimate knowledge of its working, of its purposes, and of the men who are directing its affairs. I have promised a certain kind of publicity to-day and I will add that we welcome any kind of publicity which is based on actual facts. The Stock Exchange and the Banks if they co-operate can bring about that which is of the greatest importance to the whole country economic education and understanding of financial institutions and financial ethics.

#### APPENDIX 3.

##### Telegram from Sir Shapurji B. Broacha, Kt. ( then Mr. S. B. Broacha ) to the Finance Minister.

"I am directed by the Committee of Bombay Share and Stock Exchange to protest strongly against heavy increase of Stamp Duty on Brokers' Contracts and transfer of shares.

Increased tax on Brokers' Contracts will greatly restrict business of Government securities, if not destroy it. Most contracts for Government Paper are under one lac. Contract for 80,000 will require ten rupees stamp. Brokerage on Government Paper is one sixteenth of one per cent. divided in equal moiety between buying and selling broker. One sixteenth per cent. brokerage on 80,000 is fifty rupees, which divided between buying and selling broker is 25 rupees for each. Or on 80,000 rupees contract, stamp ten rupees for rupees twenty-five brokerage, or a charge of forty per cent. on his income. This step is direct discouragement for larger absorption of Government Paper by investors and therefore impolitic and inexpedient. The income negligible. It will induce evasion. Instead of contract notes or memorandums it will induce contracts on parole. Consequences will be similar on all Trustees' securities. In shares Contracts although consequences not so disastrous, contract on parole will be the rule than exception. Increased heavy Stamp Duty on transfer of shares and Debentures instead of increasing will diminish revenue. Fewer shares will be transferred and carrying shares with blank transfers will be the rule. It is direct inducement to Companies to issue Bearer Shares. What applies to Government Paper contracts applies to Exchange contracts and hits the Exchange broker equally hard as the Paper broker. The increase expected from the whole catalogue of Stamp Duties is small. Is the sum adequate to discourage or to very much diminish investment in authorized securities. To hamper the financing of nascent industries and enterprises or weaken the moral tone of people by seeking evasions."

#### APPENDIX 4.

##### Stock Exchange Settlements.

###### *An American view.*

*Return to unfettered business, with proper safeguards.*

Commenting upon the decision of the London Stock Exchange that it will revert to the old system of fortnightly settlements next September, the Editor of "Barron's Financial Weekly," of New York, says that the move is more significant and encouraging than the layman might suppose. "Since the outbreak of the war there has been a sort of moratorium for a number of Stock Exchange speculative accounts, and the adjustment of this, running, as it does, into many millions sterling, has been no easy matter. With the outbreak of War in 1914 some Government regulation became inevitable, or at least advisable. Speculation was not forbidden, as so many people anxious to "reform Wall Street" suppose. Trading is limited to cash transactions, which can, of course, be as speculative as the heart could wish. It is on such transactions that the New York Stock Exchange conducts its business.

"What is most satisfactory is that a complicated situation is in a fair way of settlement, and that the meddling hand of Government Bureaus is to be removed from what is still the freest and most diversified Stock Exchange in the world. No doubt geographical considerations, in days of slow transportation, dictated the financial centre of the world. It may be said, roughly, to have moved from Sidon, in Asia Minor, at least five centuries before the Christian era, to Carthage, and from Carthage, perhaps, to Rome, and then, with the interregnum between the fall of Rome and the rise of Christian civilisation, to Genoa, to Venice, to Amsterdam, and, finally, with the westward movement of financial empire to London.

###### *A market for everything.*

"But London had, and has, a quality which New York lacks. It was, and is, a free market for everything—not merely for the securities of the whole world, but for gold, copper, pig-iron, jute, lard, tea, grain, coffee, wheat, and scores of other things, each enormously helped by the English doctrine of free trade, and the actual encouragement given by the English common law to every man to mind his own business.

"There are all sorts of arguments for and against fortnightly settlements as distinguished from the daily settlements of the New York Stock Exchange, or even the weekly settlement of its humble neighbour, the Consolidated Stock Exchange. But the restoration of that system in London means a return to unfettered business, with proper safeguards provided, not by a meddling and unintelligent Government Bureau but by the Stock Exchange Governing Committee, as they should be. The financial centre of the world is not on its way across the Atlantic yet. So long as London and the British Government believe in letting a man take his own risks and reap his own profits there is not much likelihood of a change."

###### *Fortnightly Accounts.*

The chief objections to an extension of the period of the account, and there are some who consider that twelve settlements per year would suffice, are (1) the increased possibility of loss in the form of bad debts—the longer the credit the greater the risk—and (2) the additional clerical work to be done. The first point is, of course, contentious. The element of risk is one in which the speculative broker must, of necessity, be his own guardian. It can scarcely be argued seriously that the difference between a fourteen and a nineteen day account is the margin between security and danger. The fact is that risk is a matter of circumstances rather than of time. In any event it is "up to" the broker to look after himself, and additional cover can always be asked, and usually obtained, to balance increased risk. Financial arrangements do not stand in the way of an extension of the account, for loans by the bank can be as easily arranged for one term as for another, within limits, and in point of fact many advances are negotiated on a day-to-day basis, i.e., on the daily total of the customer's overdraft.

###### *Fortnightly account. Its practical operation—views of members.*

###### *Over 50 per cent.*

Obviously, therefore, the period of the settlement, which in practice begins with the Mining contango on a Friday, and ends with the following Thursday as pay day, is one in which not only recent dealings have to be attended to, but also, and especially in busy time very heavy clerical work. And since in its course it includes a Friday, Monday, Tuesday, Wednesday, and Thursday, and comes into each fortnight of the year, it follows that, the Stock Exchange, being closed on Saturdays, over 50 per cent. (allowing for special holidays) of the working days of members and their staffs throughout the year are given over, to a greater or less extent, to attending to it.

The main arguments against extension to a longer period are (1) the increased possibility of loss in the form of bad debts the longer the credit the greater the risk; and (2) the additional volume of work to be got through during settlement periods if the business to be dealt with is that for, say, three weeks instead of for two-thirds of that time.

As to the latter, the matter boils down to little, if anything, more than a question of individual liking; there does not seem to be any outside issues involved, for from the public's point of view the matter is, on balance, as broad as it is long. In so far as losses which might be made through an extension of the credit period go, the more speculative broker and his clients appear to be those principally concerned, and they need not be regarded as entitled to too much thought.

The more conservative member ought fairly to be expected to go through a three-weekly account without loss of consequence, except possibly, in those times of very abnormal movement, which are, happily, not too frequent.

Even in these he would probably come out very well, and taking the swings with the roundabouts could conveniently and comfortably stand the racket of the period.

The question of finance comes into the discussion, but loans could be as easily arranged for twenty-one days as for fourteen, and in many instances int. rest is only charged and paid on daily figures—on the day-to-day totals of overdrafts.

#### *Pre-War Practice.*

It is argued that the old pre-war practice, under which longer accounts periodically arrived, was, even though nineteen-day accounts were few and far between, a happier and a more agreeable and convenient one. For even if, during the greater part of the year, staffs had to keep their noses to the grindstone, and to be more or less constantly on long duty, as now, it did allow them to from time to time arrange reasonable vacation and give them runs of normal working hours.

It is doubtful whether a change, simple and direct, from the fortnightly to a three weeks account, would work. Many, however, think that without unduly loading it the list of securities dealt, in, as referred to at the outset, for daily settlement, might, since a daily settlement regularises office work, be extended. If that were done a solution, agreeable to the majority, might be found, for with a reasonable extension of the daily list the balance left over to be dealt with at the end of a twenty-one-day account would not be so large, and could, even in busy times, be handled with an effort.

This much is certain, that the all-the-year-round fourteen-day account is a child of whom no one is over-fond.

#### APPENDIX 5.

THE ECONOMIST (8th October 1923) writes as under:—

#### *Investors and Jobbers' Prices.*

The continuance of the boom in tea shares together with the recent revival of interest in nitrates and Electricity supply issues, has brought once more to the front some of the questions that offer perennial matters for misunderstanding between broker and client, matters which require constant correction for them to be properly understood. Most people are aware, in a rather vague way, that Stock Exchange jobbers make prices, that is to say, they quote double prices in a particular share. At the higher price they are prepared to sell, at the lower price to buy, shares from any broker who comes along with an order, and who ascertains this dealing price before he announces what he wishes to do, whether to buy or to sell. This making of prices is one of the fundamental distinctions of the London Stock Exchange, and it is carried to a point in excess of that reached by any other exchange in the World. It is regarded as being the reason for the supremacy of London as a liquid market in so many hundreds of Stock Exchange securities. The willingness of jobbers to stand in the market place ready to sell shares or to buy them indifferently is always held up to be the justification for the system of jobbers that prevails in Capel Court. The tea boom, however, has emphasised one matter which is not readily grasped by the outsider who thinks that jobbers are compelled under the rules of the Stock Exchange, to make price in everything in which they deal. A client writes a broker to buy certain tea shares, and is annoyed to find from the answer that such shares are not obtainable at all; the broker replies that there are none in the market. Upon this the client promptly demands how it is that the jobber will not make a price at which the broker could buy, however unwilling the jobber might be to sell. The fact of the matter is that jobbers are always willing to make prices in stocks and shares, provided they know where to get the stock if they sell it, or where to sell it if they buy it, or, alternatively, whether they think there is a reasonable business risk of their being able to replace or to sell securities which they sell or buy, respectively, from the brokers. If a jobber has no shares on his book, and does not know where to go for them, he makes a price at a risk which is obviously considerable if the market in the shares happens to be active and popular. Some of the tea shares have been going up by a pound or a couple of pounds per diem, and were a jobber compelled to make prices, whether he wanted to or not, it would be impossible for him to satisfy people, who bought shares from him, if he were unable to get these back and had none of his own with which to supply the purchasers. This seems obvious enough to the Stock Exchange mind; to the outsider it carries little or no weight. If, however, the transaction were thought out to its logical conclusion, it would be obvious that the buyer who was able to force the jobber to sell to him shares which the jobber did not possess and could not buy, that buyer might have to wait some very indefinite time before he could obtain delivery. And such waiting is, naturally, not to the liking of any client. It is the same with sales of stock. A man may be eager to get rid of securities—or, more frequently in securities—if a purchaser could be found at any price at all, and he demands from his broker how it is that the latter will not compel a jobber to make a price. But if the jobber has no buyer, and does not want the shares, if he sees many other sellers eager to get out, and nobody wanting to relieve him of his previous acquired stock, it is hardly fair to suppose that he is obliged to make a price which would ensure, nine times out of ten, his being landed with stock for which he could not find a home. The making of prices is an integral part of London Stock Exchange life, and has more to do than anything else with the liquid character of the London markets. But there are times as I have endeavoured to show, when the making of prices is impossible, and perhaps this brief explanation of what happens in abnormal circumstances may help to dispel the misunderstandings, sometimes even suspicions, that arise in the minds of clients in connection with this particular branch of business procedure in the London Stock Exchange.

#### APPENDIX 6.

Mr. Samuel F. Streit, Chairman of the New York Stock Exchange Committee on Clearing House and member of the Committee appointed by the American Acceptance Council to study the advisability, ways and means of modifying the present system of settlements on the New York Stock Exchange and substituting therefor some system of periodical settlement, says:

“Because of the tradition that at all times the continuity of liability must be maintained until the final settlement is made, the method of the London Settlement Department involves cumbersome detail not considered necessary in other clearing systems. This is called the trace or continuity system, whereby the settlement Department furnishes to the ultimate purchaser a memorandum or ticket showing the line of responsibility from the original seller to the final buyer, so that in case of default the liability can be traced back to each individual house concerned. The detail necessary to accomplish this result is very great, and at times makes it almost impossible to bring about a balance in time for the opening of business the next morning.

The method of the London Settlement Department carries to its extreme limit the theory of the original liability on *contra* etc., but while it thus apparently increases the security in case of a failure, it is placing every house concerned in danger of possible breakdown of the Clearing machinery, and in times of every great activity it has so fallen down.

The alternative of this system is the *pro rata* clearing which is following by the Continental Bourses and by the Clearing House of the New York Stock Exchange. This system embodies the principles which should be adhered to if a form of settlement is ever adopted in New York.

A *pro rata* clearing was established in London in 1874, but came to an end in 1880; and failed largely because of the fact that there was no proper line of liability, and no authority to enforce it. It was tried in spite of, and almost in defiance of, the Committee at that date, and it has been stated that "The Stock Exchange Committee intended that it never should succeed."

#### APPENDIX 7.

Honourable Mr. Justice Walter S. Schwabe, Chief Judge of His Majesty's High Court, says:—

"This rule has been the subject of considerable discussion in the Courts of Law, and it has been decided upon evidence given by officials and members of the Stock Exchange, that this 'buying of and selling to' is not a real purchase or sale, but is a mere fiction resorted to for the purpose of arriving, as between members and a defaulter, at the amounts that are to be paid to, or received from, the defaulter's estate.

The result of these fictitious dealings is the same as regards the position of members between themselves, as if an actual resale or repurchase had taken place at the hammer price, and the transactions were thereby closed; but it must be borne in mind that when a non-member is interested these fictitious dealings do not as a rule affect him.

The differences arising under this rule, and paid to the Official Assignee, form a fund which has been decided by the Courts to be purely artificial, and therefore, should the defaulter also be made bankrupt, do not under any circumstances pass to the trustee in bankruptcy.

Differences due to the defaulter in the ordinary course, either by clients or jobbers, form no part of this artificial fund.

Another artificial fund, which the Official Assignee can always retain as against the trustee in bankruptcy of the defaulter, is that made up of differences received by the defaulter in the course of the completion of bargains by means of tickets. As has been seen, a member may be entitled on account day to the difference between the ticket price, or making-up price, and the price of his bargain; and it has been held that these differences are to be treated in the same way as hammer-price differences.

#### APPENDIX 7.

*Translation of a pamphlet 'Corner in the Share Bazar' by Mr. K. R. P. Shroff.*

#### "CORNER IN THE SHARE BAZAR."

BY K. R. P. SHROFF, SHARE, STOCK AND EXCHANGE BROKER.

Nowadays the question of corner in the Share Bazar has become a question of great controversy. It has not been solved as yet, and in my humble opinion is never possible of any solution. After a corner in the shares of a particular concern takes place hot discussion ensues as regards its solution and the settlement arrived at is never satisfactory to either of the contending parties. It is better to devise means to check than to frame rules for the purpose of effecting a settlement after it has taken place. Prevention is better than cure. Now what is a corner? Looking to the huge volume of forward business which is transacted in the Share Bazar, business in shares of every scrip for a larger number than the actual number of shares of the Company is done in two or three days. There is not the least doubt that the purchases and sales of the shares of a particular Company must at the end of the month exceed the actual number of shares of the Company in view of the fact that purchases and sales in the shares of the Company are effected by hundreds every day. But as many of these purchases and sales are fictitious and budla is effected in the end very few are offered for delivery and consequently the existence of a corner therein is not experienced at all. But if fresh forward business were prohibited before the budla and the brokers were called upon to produce the lists of their transactions for both the *vidas*, its existence would be immediately detected. Still we don't construe it into a corner for the fictitious sales and purchases adjust themselves. But when either the buyer or the seller refuses to make budla or the bears do not cover their sales till the end the position becomes critical and is construed into a corner, though really speaking it is not so. As long as delivery is not given and taken so long it is futile under the present circumstances to assume the existence of a corner for the reason that unlimited fictitious transactions daily take place without any restriction. Really speaking it is the controlling of shares with the sole object of inflating their price that can be called a corner. If an individual or a syndicate were to secretly buy up almost all the shares of a concern and others being ignorant of such secrecy were to continue to sell them under the belief of covering their sales in the market at the market rate and if they eventually find that they have to purchase them from the very person to whom they have sold at the rate dictated by him then that state of things would be a corner. But if at such a juncture shares are freely available in the market at a reasonable rate and if the short sellers refuse to cover their sales on account of their being obliged to pay heavy losses that state of things cannot be called a corner. For if it is, then the voluminous dealings in every concern would be corners. And it would not be at all difficult nowadays to effect a corner in this way in any scrip.

If various operators not holding any share in a certain concern were to injudiciously effect sales therein and continue to do so till they far exceed the actual number of its shares and if being unable to cover them at a profit, refuse to buy at the market rate or to give delivery at the proper time, would they be justified in alleging a corner in order to avoid payment of the loss they had incurred? Had the market sagged owing to their sales, they would have made a large profit. Would it not therefore be unbecoming on their part to allege a corner when they should honourably pay their loss by covering them in the market at increased rates. I do not mean to say that such corners do always take place on our Exchange, but what I wish to say is that they are possible. For if an individual holding a good number of shares in a particular company continues to purchase more shares of that company at rates forced down through the unlimited fictitious sales made by bears he is in my opinion quite justified in doing so and even in creating a corner if one is created hereby. He is indirectly compelled to do so and that too by the unlimited fictitious sales of the bears. If a furious man in the height of fury were to assault and beat you would you not be justified in your self-defence in beating or even in killing him? Self-defence does not constitute crime. The law does not consider him to be a murderer. Similarly would not a bull be justified in dictating his price when the bear abnormally forces it down by unlimited and injudicious unrestricted fictitious sales. Then what is the remedy to prevent corners? In my opinion it is only after ascertaining the manner and circumstances in which a corner has taken place that you can devise measures to avert it. No laws or enactments passed either in or out of the Exchange will ever remedy the evil. Do you know of any evil being ever checked by laws and enactments? No Government of any country in the world has ever succeeded in eradicating an evil by passing even the most stringent measures, and on many occasions such measures have been productive of more harm than good. It is therefore futile to expect to check corners by passing any number of laws and rules. If an individual or a body corporate is able to create a corner and has the necessary funds to do it, he would succeed in his object, however stringent the rules and regulations might be for cornering in securities or commodities is quite legitimate. There is nothing illegal in it. There have been, there are and there will be corners in cotton, rice, wheat, silver and other commodities. Though they are pernicious, neither the Government nor the public have been able to do anything to prohibit them. What wonder then if corners take place in shares? These corners are not in any way injurious or disadvantageous to the public or the country. If they harm any body, it is the cornerer himself or the individual who encourages or assists him in his game. Those who play this game clearly realise what risks they incur and therefore outsiders should not intervene. They should be allowed a fair play to the end, that is, till the one succeeds and the other suffers. It is only when either of them misbehaves or misconducts himself that outsiders should intervene. Why do then the Stock Exchange authorities interfere in the matter of cornering in shares? Whom do they benefit? Do they intervene to serve their own purpose or to safeguard the interests of the bulls as well as the bears? Does any of the contending parties derive any benefit thereby. It is alleged that the authorities interfere with the sole object of meeting out justice but I for one believe that they never do good to either. Let others dissent from me, but my conviction is that the interference is productive of harm to both. What then should they do? Should they keep quiet with folded hands and complacently watch the game? No, certainly not. It is amusing to watch the game till it is judiciously played. Premature interference results in nothing but harm. The existence of the present rules about corners has encouraged corners and will continue to do so in future. Really speaking the aim of such rules should be not to penalise or strike a blow on the cornering party or to do him harm out of malice, but to protect the innocent party, the capitalists, and the investing public from any loss it may have to suffer. Corners do not in any way cause loss or disadvantage to the investing public. On the contrary they benefit it. The investors sell out their holdings to the cornerers at the inflated rates and again buy them up from them at reduced ones and thereby make double profit. They are never losers.

There have been no instances in which a cornerer has ever compelled the investors to sell their holdings at reduced rates. The latter do not see any necessity to part with their holdings till they get their desired rates; and if the rates were to rise after they dispose of their holdings they do not suffer in the least. It is the short sellers who make fictitious sales that suffer. Are these men innocent? Are they cheated through their ignorance or mistake? Do they need any protection? There may be some who believe that they should be protected and saved from loss. But I ask why, and I get no satisfactory reply. If these persons find themselves driven into a deep pit, it is through their own misdoings, and not through those of others. I however do not mean to say that they should be allowed to rot there. They should be helped out and not allowed to die submerged therein. But they should and must reap the fruits of their folly. It is the duty of us all to mete out proper justice and that should be our aim. But the contention that they should be saved from loss is ridiculous and unjust. Why did they enter into fictitious sales and what need had they to do so? What was their object in effecting them? Just as an individual or a body not holding a single share in a Company is at liberty to sell any amount thereof with impunity in the same way the purchaser is at liberty to buy them up. How can his right to do so be questioned? The Law allows him that freedom completely. Now a short seller makes fictitious sales with the sole object of making a profit by covering them at reduced rates. If he succeeds in his object

he considers himself to be fortunate but if he does not on account of the rates not going down as anticipated by him, he thinks his judgment was wrong. In that case whose fault is it? It is his own folly and he should pay the penalty. Even the change in circumstances should not be advocated by him as the reason of not paying his loss. He must pay the penalty. Professor Huebner says, "Short sellers do not determine prices. By selling they simply express judgment as to what prices will be in the future. If their judgment is wrong they will suffer the penalty of being obliged to go into the market and buy securities at higher prices."

Accordingly it is quite unjust for them to expect to save themselves from the loss without paying the penalty and no Association should save them by affording protection under its rules. If it does it would be tantamount to encouraging them to make fictitious sales and it would be no wonder if they were tempted to effect them. Therefore affording protection to any party whether bearish or bullish would be no justice at all. Though cornering is no crime, it is advantageous to none, and should not therefore be encouraged. No party, secretly buying shares solely with the object of cornering or trying to succeed in its aim by manipulation should on any account be allowed to achieve its aim. Similarly no party making fictitious sales solely with the object of making a profit and causing depression in the market should be encouraged. Sellers as well as buyers should have equal rights and both of them should be uniformly protected.

If an individual or a syndicate were to buy up shares available in the market at the price demanded by the seller, would he be acting unfairly or illegally? Should not he or it buy those shares? Really speaking the seller ought not to have entered into fictitious sales: and if he did, and the buyer took them up at the price demanded by him, it would be quite unfair to blame the buyer, if the seller failed to give delivery. Why should he be blamed? Why should he be penalised? What sort of justice would it be? Did he compel the bear to sell? Did he, by false representations, induce him to sell? Did the bear sell against his wishes? Was he induced by false reports to do so? Such instances have never been cited. The bears effect the sales voluntarily with full knowledge and clear judgment, expecting a decided fall in the price; and with view to make a profit thereby: and if they fail in their attempts no one is to blame, but they themselves. It is natural for rates to go down if people effect fictitious sales on the rumours of a mill-strike, or the failure of the monsoon or dullness in the cloth market and other similar reports and the holders thereof are most likely to suffer. But if they under those circumstances were to keep on buying to minimise their loss and if at the time of delivery the bears failed to give it and by their covering caused a rise in the price tended to create a "Corner," who is to blame? Certainly the bears. Mr. Hartley Withers writes, "So it falls out that bears, if there are too many of them, tend to create a corner against themselves." In such cases the bulls have no intention of creating a corner but it is the bears who compel them to do so.

Mr. J. F. Wheeler, Financial Editor, The Commercial Press Bureau, writes as under:—

"Frequently these corners are not intentionally brought about, but are unintentionally initiated by 'bears' who have operated so extensively as to produce what is known as 'an oversold account'. If much of the available market supply of shares is in the hands of a comparatively few operators, the latter will quickly take advantage of the excessive position open for fall to squeeze the bears."

Therefore the just way to prevent a corner is to put a stop to the unlimited fictitious sales now entered into. The greater the reduction in such sales the less are the chances of a corner taking place. Of course any individual is at full liberty to sell his holdings if he thinks the present circumstances unfavourable to a rise if he thinks the market will fall and the future is gloomy. And he would be perfectly justified in so doing. But if he enters into fictitious sales with the sole object of securing a profit for himself and of ruining others he will not be prevented from doing so, but in that case he must be prepared for whatever consequences that might ensue.

Now there are certain persons who believe that fictitious sales can be prohibited by stopping "Vaida Dealings" and allowing only "Cash ones." But their belief is far mistaken. Fictitious sales are even possible in "Cash business" and we have experienced them. Of course short sales can be made in "Vaida dealings", but it is erroneous to hold that Vaida business cannot be done without them. "Vaida" business is possible without them and it was done in certain countries. It is true that the volume of "Vaida business" would decrease if fictitious sales are not made and the enormous extent to which it is carried on at present would diminish and in my opinion it would be most welcome. But there is no need of putting a stop to "Vaida business" or to completely do away with the fictitious sales. Moderate fictitious sales are necessary on every Exchange, be it a Stock Exchange, a Cotton Exchange or a Bullion Exchange. Germany and France had by passing enactments put a stop to such sales by declaring them "illegal" but they were compelled to revert to them. An Exchange would not be worthy of its name if it consisted wholly of bears or wholly of bulls. There must be both bears and bulls on the Exchange. "In fact there could be no organised market for securities worthy of the name, if there did not exist two sides, the Bull and the Bear."

Just as it is impossible to completely check a corner so it is equally impossible to completely check fictitious sales. The only thing necessary to be done at present is to improve the method and proportion in which vaida business is transacted and for that purpose, corners as well as fictitious sales should be discouraged. No special rules or regulations should be enacted to prevent corners. Such special laws encourage fictitious sales and make the bears believe that they limit their loss to a certain extent. Let us examine how such laws encourage fictitious sales and help corners instead of checking them. Suppose the rate of shares of a certain concern is quoted at Rs. 1,900. Some persons believing that they have been cornered, infer that the Board would interfere and fix their rate and are consequently induced to make fictitious sales somewhere about Rs. 1,900 and actually order their brokers to sell them at that rate. If the broker tries to dissuade them from selling on the ground that the holdings being in strong hands, there is no hope of the price sagging, he is told that the shares being in strong hands, as alleged, and there being the likelihood of a corner the Board would certainly interfere, and fix a price and he would have a very few chances of suffering and paying any loss; but if on the other hand, the rate went down or the Board fixed a low rate with the object of punishing the cornerer, he would be a gainer, and in that case he would give an order to sell 100 shares instead of 10. It is in this way that fictitious sales increase in the market. Similarly those who have already oversold, refuse to cover their sales though advised to do so by their brokers, under the false belief that if the price went up further the Board would interfere and fix it which being lower than their selling price, would bring them a profit. In this way even the bears refuse to cover their sales. However unwilling the bulls may be to create a corner, they are compelled to do so, as the bears refuse to cover their sales under the certain belief that they would be enabled to do so at a very low rate, and that if they failed in their attempts, the rules of the Exchange would afford them protection. So if the present one-sided rule were not in existence, such occasions would hardly have arisen. The bears whilst effecting fictitious sales at the current rate whatever that may be would be deterred from doing so, being afraid of courting a disaster; whilst those who have already oversold, would, for similar reasons, cover their sales forthwith, and thus the danger of a corner would be averted. It was exactly in this manner that the apprehended corner in the New Great and Currimbhoy Mills shares was averted. It is only by creating a fear in the minds of the bears that by entering into unlimited fictitious sales they would bring about their own ruin and perdition, that they would be prevented from overselling to an unlimited extent and *ipso-facto* speculation would diminish. We find in many markets that as a natural rule there is only one bear to nine bulls, and therefore they work smoothly.

Mr. J. F. Wheeler writes in his Book on "Stock Exchange" that when the general public speculates it always sides with the bulls and hardly ever with the bears. Therefore "Mandi transactions" are not transferred from one vaida to another, but are closed at the end of the vaida.

"The speculators amongst the general public are much more often bulls than bears"  
—Stock Exchange Investment by J. Burn.

But in the Bombay Stock Exchange the reverse is the case. Corners hardly take place in other markets for the operators there fully realize the great risk and disaster they would have to undergo by making fictitious sales. I quote the following passage from Mr. Brown's Book:—

"For some unaccountable reason, many people believe that there is more risk involved in going short of a stock than long. Perhaps the idea has been instilled in their minds by stories of stocks in the past that have been cornered causing the financial ruin of operators that were short."—Practical Points on Stock Trading by S. Browne.

In 1890 a New Company under the name of 'Warner and Company' was floated with a capital of £700,000 and its shares were offered to the public. Though they were all not taken up their price went up from £10 to £12. So many thought that it was quite safe to make fictitious sales at that rate and did so. Taking hold of this opportunity the promoters allotted to themselves the remaining unsubscribed shares and also bought more in the market with the result that the rate went up to £15. Tempted by this fresh rise many made more fictitious sales and the promoters were enabled to secure all of them and subsequently cornered. The London Stock Exchange, after a great delay fixed the day for the special settlement and the price shot up to £130, i.e., a share of the nominal value of Rs. 150 was quoted at Rs. 1,950 and a day after the settlement was over it was again quoted at £10, i.e., Rs. 150. It will thus appear that it is the dread alone of experiencing a serious loss that will deter the bears from overselling and that is the only effective remedy of a corner. And it was from that day the Company came to be called "The Warner's Safe Cure for Bears."

It may be asked would the non-existence of a corner rule or the repeal thereof, if any, avert corners? My answer is corners will take place whether such rules exist or not. They will never be stopped by any law. But the absence of a rule or law will minimise the chances of a corner and prevent its repetition. Once a short-seller is afraid of entering into fictitious sales through fear of incurring a great loss he will cease to do so to an unlimited extent and will thereby discourage a corner. But if in spite of this a corner is created what measures should be adopted? Should the bears be allowed to pay the price dictated by the Bulls? Should they be left at the mercy of the Bulls? Vaida business takes place in almost all the Stock Exchanges of the World, but nowhere does the corner rule exist. Corners do take place there. Then why should

not we follow the system prevailing there or introduce the measures adopted by them under such circumstances? If a seller is unable to give delivery of the share sold by him, law directs that he should pay damages at a fair rate or if the share is available in the market at a reasonable rate he should buy and deliver it. But if the purchaser insists on the delivery of the share and if the same is either not available in the market or the buyer refuses to resell at a reasonable rate the seller is not bound by law to give delivery. The Vendor having broken his contract, the vendee is only entitled to damages and that too at a reasonable market rate, and not at the rate to be dictated by him; and at such a juncture it is the Board of Directors or the Arbitrators appointed for the purpose who should without the help of any rule or enactment, determine what the reasonable rate should be or what damages the seller should pay to the buyer. If they act fairly and impartially their decision would be upheld in a Court of Law. But if they fix a rate which is not the *bona fide* market rate, their decision would be unjust and would not be upheld by any Court. Thus a rule or enactment providing for the payment of reasonable damages would not be productive of any harm to any one. But if a rule were to authorize the Directors or the Arbitrators to direct that damages should not be paid or be paid at a rate they liked, or at a rate much lower than the market current rate, it would be unjust and illegal and the decision given thereunder in favour of one and to the detriment of the other would not be accepted by a Court.

What is the object of a Stock Exchange? It is to uniformly safeguard the interests both of the buyer and the seller, to decide all disputes arising between them, to provide for them facilities in making sales and purchases and to put a stop to improper dealings. A writer has observed "Stock Exchange should be the servant of the public, not its tutor, its business is not to guard the public against its own follies."

The following extract will show what are the legal rights of a buyer and a seller:—

"As between buyer and seller whether members of the Stock Exchange or not, failure to deliver, or to take delivery, and pay, constitutes a breach which gives a right of action for damages for breach of contract and in some cases, an alternative right to enforce specific performance.

The more usual course, on the breach of contract to accept or deliver shares, is to sue for damages in an action at Law.

Where a purchaser fails to accept, or a seller fails to deliver, securities, the measure of damages is the difference between the contract price and the value of the securities at the proper time for performance.

The seller is under no obligation, on his contract being broken, to sell elsewhere; and similarly the buyer is under no obligation to buy elsewhere; and the price realised on a resale, or paid on a repurchase, is not material, except so far as it may be evidence of the market price or value.

Cornering the market consists of purchasing securities from persons who, when the time comes for delivery, will be unable to obtain them. Generally, in a successful corner the persons purchasing have all the securities under their control. The result of such operations is that sellers, or BEARS are CAUGHT, and in order to deliver, have to buy from the very persons to whom they have to deliver, at a price dictated by them, and only limited by the means of the persons so caught. In the absence of fraudulent representations, made with the object of inducing and in fact inducing persons to sell, neither the Courts nor the Stock Exchange Committee will assist persons to escape the results of their having made unwise bargains.—The Law of the Stock Exchange, by Mr. Walter S. Schwabe, one of His Majesty's Counsel, and Mr. G. A. H. Branson, Bar.-at-Law.

Mr. S. Brown writes in his "Tidal Swings of the Stock Market":—

"On the other hand, there are many other stocks of which the 'floating supply' is small and for the most part concentrated in the hands of a few persons. It is quite obvious that those persons can if they wish or if they find it profitable, or if they imagine it will be profitable, establish for such a stock a price higher or lower than would naturally be warranted by the investment conditions affecting it.

"This would do no harm if the public would refuse to buy such a stock at artificially high prices or to sell it at artificially low prices; but the public does not possess that degree of wisdom. Hence the establishment of artificial prices for any stock—usually called 'manipulations'—does do harm to the outside speculators who try to follow the manipulation and would long ago have been suppressed if any body could find a way to suppress it without interfering with the right of freedom of contract and thus doing more damage than good.

"Moreover who shall say when the price of a stock is legitimate and when it is artificial? Evidently this would require some sort of superman, not yet developed on the earthly plane. It very often happens that a price which is regarded as artificial afterwards proves to have been entirely warranted by conditions, those conditions having been at the time known to only a few persons."



Really speaking the rise and fall in the share market cannot be gauged like the tide and ebb in the ocean. They are governed by the principles of economics and not by those of mathematics and astrology.

The views of the above writer will convince every reader that it is quite unjust to interfere with the right of freedom of contract and that such interference causes more harm than good. But what have we experienced here? I leave it to the reader to decide. The following extract will show how strictly the London Stock Exchange acts to enforce that right.

Mr. A. P. Poley, Bar.-at-Law, and Mr. F. H. Carruthers Gould of the London Stock Exchange :—

“The great Stock Exchange doctrine is the inviolability of bargains, a doctrine which Committees from the earliest days have insisted on. Indeed it is difficult to see how business involving enormous sums of money could be transacted every day if this were open to any question. Therefore except in the rarest instances, the Committee will not interfere even to put off or annul special settlement that is once fixed though apparently the circumstances fully justify it, because such a proceeding would necessarily cancel a number of existing bargains. The policy of the Committee may be right or wrong from the public point of view, but it is a policy that is not likely to be altered.”

Why then should we not adopt the policy which the London Stock Exchange has followed for years together without experiencing any bitter consequences?

MOTILAL GANGADAS,  
Authorised Government Translator.

## APPENDIX 8.

*Table of Index Figures showing Fluctuations in shares (by Mr. G. Findlay Shirras).*

## STOCK EXCHANGE ENQUIRY COMMITTEE.

## EVIDENCE OF MR. FINDLAY SHIRRAS.

I. An Index number of 100 securities, divided into the following groups, has been prepared for the Committee at the request of the Secretary :—

TABLE I.—*Securities Index Number.*

Group.	No. of securities.	Pre-war price (July 1914).	July 1915	July 1916	July 1917	July 1918	July 1919	July 1920	July 1921	July 1922	July 1923
Government and Corporation securities ..	7	100	96	87	73	74	77	65	65	63	72
Banks ..	6	100	95	112	126	126	191	174	162	157	145
Railway Companies ..	10	100	113	123	102	97	107	91	92	94	102
Cotton Mills ..	42	100	97	114	138	212	216	438	450	406	229
Cotton Ginning and Pressing Companies ..	8	100	94	102	118	131	126	168	158	163	147
Cement and Manganese Companies ..	4	100	98	245	404	456	627	505	529	413	196
Electric Undertakings ..	2	100	90	122	128	139	237	263	212	175	136
Miscellaneous Companies ..	21	100	105	147	190	185	210	229	203	163	126
Industrial securities ..	93	100	101	130	158	194	216	313	311	267	176
General Average ..	100	100	100	127	151	184	206	296	295	253	169

The basic or standard period has been taken as July 1914 because the month previous to the outbreak of war is usually selected in such indexes. Quotations have been taken month by month from July 1919 onwards. Previous to July 1919 the quotation for July in each year only was selected.

Considerable difficulty was experienced from the absence of daily official lists. The quotations were obtained from the Weekly Reports of "The Times of India", various issues of "Capital", representative brokers in the City and in a few cases from the transfer registers of Companies.

It is desirable that the Bombay Stock Exchange should publish daily official lists on the lines of the London Stock Exchange and similar Exchanges. Where considerable fluctuations take place it is desirable that the opening, closing, highest and lowest prices should be known.

II. The history of the share boom and its aftermath is seen in the coloured charts and in the monthly variations especially of cotton mills and other securities.

TABLE II.—*Cotton Mill Shares (42 Companies).*

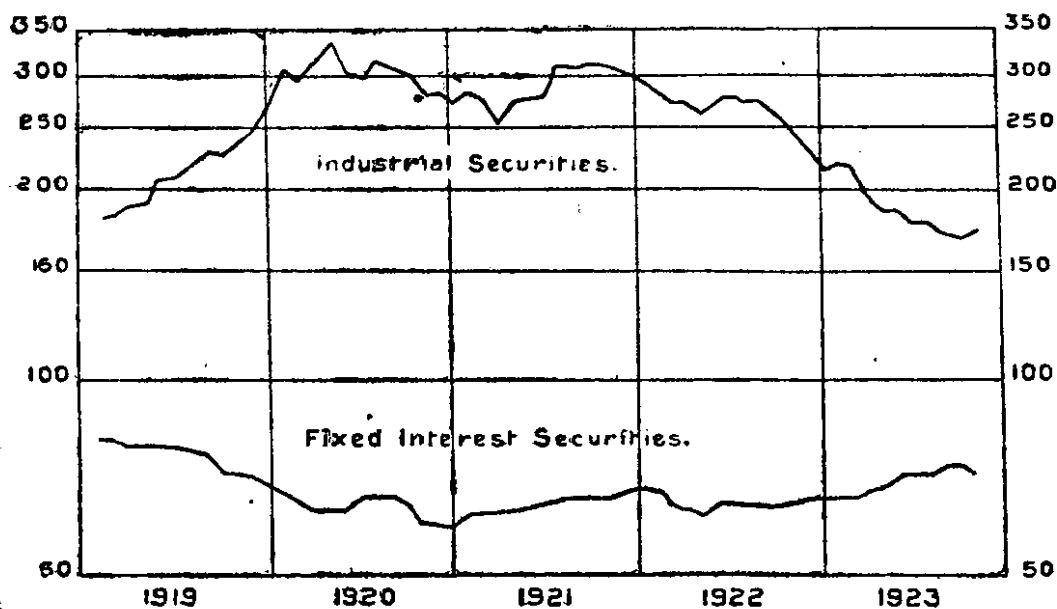
(July 1914 = 100)

Month.	1919	1920	1921	1922	1923
January .. ..	..	389	388	409	292
February .. ..	..	368	380	384	388
March .. ..	..	415	340	391	255
April .. ..	..	475	365	379	241
May .. ..	..	403	375	381	235
June .. ..	..	388	383	401	222
July .. ..	216	438	450	406	229
August .. ..	230	434	445	388	216
September .. ..	227	417	462	373	225
October .. ..	252	380	461	344	213
November .. ..	282	383	448	298	216
December .. ..	317	376	433	283	..

TABLE III.—*Industrials and Fixed Interest-bearing (Government and Corporation Securities).*  
(July 1914 = 100)

Year and month.	Fixed Interest Securities.	Industrial Securities.	General average.
1919			
January	80	178	173
February	80	180	174
March	79	183	176
April	79	189	182
May	79	205	197
June	79	207	198
July	77	216	206
August	76	224	213
September	71	221	211
October	70	232	221
November	70	247	235
December	68	265	252
1920			
January	66	304	288
February	65	291	275
March	63	311	294
April	63	338	319
May	63	301	284
June	65	292	276
July	65	313	296
August	65	307	291
September	64	298	281
October	60	277	262
November	59	276	261
December	58	270	255
1921			
January	61	277	262
February	61	273	259
March	62	251	238
April	62	268	252
May	63	271	256
June	64	275	261
July	65	311	295
August	65	300	289
September	65	312	295
October	65	308	292
November	66	300	284
December	67	292	276
1922			
January	66	278	263
February	63	265	251
March	63	267	253
April	62	259	246
May	64	265	251
June	64	277	264
July	63	267	253
August	63	267	253
September	64	257	244
October	64	243	231
November	65	221	210
December	65	210	201
1923			
January	65	216	206
February	65	214	204
March	67	193	185
April	68	186	178
May	71	183	176
June	71	178	168
July	72	176	169
August	73	168	161
September	73	166	159
October	72	163	157
November	71	163	156

**SECURITIES INDEX**  
(Pre-War=100)



## APPENDIX 9.

*Table showing Volume of Business.*

Volume of business in Clearing House.

Months.	Amount paid and received in differences by Clearing House.		Amount paid and received as value for shares by Clearing House.	
	Rs.	a. p.	Rs.	a. p.
<b>1921</b>				
June	33,77,508	5 9	Sett. not cleared.	
July	43,10,528	15 7	2,24,87,282	8 0
August	1,24,50,000	0 0	3,93,65,745	0 0
September	40,67,000	0 0	3,05,61,515	0 0
October	58,78,550	3 8	2,67,28,110	0 0
November	99,35,470	4 0	3,05,38,060	0 0
December	58,68,384	4 4	2,21,31,057	8 0
<b>1922</b>				
January	42,09,430	3 0	1,53,36,035	0 0
February	49,14,205	14 6	1,83,51,985	0 0
March	40,53,857	12 2	1,68,62,547	8 0
April	1,32,58,927	8 5	2,41,55,635	0 0
May	33,23,213	12 9	1,79,42,354	0 0
June	65,00,170	3 6	1,48,73,675	0 0
July	34,07,145	4 0	2,33,21,840	0 0
August	61,01,859	14 0	1,84,84,225	0 0
September	93,77,654	10 0	3,35,84,400	0 0
October	46,77,396	13 0	1,49,80,825	0 0
November	20,36,451	11 0	61,73,521	8 0
December	24,99,453	7 6	45,72,905	0 0
<b>1923</b>				
January	16,14,600	4 9	54,14,115	0 0
February	20,61,706	6 3	56,99,607	8 0
March	23,18,153	8 0	49,13,657	8 0
April	40,11,100	10 6	52,91,975	0 0
May	20,68,220	7 9	55,16,660	8 0

1st December 1923.

.....  
Manager,  
The Clearing House.

## APPENDIX 10.

*A List of Companies admitted to Dealings.***List of companies on Forward List.**

1. Ahmedabad Advance Mills Co., Ltd.
2. Bombay Cotton Mills Co., Ltd.
3. Bombay Dyeing Mills Co., Ltd.
4. Century Mills Co., Ltd.
5. Central India Mill (Nagpur).
6. Colaba Land Mills Co., Ltd.
7. Crescent Mills Co., Ltd.
8. Indian Bleaching & Dyeing Co., Ltd.
9. Indore Malwa Mills Co., Ltd.
10. Kohinoor Mills Co., Ltd.
11. New Great Eastern Mills Co., Ltd.
12. Pearl Mills Co., Ltd.
13. Phoenix Mills Co., Ltd.
14. Sir Shapoorji Broacha Mills Co., Ltd.
15. Simplex Mills Co., Ltd.
16. Swan Mills Co., Ltd.
17. Swadesh Mills Co., Ltd.
18. Alcock Ashdown Mills Co., Ltd.
19. Bombay Burma Trading Corporation Co., Ltd. (Old shares).
20. Bombay Electric Supply & Tramways Co., Ltd.
21. Bombay Steam Navigation Co., Ltd.
22. Bundi Portland Cement Co., Ltd.
23. Central India Mining Co., Ltd.
24. Indian Cement Co., Ltd.
25. Kutni Cement Co., Ltd. (Ordinary shares).
26. Shivrajpur Syndicate Co., Ltd.
27. Tata Steel Co., Ltd. (Ordinary shares).
28. Tata Steel Co., Ltd. (Deferred shares).
29. Tata Hydro Electric Supply Co. (Ordinary shares).

*The following 11 companies will be quoted for forward business from the 7th January 1924.*

30. The Ebrahim Pabaney Mills Co., Ltd.
31. The Fazulbhoy Mills, Ltd.
32. Edward Sassoon Mills, Ltd.
33. Madhowji Dharamsi Manufacturing Co., Ltd.
34. The Mysore Spinning & Manufacturing Co., Ltd.
35. The Mathradas Mills, Ltd.
36. The Finlay Mills, Ltd.
37. Tata Mills, Ltd.
38. Meyer Sassoon Mills, Ltd.
39. Gokak Mills, Ltd.
40. Globe Manufacturing Co., Ltd.

**List of companies which are quoted for cash.**

1. Alliance Cotton Mills Co., Ltd.
2. Apollo Mills Co., Ltd.
3. Assur Virji Mills Co., Ltd.
4. Bhivani Mills Co., Ltd.
5. Bombay Industrial Mills Co., Ltd.

6. Bradbury Mills Co., Ltd.
7. Kurla Mills Co., Ltd.
8. Currim Mills Co., Ltd.
9. David Mills Co., Ltd.
10. Dawn Mills Co., Ltd.
11. E. D. Sassoon United Mills Co., Ltd.
12. Elphinstone Mills Co., Ltd.
13. Emperor Edward Mills Co., Ltd.
14. Port Canning Mills Co., Ltd.
15. Framji Petit Mills Co., Ltd.
16. Gold Mohor Mills Co., Ltd.
17. Hindustan Mills Co., Ltd.
18. Indian Manufacturing Mills Co., Ltd.
19. Jamshed Mills Co., Ltd.
20. Jivraj Balu Mills Co., Ltd.
21. Kasturchand Mills Co., Ltd.
22. Khandesh Mills Co., Ltd.
23. Khatau Mills Co., Ltd.
24. Laxmi Cotton Mills Co., Ltd.
25. Madhavrao Sindhia Mills Co., Ltd.
26. Madras United Mills Co., Ltd.
27. Maneckji Petit Mills Co., Ltd.
28. Morarji Goculdas Mills Co., Ltd.
29. New City of Bombay Mills Co., Ltd.
30. Planet Mills Co., Ltd.
31. Central India Mill (Nagpur). (Preference shares.)
32. Premier Mills Co., Ltd.
33. Presidency Mills Co., Ltd.
34. Sassoon Cotton Mills Co., Ltd.
35. Sassoon Silk Mills Co., Ltd.
36. Solhapur Mills Co., Ltd.
37. Tata Mills Co., Ltd. (Preference shares.)
38. Union Mills Co., Ltd.
39. Visnu Cotton Mills Co., Ltd. (Ordinary shares.)
40. Visnu Cotton Mills Co., Ltd. (Preference shares.)
41. Western India Mills Co., Ltd.
42. Back Bay Bath Co., Ltd.
43. Badam Pile Co., Ltd.
44. Bombay Burma Trading Corporation, Ltd. (New shares.)
45. Bombay Flour Mills Co., Ltd.
46. Bombay Ice Manufacturing Co., Ltd.
47. Bombay Steam Navigation Co., Ltd. (Preference shares.)
48. Bombay Uganda Co., Ltd.
49. British Burma Petroleum Co., Ltd.
50. Eastern Chemical Co., Ltd. (Ordinary shares.)
51. Eastern Chemical Co., Ltd. (Deferred shares.)
52. Empire of Life Co., Ltd.
53. Gobhai Karanjia Co., Ltd.
54. George Gagan & Co., Ltd.
55. Eastern Cotton Co., Ltd. (Ordinary shares.)
56. Eastern Cotton Co., Ltd. (Preference shares.)
57. John Roberts & Co., Ltd.
58. Jost Engineering Co., Ltd.
59. Camp Co., Ltd.

60. Marks Co., Ltd.		
61. Marsland Price Co., Ltd.		(Ordinary shares.)
62. Marsland Price Co., Ltd.		(Preference shares.)
63. Mackenzie Mills Co., Ltd.		
64. New India Insurance Co., Ltd.		
65. New Union Flour Mills, Co., Ltd.		
66. Oriental Government Security Life Insurance Co., Ltd.		
67. Philips Co., Ltd.		
68. Scindhia Steamer Co., Ltd.		
69. Sardar Carbonic Gas Co., Ltd.		
70. Stewert Jackx Co., Ltd.		
71. Tata Iron Steel Co., Ltd.		(Preference shares.)
72. Tata Iron Co., Ltd.	Second.	(Preference shares.)
73. Thakkar Co., Ltd.		
74. Wadia Woollen Mills Co., Ltd.		
75. Kilachand Mills Co., Ltd.		
76. Indian Woollen Mills Co., Ltd.		
77. Bamankuwa Co., Ltd.		
78. Dwarka Cement Co., Ltd.		
79. Kutni Cement Co., Ltd.		(Deferred shares.)
80. Kutni Cement Co., Ltd.		(Preference shares.)
81. Punjab Cement Co., Ltd.		
82. Ahmedabad Electric City Co., Ltd.		
83. Andhra Valley Co., Ltd.		(Ordinary shares.)
84. Andhra Valley Co., Ltd.		(Preference shares.)
85. Bombay Electric Supply & Tramways Co., Ltd.		(Preference shares.)
86. Karachi Electric Supply Co., Ltd.		
87. Surat Electric City Co., Ltd.		
88. Tata Hydro Electric Supply Co., Ltd.		(Preference shares.)
89. Telephone Co., Ltd.		
90. Akbar Press.		
91. Fort Press.		
92. Harvi & Sabhapati Co., Ltd.		
93. Indian Cotton Co., Ltd.		
94. Manmad Manufacturing Co. Ltd.		
95. New Berar Co., Ltd.		
96. New Moffusal Co., Ltd.		
97. New Prince of Wales Co., Ltd.		
98. Wallcot Co., Ltd.		
99. Ahmedabad Dholka Railway Co., Ltd.		
100. Ahmedabad Prantij Railway Co., Ltd.		
101. Amritsar Pati Railway Co., Ltd.		
102. Central Provinces Railway Co., Ltd.		
103. Chaparmukh Shilghat Railway Co., Ltd.		
103. Dhond Baramati Railway Co., Ltd.		
104. Futwa Islampur Railway.		
105. Gujrat Railway.		
106. Hoshiarpur Doab Railway.		
107. Khulna Bhagiratha Railway.		
108. Larkhana Railway.		
109. Mundrabhon Railway.		
110. Maimansingh Railway.		
111. Panchora Jamner Railway.		
112. Sara Sirajing Railway.		

- 113. Sialkot Naroval Railway.
- 114. Sindha Light Railway.
- 115. Tapti Valley Railway.
- 116. Upper Sindh Light Railway.
- 117. Allahabad Bank.
- 118. Alliance Bank.
- 119. Baroda Bank.
- 120. Imperial Bank.
- 121. Imperial Bank. (New shares.)
- 122. Bank of India.
- 123. Morvi Bank.
- 124. Central Bank.
- 125. Central Co-operative Bank.
- 126. Tata Bank. (In liquidation.)
- 127. Union Bank.
- 128. Chartered Bank.
- 129. Eastern Bank.
- 130. Hongkong and Shanghai Bank.
- 131. Mercantile Bank.
- 132. National Bank.

*Government Securities.*

- 133. 6½ per cent. Development Loan.
- 134. 6 per cent. Income-tax free Loan.
- 135. 5 per cent. Income-tax free Loan.
- 136. 5 per cent. War Loan.
- 137. 4 per cent. Conversion Loan.
- 138. 4 per cent. Terminal Loan.
- 139. 3½ per cent. Small Clean pieces.
- 140. 3 per cent. Small Clean pieces.
- 141. 4 per cent. Port Trust Bond.
- 142. 4 per cent. Port Trust Bond. Long dated.
- 143. 4 per cent. Municipal Bond.
- 144. 4 per cent. Municipal Bond. Short dated.
- 145. City Improvement Trust.
- 146. 5 per cent. Municipal Trust.
- 147. Sanitary.



## APPENDIX 11.

*List of Companies whose shares were cornered or in a state of corner.*

*List of Companies whose shares were cornered or in a cornered position.*

Name of Company.	Date of Registration.	Date of last return.	Number of shares issued.	Face value of share.
				Rs.
New Great Eastern Spinning and Weaving Co. Ltd.	15th Dec. 1873	1st Mar. 1923	{ Pref. 4,000	200
			{ Ord. 7,600	200
Central India Spinning Weaving and Manufacturing Co., Ltd. (Nagpur).	15th Sept. 1874	8th Oct. 1923	4,875	100
	N. B. Prior to Dec. 1922 these were		{ Whole shares. 3,000	500
			{ Half shares. 12,750	250
Manockji Petit Manufacturing Co., Ltd.	18th May 1876	23rd Mar. 1923	3,605	1,000
			9	500
David Mills Co., Ltd.	2nd Aug. 1886	10th Mar. 1923	1,800	500
			6,000	250
Swadeshi Mills Co., Ltd.	13th Sept. 1886	6th April 1923	4,000	500
Currimbhoy Mills Co., Ltd.	13th July 1888	17th July 1923	8,800	250
Standard Mills Co., Ltd.	25th Jan. 1891	19th Mar. 1923	{ Whole 2,031	500
			{ Quarter 1,476	125
Madhawji Dharamsey Manufacturing Co., Ltd.	19th Dec. 1892	31st July 1923	{ Ord. 15,000	100
			{ Pref. 2,700	250
Kohinoor Mills Co., Ltd.	6th July 1896	7th Mar. 1923	4,000	500
Fazulbhoy Mills, Ltd.	15th July 1906	17th July 1923	8,000	250
Finlay Mills, Ltd.	4th April 1906	8th Feb. 1923	8,000	250
Sir Shapurji Broacha Mills, Ltd.	14th Sept. 1916	30th July 1923	{ Ord. 48,995	100
			{ Pref. 24,931	100
Katni Cement and Industrial Co., Ltd.	13th Aug. 1912	31st July 1923	{ Ord. 14,342	100
			{ Def. 1,560	40
			{ Pref. 5,000	100
			{ 2nd Pref. 10,000	100

## APPENDIX 12.

*Table showing the increase in the value of cards from 1910 to 1923.*

Year.	Entrance Fee.
	Rs.
1909	2,500
	By resolution dated 17th March 1909 new cards were issued at Rs. 2,500.
1910	1,800
1911	1,800
1912	2,000
1913	2,500
1914	2,900
1915	3,000
1916	6,000
1917	7,000
	By resolution of 1917 75 new cards were issued at Rs. 7,000.
1918	15,000
1919	22,000
1920	from Rs. 30,000 to 48,000
1921	43,000 to 30,000
1922	30,000 to 19,500
1923	19,000 to 15,000

*Note.*—On 17th March 1909 a resolution was passed by the Board of Directors fixing the entrance at Rs. 2,500. In 1917, 75 members were admitted at an Entrance Fee of Rs. 7,000

## APPENDIX 13.

*Official List of Holidays.*

<i>Government Paper Settlement Days, 1923.</i>		<i>Government Paper Settlement Days, 1923.</i>	
5th January, Friday.		1st August, Wednesday.	
1st February, Thursday.		31st August, Friday.	
1st March, Thursday.		1st October, Monday.	
3rd April, Tuesday.		1st November, Thursday.	
1st May, Tuesday.		2nd December, Monday.	
1st June, Friday.		4th January, Friday, (1924).	
2nd July, Monday.			
Mahashivratri .. .. .	.. 13th February	..	.. Tuesday
* Holi .. .. .	.. 2nd March	..	.. Friday
Holi Padwa .. .. .	.. 3rd March	..	.. Saturday
Jamshedi Naoroz .. .. .	.. 21st March	..	.. Wednesday
Ramnavmi .. .. .	.. 26th March	..	.. Monday
*Mahavir Jayanti and Good Friday	.. 30th March	..	.. Friday
*Easter Holidays and Chaitri Punam	.. 31st March to 2nd. April	..	.. Sat. to Mon.
* 21st Day of Ramzan .. .. .	.. Such day as may be fixed		
	by the Board.		
* Adar Jassan .. .. .	.. 16th May	..	.. Wednesday
Ramzan-id .. .. .	.. 18th May and another day		
	if fixed by the Board.		Friday
Empire Day .. .. .	.. 24th May	..	.. Thursday
Birthday of His Majesty The King Emperor.	Such day as may be fixed by		
	the Governor-General in		
	Council.		
Zorhost-No-Diso .. .. .	.. 17th June	..	.. Sunday
* Ashadi Ekdashi .. .. .	.. 24th July	..	.. Tuesday
Bakri-id .. .. .	.. 25th July	..	.. Wednesday
* Ashadi Chomasu (Swetamber) .. .. .	.. 26th July	..	.. Thursday 2 p.m.
* Ashadi Chomasu (Sthanak Vasi)	.. 27th July	..	.. Friday 2 p.m.
* Kadmi Pateti .. .. .	.. 11th August	..	.. Saturday
Muharrum .. .. .	.. 23rd August and another		
	day if fixed by the Board.		Thursday.
Cocoon Day .. .. .	.. 26th August	..	.. Sunday
Gokul Ashtami .. .. .	.. 3rd September	..	.. Monday
Fourth Gatha .. .. .	.. 8th September	..	.. Saturday
Fifth Gatha and Parsi New Year's Day	.. 9th and 10th September	..	.. Sun. and Mon.
* Shri Mahavir Swami's Birthday Celebra-	11th September	..	.. Tuesday
tions (Swetamber and Sthanak Vasi)			
Ganesh Chaturthi and Jain-Samvatsari	.. 14th September	..	.. Friday
(Swetamber and Sthanak Vasi)			
Khordad Sal .. .. .	.. 15th September	..	.. Saturday
* Amardad Sal .. .. .	.. 16th September	..	.. Sunday
* Farvardigan Jassan .. .. .	.. 28th September	..	.. Friday 2 p.m.
Dussera .. .. .	.. 19th October	..	.. Friday
Barawafat .. .. .	.. 23rd October	..	.. Tuesday
* Dhanteras .. .. .	.. 6th November	..	.. Tuesday
* Kali Chowdas .. .. .	.. 7th November	..	.. Wednesday
Diwali and Hindu New Year .. .. .	.. 8th and 9th November	..	.. Tuhrs. & Friday
* Kartaki Poonam .. .. .	.. 23rd November	..	.. Friday
Christmas .. .. .	.. 24th December to 1st Janu-	..	.. Monday to
	ary, 1924.		next Tuesday
			(Both inclusive.)

Holidays marked thus\* are not Bank Holidays but Association Holidays.

Sir Dinsha Petit Native Brokers,  
Exchange Hall, Dalal Street, Fort,  
Bombay, 1st January 1923.

RAJENDRA SOMNARAYAN,  
Honourable Secretary and Treasurer.

## APPENDIX 14.

*Published Notices of Days of Settlement.*

## THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

*Notice.*

I hereby beg to notify that the following is the programme for 1923 settlement fixed by the Board :—

Date.	Day of the Week.	Matter.	Business Hours (S. T.)
<i>January.</i>			
5th January 1923	Friday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
6th January 1923	Saturday	.....	12 noon to 2 p.m.
8th January 1923	Monday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
9th January 1923	Tuesday	First day for delivering shares	12 noon to 2 p.m.
10th January 1923	Wednesday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
11th January 1923	Thursday	Day for adjusting differences and comparing accounts. Third day for delivering shares.	Closed for forward business.
12th January 1923	Friday	Last day to deliver shares before 3 p.m. to the Clearing House and day for comparing accounts.	Closed for forward business.
13th January 1923	Saturday	Day for making payment before 2 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Form No. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
15th January 1923	Monday	No settlement for Cash business	Closed.
16th January 1923	Tuesday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.
Dalal, Street, Fort, Bombay, 13th December 1922.			
<i>February.</i>			
1st February 1923	Thursday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
2nd February 1923	Friday	.....	12 noon to 2 p.m.
3rd February 1923	Saturday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
5th February 1923	Monday	First day for delivering shares	12 noon to 2 p.m.
6th February 1923	Tuesday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
7th February 1923	Wednesday	Day for adjusting differences and comparing accounts. Third day for delivering shares.	Closed for forward business.

Date.	Day of the Week.	Matter.	Business Hours (S. T.)
<i>February—contd.</i>			
8th February 1923	Thursday	Last day to deliver shares before 1 p.m. to the Clearing House and day for comparing accounts.	Closed for forward business.
9th February 1923	Friday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Form No. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
10th February 1923	Saturday	No settlement for Cash business	Closed.
12th February 1923	Monday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 8th January 1923.

Date.	Day of the Week.	Matter.	Business Hours (S. T.)
<i>March.</i>			
1st March 1923	Thursday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
2nd March 1923	Friday	} Holi and Holi Padwa Holidays.	
3rd March 1923	Saturday		
5th March 1923	Monday		
6th March 1923	Tuesday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
7th March 1923	Wednesday	First day for delivering shares	12 noon to 2 p.m.
8th March 1923	Thursday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
9th March 1923	Friday	Day for adjusting differences and comparing accounts. Third day for delivering shares.	Closed for forward business.
10th March 1923	Saturday	Last day to deliver shares before 1 p.m. to the Clearing House and day for comparing accounts.	Closed for forward business.
12th March 1923	Monday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Form No. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
13th March 1923	Tuesday	} No settlement for Cash business	Closed.
14th March 1923	Wednesday		
15th March 1923	Thursday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 20th February 1923.

Date.	Day of the Week.	Matter.	Business Hours (S. T.)
<i>April.</i>			
3rd April 1923	Tuesday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
4th April 1923	Wednesday	.....	12 noon to 2 p.m.
5th April 1923	Thursday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.

Date.	Day of the Week.	Matter.	Business hours (S. T.)
<i>April—contd.</i>			
6th April 1923	Friday	First day for delivering shares	12 noon to 2 p.m.
7th April 1923	Saturday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
9th April 1923	Monday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
10th April 1923	Tuesday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Form No. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
11th April 1923	Wednesday	No settlement for Cash business	Closed.
12th April 1923	Thursday	Do. do.	Do.
13th April 1923	Friday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 7th March 1923.

<i>May.</i>			
1st May 1923	Tuesday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
2nd May 1923	Wednesday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
3rd May 1923	Thursday	First day for delivering shares	12 noon to 2 p.m.
4th May 1923	Friday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
5th May 1923	Saturday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
7th May 1923	Monday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Form No. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
8th May 1923	Tuesday	21st day of Ramzan	Do.
9th May 1923	Wednesday	No settlement for Cash business	Do.
10th May 1923	Thursday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 19th April 1923.

<i>June.</i>			
1st June 1923	Friday	Day for making contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
2nd June 1923	Saturday	Birth-day of His Majesty the King Emperor	Closed.
4th June 1923	Monday	....	12 noon to 2 p.m.

Date.	Day of the Week.	Matter.	Business Hours (S.T.).
<i>June—contd.</i>			
5th June 1923	Tuesday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
6th June 1923	Wednesday	First day for delivering shares	12 noon to 2 p.m.
7th June 1923	Thursday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
8th June 1923	Friday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
9th June 1923	Saturday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
11th June 1923	Monday	No settlement for Cash business	Closed.
12th June 1923	Tuesday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 2 p.m. or till the auction lasts.

## Dalal Street, Fort, Bombay, 1st May 1923.

<i>July.</i>			
2nd July 1923	Monday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
3rd July 1923	Tuesday	.....	12 noon to 2 p.m.
4th July 1923	Wednesday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
5th July 1923	Thursday	First day for delivering shares	12 noon to 2 p.m.
6th July 1923	Friday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
7th July 1923	Saturday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
8th July 1923	Monday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
10th July 1923	Tuesday	No settlement for Cash business	Do.
11th July 1923	Wednesday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 2 p.m. or till the auction lasts.

## Dalal Street, Fort, Bombay, 13th June 1923.

<i>August.</i>			
1st August 1923	Wednesday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
2nd August 1923	Thursday	.....	12 noon to 2 p.m.

Date.	Day of the Week.	Matter.	Business Hours (S.T.).
<i>August—contd.</i>			
3rd August 1923	Friday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
4th August 1923	Saturday	First day for delivering shares	12 noon to 2 p.m.
6th August 1923	Monday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
7th August 1923	Tuesday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
8th August 1923	Wednesday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
9th August 1923	Thursday	No settlement for Cash business	Do.
10th August 1923	Friday	Day for receiving shares from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 4th July 1923.

<i>August—contd.</i>			
31st August 1923	Friday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
<i>September.</i>			
1st September 1923	Saturday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
4th September 1923	Tuesday	First day for delivering shares	12 noon to 2 p.m.
5th September 1923	Wednesday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
6th September 1923	Thursday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
7th September 1923	Friday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
12th September 1923	Wednesday	Day for receiving shares and Payment from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 8th August 1923.

<i>October.</i>			
1st October 1923	Monday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the No. of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
2nd October 1923*	Tuesday	....	12 noon to 2 p.m.
3rd October 1923	Wednesday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.

Date.	Day of the week.	Matter.	Business hours (S.T.).
<i>October—contd.</i>			
4th October 1923	Thursday	First day for delivering shares	12 noon to 2 p.m.
5th October 1923	Friday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
6th October 1923	Saturday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
8th October 1923	Monday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
9th October 1923	Tuesday	No settlement for cash business	Do.
10th October 1923	Wednesday	Day for receiving shares and payment from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 5th September 1923.

<i>November.</i>			
13th November 1923	Tuesday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the number of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
14th November 1923	Wednesday	....	12 noon to 2 p.m.
15th November 1923	Thursday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
16th November 1923	Friday	First day for delivering shares	12 noon to 2 p.m.
17th November 1923	Saturday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
19th November 1923	Monday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
20th November 1923	Tuesday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
21st November 1923	Wednesday	No settlement for cash business	Do.
22nd November 1923	Thursday	Day for receiving shares and payment from the Clearing House. Buying-in and selling-out shares.	12 noon to 3 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay, 28th September 1923.

<i>December.</i>			
5th December 1923	Wednesday	Day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the number of shares outstanding to be taken delivery of. No settlement for cash business.	Closed for business.
6th December 1923	Thursday	Day for submitting the clearance lists (Form No. 1) as also the delivery lists (Forms Nos. 2 and 2A) to the Clearing House before 5 p.m.	12 noon to 2 p.m.
7th December 1923	Friday	First day for delivering shares	12 noon to 2 p.m.



Date.	Day of the week.	Matter.	Business hours (S.T.).
<i>December—contd.</i>			
8th December 1923	Saturday	Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (Pucca Havalas) by the Board.	12 noon to 2 p.m. or till the auction lasts.
10th December 1923	Monday	Day for adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House.	Closed for forward business.
11th December 1923	Tuesday	Day for making payment before 3 p.m. to the Clearing House and day for issuing Claim Notes (Form No. 6) for differences and submitting balance sheets (Forms Nos. 7 and 8) to the Clearing House before 3 p.m. No settlement for cash business.	Closed.
12th December 1923	Wednesday	No settlement for cash business	Do.
13th December 1923	Thursday	Day for receiving shares and payment from the Clearing House. Buying-in and selling-out shares.	12 noon to 2 p.m. or till the auction lasts.

Dalal Street, Fort, Bombay,  
15th November 1923.

RAJENDRA SOMNARAYAN,  
Honorary Secretary and Treasurer.

#### APPENDIX 15.

*Extract from the evidence of Mr. Jamnadas Morarji before the Stock Exchange Enquiry Committee.*

*Mr. Pheroza Shah M. Dalal.*—We will come to the question of settlements. Your opinion is there are too many settlement days. In your opinion, how many settlement days will suffice?—The *first day* is the day for comparing contracts and for issuing memorandum slips by the buying brokers to the selling brokers showing the number of shares outstanding to be taken delivery of. The market is closed for that day. Only slips have to be passed; the market should be open for half-day, i.e., 2 hours. The *second day* is the day for submitting the clearance lists as also the delivery lists to the Clearing House. It is closed for half-day only. That is all right. The *third day* is the first day for delivering shares. The market is open for two hours. That is all right. The clerks have to prepare the accounts of their constituents, to deliver shares and to bring shares from the constituents. The *fourth day* is allotted for "Buying-in and selling-out shares by the Board. Second day for delivering shares. Day for declaring making-up prices (pucca havalas) by the Board". This day is open for two hours. This is all right. The *fifth day* is the day for "Adjusting differences and comparing accounts. Last day to deliver shares before 1 p.m. to the Clearing House". The market is closed for this day. The *sixth day* is the day for "Making payment to the Clearing House and day for issuing claim notes for differences and submitting balance sheets". The market is now closed for this day. On the seventh day also it is closed. My idea is that the business done on the fourth, fifth, sixth and seventh days should be done on the fifth. On the fourth day pucca havalas will be given by the Board, say at 2 p.m. Then the brokers' clerks must prepare their differences and on the following day they must pass all their chits and the valan should be passed on that day. On the fifth day it must be closed. I admit that in case of big failures, it will be difficult to do all this on that day, but in such a case they can close the market on the sixth day also. But ordinarily it should be enough to close the market on the fifth. Of course there will be more work for the clerks, but in order to facilitate the work of the market, they should not grudge this extra work. So, sixth and seventh day must be working days. On the *eighth day* "Day for receiving shares and payment from the Clearing House; buying-in and selling-out shares", the market is closed for half a day, and I agree to this. So, in the result, out of the eight days, first day will be a half-day, second, half-day; third, half-day; fourth, half-day; fifth, closed; sixth and seventh open; and eighth, half-day. The market will be fully closed only for one day. I also find that the market is closed for cash business on some of these days. Cash business must go on everyday, even on the closed day. If the Clearing House system is properly worked I do not think it is necessary to close for more days. This Clearing House system was introduced for the purpose of reducing the number of closing days. In the beginning the ninth of every month was the day for payment and every twelfth was settlement day. I set out to find how we could make payment and settlement the same day, and I suggested that payment day and settlement day should be the same. Many brokers and clients were opposed to the scheme, but afterwards they agreed and the scheme was passed.

*Sir Fazulbhoj Currimbhoj.*—One member told us that he wanted these three or four days in order to make arrangements with banks for financing the shares bought. It was not with that idea that the present practice was introduced, although they worked it like that later.

*Mr. Pherozechah M. Dalal.*—Mr. Shroff told us that after making up the price they must keep the market closed, or otherwise there may be fluctuations in the market, and the liability of the members may increase. Do you agree?—Under my present scheme it will not happen. If the Clearing House made some arrangement by which cheques will be tendered before 3 or 3-30 p.m. on the settlement day, if a broker failed to pay his money to the Clearing House on the next opening day, i.e., the following day, our rule is that transactions may be closed at the defaulter's risk.

So, instead of four days closed and four days half-day, you suggest five days half-day and one day closed? Yes.

*Mr. Pherozechah M. Dalal.*—Mr. Shroff said that 14 extra religious holidays are necessary. I understand that on the Stock Exchange there are only three important religious communities, the Hindus, Parsis and Mahomedans, and the other communities are only a small minority. Do you think we can curtail these 14 holidays into 6 or 7 by allotting only two holidays for the major groups and one holiday for the minor groups?—Fourteen holidays in our Exchange is not too much if we curtail these settlement days. In Calcutta they have Puja days and Christmas holidays. I think these 14 days should be allowed.

#### APPENDIX 16.

*Letter from the Association withdrawing incorrect statements reflecting on Messrs. Merwanji and Sons.*

#### THE NATIVE SHARE AND STOCK BROKERS' ASSOCIATION.

Sir Dinshaw Petit Native Brokers' Exchange Hall,  
Dalal Street, Fort, Post Box No. 533,  
Bombay, 3rd January 1924.

G. DAVIS, Esq., I.C.S.,  
Secretary,  
Stock Exchange Enquiry Committee,  
Secretariat, Bombay.

Sir,

As authorised by my Association I have to request you to expunge from the printed representation made by them on 21st November 1923 to the Stock Exchange Enquiry Committee the following portion of the statement from the first paragraph on page 5, as they are desirous to state that no reflection of any kind was intended to be made on anybody therein.

The portion to be expunged is :—

“ At this time the operator of the corner sold stock of the said Company for the following settlement only through brokers, who dealt chiefly with brokers particularly Messrs. Merwanji and Sons and the late Mr. Parbhuds Keewandas. The object was that these brokers, who were sound parties and well known to Banks, could easily induce the Banks on the strength of their own contracts for forward sales to advance loan to the operator on the security of these shares. Messrs. Merwanji and Sons, who were not doing business directly in our bazar, employed our members, Messrs. Morarji Ardeshir and Narandas Govindji, to effect such sales on the Exchange. Particulars as to how this game was played to finance the shares without a margin can be obtained from Mr. Pherozechah Merwanji Dalal who is a member in the firm of Messrs. Merwanji and Sons.”

I have the honour to be,  
Sir,  
Your most obedient servant,  
A. H. MADAN,  
Acting Secretary.

## APPENDIX 17.

*List of Witnesses examined by the Committee.**Tuesday, 6th November 1923—3 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).

Business .. Invitations.

*Wednesday, 21st November 1923—3 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. B. J. Desai.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witnesses .. Mr. K. R. P. Shroff.  
 Mr. Kothari of Madras Stock Exchange.

*Thursday, 22nd November 1923—3 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. B. F. Madon.

*Friday, 23rd November 1923—11-30 a.m. and 2-30 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. K. R. P. Shroff.

*Saturday, 24th November 1923—2-30 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Pherozeshah M. Dalal.  
 Mr. Bhulabhai J. Desai.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witnesses .. Mr. F. C. Annesley and Mr. F. Nelson, Bombay Chamber of Commerce representatives.

*Monday, 26th November 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
Mr. R. Lindsay.  
Captain E. V. Sassoon.  
Mr. Pherozeshah M. Dalal.  
Mr. A. F. L. Green (Technical Adviser).  
Mr. G. Davis, I.C.S. (Secretary).  
Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Meyer Nissim.

*3 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
Sir Purshotamdas Thakurdas.  
Captain E. V. Sassoon.  
Mr. R. Lindsay.  
Mr. Pherozeshah M. Dalal.  
Mr. A. F. L. Green (Technical Adviser).  
Mr. G. Davis, I.C.S. (Secretary).  
Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Turle of Calcutta Stock Exchange.

*Tuesday, 27th November 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
Sir Purshotamdas Thakurdas.  
Mr. R. Lindsay.  
Mr. Pherozeshah M. Dalal.  
Mr. A. F. L. Green (Technical Adviser).  
Mr. G. Davis, I.C.S. (Secretary).  
Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. F. S. Lund.

*3 p.m.*

Witness .. Mr. C. N. Wadia.

*Wednesday, 28th November 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
Sir Fazulbhoy Currimbhoy.  
Sir Purshotamdas Thakurdas.  
Mr. R. Lindsay.  
Captain E. V. Sassoon.  
Mr. Pherozeshah M. Dalal.  
Mr. A. F. L. Green (Technical Adviser).  
Mr. G. Davis, I.C.S. (Secretary).  
Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. R. E. Lewis.

*Thursday, 29th November 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
Sir Fazulbhoy Currimbhoy.  
Sir Purshotamdas Thakurdas.  
Mr. R. Lindsay.  
Captain E. V. Sassoon.  
Mr. Pherozeshah M. Dalal.  
Mr. A. F. L. Green (Technical Adviser).  
Mr. G. Davis, I.C.S. (Secretary).  
Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. K. R. P. Shroff.

3 p.m.

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witnesses .. Mr. A. G. Gray and Mr. A. C. Clarke.

*Friday, 30th November 1923, 2-30 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. H. C. B. Mitchell.

*Monday, 3rd December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Captain E. V. Sassoon.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Amratlal Kalidas.

*2-30 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. E. F. Groombridge.

*Tuesday, 4th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. M. A. Havelivala.

*2-30 p.m.*

Witness .. Mr. R. R. Nabar.

3-30 p.m.

Witness .. Mr. Ardeshir R. Subedar.

*Wednesday, 5th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Sir Dinshaw E. Wacha.

2-30 p.m.

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Munmohundass Ramji of Bombay Piece Goods Association.

3-30 p.m.

Witness .. Mr. Erachshaw D. Wadia.

*Thursday, 6th December 1923, 2-30 p.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Mafatlal Gagalbhai.

*Saturday, 8th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozeshah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. K. R. P. Shroff.

2-30 p.m.

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.

Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. K. R. P. Shroff.

*Monday, 10th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Mr. R. Lindsay.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Kikabhai Premchand.

*2-30 p.m.*

Witness .. Mr. F. F. Stileman of Bombay Millowners' Association.

*3-30 p.m.*

Witness .. Mr. VasANJI Mulji.

*Tuesday, 11th December 1923, 2-30 p.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Jamnadas Morarji.

*Wednesday, 12th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness ... Mr. Jagjivan Ujamsay.

*2-30 p.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoy Currimbhoy.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.

Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Manu Subedar of Indian Merchants' Chamber.

*Thursday, 13th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoj Currimbhoj.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Jehangir B. Petit.

*2-30 p.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoj Currimbhoj.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Bhulabhai J. Desai.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. Naoroji M. Dumasia.

*3-30 p.m.*

Witness .. Mr. S. H. Batliwala.

*Friday, 14th December 1923, 11-30 a.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoj Currimbhoj.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.  
 Mr. A. F. L. Green (Technical Adviser).  
 Mr. G. Davis, I.C.S. (Secretary).  
 Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. A. H. Madan.

*2-30 p.m.*

Witness .. Mr. G. Findlay Shirras.

*3-30 p.m.*

Witness .. Rai Saheb Sangidass Jessram.

*Saturday, 15th December 1923, 2-30 p.m.*

Present .. Sir Wilfrid Atlay was absent owing to illness.  
 Mr. R. Lindsay (Chairman).  
 Sir Fazulbhoj Currimbhoj.  
 Sir Purshotamdas Thakurdas.  
 Captain E. V. Sassoon.  
 Mr. Pherozechah M. Dalal.



Mr. A. F. L. Green (Technical Adviser).  
Mr. G. Davis, I.C.S. (Secretary).  
Mr. R. F. Wishart (Assistant Secretary).

Witness .. Mr. B. K. Agarwala.

3 p.m.

Witness .. Mr. Keshani.

3-30 p.m.

Witness .. Mr. W. T. Halai.

4 p.m.

Witness .. Mr. D. D. Kanga.

4-30 p.m.

Witness .. Mr. A. C. Amin.

*Summary of attendance at 32 meetings.*

Sir Wilfrid Atlay (Chairman)	..	..	..	..	24
Sir Purshotamdas Thakurdas	..	..	..	..	27
Sir Fazulbhoj Currimbhoj	..	..	..	..	23
Mr. R. Lindsay	..	..	..	..	29
Captain E. V. Sassoon	..	..	..	..	29
Mr. Bhulabhai J. Desai	..	..	..	..	9
Mr. Pherozeshah M. Dalal	..	..	..	..	29
Mr. A. F. L. Green (Technical Adviser)	..	..	..	..	32
Mr. G. Davis, I.C.S. (Secretary)	..	..	..	..	32
Mr. R. F. Wishart (Assistant Secretary)	..	..	..	..	31

APPENDIX 18.

*Rules and Regulations recommended to the Association for Adoption.*

DEFINITIONS.

In these rules unless there is something in the subject or context inconsistent therewith :—

*The Exchange* means the City of Bombay Stock Exchange.

*Member* means a member of the Exchange.

*Committee* means the Committee of Management or the Exchange for the time being.

*The Secretary* means the person for the time being performing the duties of Honorary Secretary or paid Secretary or paid Assistant Secretary of the Exchange.

*The Office* means the Secretary's office for the time being of the Exchange.

*In Writing and Written* include printing, lithography, and other modes of representing or reproducing words in a visible form.

*Words importing the singular Number only* include the plural number and *vice-versa*.

THE RULES AND REGULATIONS OF THE BOMBAY STOCK EXCHANGE.

1. THE ASSOCIATION hitherto known as the Native Share and Stock Brokers' Association shall hereafter be styled and known as the city of Bombay Stock Exchange.

*Constitution of the Exchange.*

2. The members whose names are given in the list annexed hereto and marked A and such other persons as shall hereafter be appointed and admitted members in the manner hereinafter mentioned shall henceforth constitute the Bombay Stock Exchange.

The Exchange shall by resolution fix from time to time the maximum number of members of the Exchange.

*Objects of the Exchange.*

3. The said Exchange is established to support and protect the character and status of brokers and to further the interests of both brokers and the public, dealing in Bombay in shares, stock, and other like securities and exchange, to promote honourable practice, to discourage and to suppress malpractices, to settle disputes amongst brokers, to decide all questions of usage or courtesy in conducting brokerage business.

To erect, construct, extend and maintain at Bombay a suitable building, to be used as a Brokers' Hall and for such other purposes of the Exchange as may be determined upon, such building to be called " Sir Dinshaw Petit Native Brokers' Exchange Hall " and to erect, construct and maintain such other building or buildings as may be considered necessary or desirable for the purposes of the Exchange or the use of the members thereof.

To borrow with the sanction of the members of the Exchange given at a Special General Meeting convened for the purpose, any monies required for the purposes of the Exchange upon such terms as may be determined with or without securities.

To purchase or otherwise acquire, with the sanction of the members of the Exchange given at a Special General Meeting convened for the purpose, any immoveable property in Bombay and any rights or privileges necessary or convenient for the purposes of the Exchange and in particular any land, buildings or easements.

To take on lease any property and any rights or privileges necessary or convenient for the purposes of the Exchange.

To invest the monies of the Exchange not immediately required upon such securities and in such investment as may from time to time be determined upon.

To sell, develop, lease, mortgage, dispose of, or otherwise deal with, with the sanction of the members of the Exchange given at a Meeting specially convened for the purpose all or any part of the immoveable properties of the Exchange.

To do all such other things as are incidental or conducive to the attainment of the above objects.

*Alteration of Rules.*

4. No existing rules shall be altered or varied except by a resolution passed by a majority of three-fourths of the members present at an extraordinary general meeting of the Exchange at which not less than 109 members were present and confirmed at another Extraordinary meeting of the Exchange held not less than seven days and not more than fourteen days from the date of the first meeting at which not less than 75 members were present.

*Who may be Members.*

5. Any person who is a native of India or who is a British subject and has resided in the Bombay Presidency for at least ten years prior to his application for membership or who is a British subject and whose father has resided in the Bombay Presidency for at least ten years prior to his application for membership may be admitted as a member of the Exchange.

6. No person who has been adjudged or has become bankrupt or insolvent and has not obtained his final discharge from the Court shall be eligible for membership.

7. No person who has not attained majority according to the law to which he is subject shall be eligible for membership.

8. No person who has compounded with his creditors shall be eligible for membership (unless he shall have paid 16 annas in the rupee).

9. No person shall be eligible for membership if he be a member of or subscriber to or a shareholder or debenture holder in any other Institution, Association, Company or Corporation in Bombay where dealings in stocks or shares are carried on.

If any member of the Exchange subsequently to his admission as such shall become a member of or subscriber to or a shareholder or debenture holder in any such Institution, Association, Company or Corporation as aforesaid, he shall thereafter be liable to be expelled from the Exchange by resolution of the Committee of Management.

10. A candidate for admission must be recommended by two members of not less than five years standing.

*Application for Admission.*

11. Every application for admission to membership shall be in writing and shall be in the form given below or in such other form as the Committee of Management of the Exchange shall from time to time prescribe and shall be signed by the candidate.

12. Every applicant for admission, except candidates who are applying for cards in the hands of the Committee of Management, shall be required to obtain the nomination of a member resigning his membership under Rule 30 or 31 or of the executors or administrators of a deceased member.

13. Notice of every application with the names of the recommenders shall be posted in the Exchange on the notice board for at least 15 days previous to election. The notice shall state on what date it is posted.

14. If any member of the Exchange has any objection to the admission of a candidate he shall communicate the ground of his objections to the Committee of Management by letter within 15 days of the date of posting of the notice of the application.

15. After the expiration of the period hereinbefore prescribed for communicating objections to any application for admission, the same shall be placed before the Committee of Management with all objections received.

16. The applicant for admission, together with his recommenders, shall attend the meeting of the Committee to answer any questions that may be put to them.

17. The election of new members shall be by ballot and must be carried by a majority of at least three-fourths in a meeting of the Committee of Management at which at least eight members are present.

18. If an applicant is elected a member, intimation of the election shall be sent to him in the form following or in such other form as the Committee of Management may from time to time prescribe.

*Form of Application for admission.*

To

The Honorary Secretary,

The Bombay Stock Exchange, Bombay.

Sir,

Please acquaint the Committee of Management that I am desirous of being admitted a member of the Stock Exchange upon the terms of and under and subject in all respects to the Rules and Regulations of the Bombay Stock Exchange which now are, or hereafter may be for the time being in force. I have read the rules and Regulations of the Stock Exchange.

I solemnly declare that

(a) I am a native of India

or

I am a British subject and  $\frac{\text{I have been}}{\text{my father has been}}$  a resident of Bombay Presidency for the last ten years.

(b) I am neither a member of, nor subscriber to nor share-holder or Debenture holder in any other Institution, Association, Company or Corporation in Bombay in which dealings in stocks or shares are carried on.

(c) I do declare that if admitted a member of the Stock Exchange, I will not be interested, directly or indirectly, in any other institution dealing in stocks or shares during the time I remain a member thereof, under penalty of immediate expulsion.

Signature.

Full name.

Address.

Occupation.

Reasons for giving up the present business.

We recommend Mr. as fit  
person to be admitted a member of the Stock Exchange.

Signature of two members.

*Form of first letter to be sent to new member on election.*

Sir,

I am directed to inform you that you are elected a member of the Stock Exchange upon the terms of and under and subject in all respects to the Rules and Regulations of the Stock Exchange which now are, or hereafter may for the time being be in force.

Upon your paying the price of the card of Rs. and annual subscription of  
Rs. within one month of the receipt of this letter further notice will be sent to you  
giving you the date from which you can exercise the privileges of membership.

Yours faithfully,

Secretary to the Committee of Management.

*Power to Reject Application.*

19. The Committee of Management may at their discretion reject any application without assigning any reason.

*Annual Subscription.*

20. Every member shall pay an annual subscription of five rupees or such amount as may from time to time be fixed by the Exchange. Such subscription shall be payable on the first day of January in each year in advance.

21. Every newly elected member shall immediately on receipt of intimation of election pay the annual subscription for the current year, together with, in the case of a candidate who has purchased a card from the Committee of Management, the amount agreed upon for such card.

22. Upon payment of the price of the card and annual subscription, the Secretary shall send to the newly admitted member a further letter fixing the date from which the member may exercise the privileges of membership, and a card of membership and the notice of the same shall be posted on the Notice Board of the Exchange. The letter shall be in the form following or such other form as the Committee may from time to time prescribe and the card shall be in such form as the Committee of Management may from time to time prescribe.

*Form of second letter to be sent to new members on admission.*

Sir,

Referring to my previous notice of the  
I am directed to inform you that, the provisions of the Rules relating to the Admission of Members having been complied with, you are entitled to exercise from this day the privilege of Membership of the Stock Exchange. A card of membership is sent herewith.

Yours faithfully,

Secretary to the Committee of Management.

*Price of card and subscription to be paid before privileges exercised.*

23. An elected admitted member shall not be entitled to exercise any of the privileges of a member unless he shall have paid the price of the card and annual subscription nor before the date intimated in that behalf in the notice sent pursuant to Regulation 22 and if a newly elected member fails to pay the price of card and annual subscription within one month his election shall become void and inoperative and he shall be deemed never to have been elected a member.

*Power to increase fee and subscription.*

24. The Exchange may from time to time in general meeting increase or reduce the annual subscription and fix the minimum price of cards at their disposal.

*Power to withdraw from Association.*

25. Any member may withdraw from the Exchange by giving two calendar months' notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice, he shall cease to be a member.

*Arrears to be paid by withdrawing members.*

26. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Exchange all monies which at the time of his ceasing to be a member may be due from him to the Exchange.

*Powers as regards members in arrears.*

27. If any member shall fail to pay the annual subscription or any other money, due from him to the Exchange for two months after the same has become due the Committee of Management may by notice in writing request him to pay the same. The notice shall appoint a day and place of payment. If the requisitions of such notice are not complied with the Committee of Management may by notice on the Notice Committee of the Exchange suspend the privilege of such member until said dues are paid and the member so suspended shall not be entitled to act as a member until the notice of suspension is revoked by further notice put up on the Notice Board of the Exchange.

If the said dues are not paid by the suspended member within one year after his suspension another written notice requiring such member to pay the moneys due within two months of the service of the notice shall be served to him. If the requisitions of such notice are not complied with, the Committee of Management may by resolution passed by a majority of three-fourths of the members of the Committee for the time being direct the name of such member to be removed from the list of members of the Exchange and thereupon such member shall cease to be a member and shall be deemed to have been expelled, notice of such resolution shall forthwith be put on the Notice Board of the Exchange.

The Committee of Management shall be at liberty on another application of the member whose name is so removed and on proper cause being shown to its satisfaction to rescind such resolution by like majority.

*Firm as a member of the Exchange.*

28. Any two or more members of the Exchange may with the previous sanction of the Committee of Management continue to carry on business in partnership in a firm name to be previously submitted to the Committee.

The name of the firm and the names of the members constituting the same shall be registered with the Secretary in writing signed by all the members of the firm and every change in the constitution of the firm shall be notified in writing to the Secretary.

When business is done in the name of a firm, all members of the firm shall be liable jointly and severally in respect of all dealings of the firm.

Every member of the Exchange whose name is registered as a member of firm shall continue liable as such until his name is removed in due course from the Register.

If any firm commits any act which if done by an individual member of the Exchange would render such member liable to expulsion all members of the Exchange who are partners in such firm shall be liable to be expelled.

The Committee of Management may from time to time prescribe forms to be used for application for leave to carry on business in firm name and for notices of change in the constitution of the firm.

*Rights of Members and their sons.*

29. The seat or card of a member and the rights and privileges attached to membership including the rights and privileges of conducting business in the Exchange and the rights to the use of or claims upon or interest in any property of the Exchange shall be a purely personal privilege of the member attached to his membership and shall not be part of the property, estate and effects of the member and shall not pass from the member to any other person or persons by act of parties or by operation of law.

30. If any member desires that he should be allowed to resign his membership and his son or brother may be admitted a member in his place, the Committee of Management may on the application of such member and of the son or brother proposed to be admitted accept the resignation of the member and elect and admit such son or brother a member without payment of any price of card and confer on such son or brother the card or seat of the resigning member provided such son or brother is otherwise qualified to be admitted a member.

31. If a member of not less than 10 years standing, who is in the opinion of the Committee of Management unable to carry on active business wishes to resign and to have his nominee admitted in his place as a member and applies in writing to the Committee in that behalf, the Committee may allow such member to resign his membership and in their discretion admit the person nominated by him as a member in his place without payment of any price of card, provided the proposed new member is qualified to be elected a member and is approved of by the Committee.

32. On the death of a member his membership and all rights and privileges attached thereto shall, save as hereinafter otherwise provided, cease and determine.

33. If after the death of a member, his heirs, executors or administrators apply to the Committee of Management to elect and admit one of them or any other person nominated by them as a member in place of the deceased, the Committee may elect and admit such person as a member without payment of any price of card and confer upon such person the card or seat of the deceased member provided the proposed new member is otherwise qualified to be elected a member.

*Cards not to be assigned.*

34. No member shall be entitled to assign or transfer or pledge, hypothecate or charge or shall assign, transfer, pledge, hypothecate or charge his seat or card or membership or any rights and privileges attached thereto and no such attempted transfer, assignment, pledge, hypothe-

cation or charge shall be effective as regards the Exchange for any purpose, nor shall any right or interest be recognised by the Exchange in a card or membership, save the absolute interest therein of a member. If any member purports to act in violation of the provisions of this clause he shall be liable to be expelled by resolution of the Committee of Management.

*Authorised Clerks.*

35. Each member of the exchange may employ three authorised clerks who are not members of the Exchange. Any of such authorised clerks may conclude bargains and sign contract notes on behalf of his principal. Provided that when the member is a partnership firm such partnership may employ five authorised clerks. No member shall employ more authorised clerks than is authorised above.

36. A member shall be liable for all bargains made on his behalf by any authorised clerk employed by him and shall fulfil such bargains according to the rules and usages of the Exchange in the same manner as if the bargains had been made personally by such member. The name of each authorised clerk employed by a member shall be furnished by the member to the Secretary who shall keep a register thereof. If a member determines the employment of a registered authorised clerk he shall forthwith give notice of the same to the Secretary and the Secretary shall make a note of the same in the Register and notify on Notice Board. The responsibility of the member for the acts of the authorised clerk shall continue until one day after the notice of the determination of the employment of the clerk is received by the Secretary.

37. Admission of authorised clerks shall be only during the good behaviour of such clerks. The Committee reserve the absolute right to decline to admit any clerk whose name has been proposed by a member, or at any time to suspend or terminate such privilege of admission as regards any authorised clerk.

38. An expelled member shall not be admitted as a clerk to any member either as an authorised clerk or otherwise.

39. A member may by writing registered with the Secretary of the Exchange authorise in addition to the number of authorised clerks allowed under Rule 35 any one person at a time, being his son, brother or nephew to act for him on the Exchange. The person so authorised shall be in the same position as an authorised clerk and the above rules as to authorised clerks shall apply to the person so authorised.

*Annual General Meeting of the Members.*

40. In the month of March in each year or as soon thereafter as may be practicable but in no case later than the month of May the Committee shall convene a meeting of the Members of the Exchange to be called the annual general meeting of the said Association and shall submit to such meeting the annual report of the proceedings of the Exchange and also the Treasurer's account of the previous year together with the auditor's report thereon.

*Annual General or Special General Meeting how to be convened.*

41. The Annual General Meeting of the Exchange shall be convened by advertisement to be inserted in at least one English and one Gujarati Daily Newspaper published in Bombay at least three days before the time appointed for such meeting.

42. The Committee of Management may and they shall on the requisition of seventy-five or more members of the Exchange convene a special meeting of the Exchange also by advertisement to be given in manner provided above for annual General Meetings. Such requisition shall state the object of the meeting to which the discussion shall be strictly confined.

43. If the Committee do not call such special meeting within 15 days of the receipt of the requisition, the Secretary or, in case of his refusal, any five of the petitioners may convene such special meeting by advertisement to be given in manner provided above for Annual General Meeting.

*Business to be transacted at annual General Meeting.*

44. No business other than that referred to in Rule 40 above and the appointment of Auditors shall be brought forward or transacted at any Annual General Meeting unless the Advertisement convening such Meeting shall specify what other business is intended to be brought forward.

*Proceedings of general meetings.*

45. (a) No person other than a member of the Exchange except the Solicitor of the Exchange shall be entitled to be present at a general meeting. Each member before taking his seat shall sign his name in the book provided for that purpose.

(b) The quorum for a general meeting shall be at least 50 members personally present.

(c) No business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

(d) The President of the Exchange shall be entitled to take the chair at every general meeting. If there be no president, or if at any meeting the President or Vice-President shall not be present within fifteen minutes after the time appointed for holding such meeting, the members present shall choose another member of the Committee of Management as Chairman, and if no member of the Committee be present or if all the members of the Committee present decline to take the chair, then the members present shall choose one of their members to be chairman.

(e) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as is referred to in Rule 42, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.

(f) Every question submitted to a meeting shall be decided by a majority of the votes of the members present. Votes shall be taken by a show of hands unless a ballot be demanded by at least five of the members present. In the case of an equality of votes the chairman shall have a casting vote in addition to the vote to which he may be entitled as a member.

(g) At any general meeting a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Exchange shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(h) The chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

(i) If a poll is duly demanded, it shall be taken at such time and place, and either immediately or after an interval or adjournment, and either by open voting or by ballot, as the Chairman directs, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded.

(j) The Chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time, and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(k) Every member present in person at a meeting shall have one vote. No voting by proxy or by power of Attorney shall be allowed.

(l) No member shall be entitled to be present or to vote on any question at any general meeting if he shall have been declared a defaulter on the Exchange. A member shall not be disqualified to vote because money is due and payable by him to the Exchange in respect of subscription or otherwise.

#### *Committee of Management.*

46. Save as otherwise expressly provided in these presents the affairs of the Exchange shall be managed and controlled by a Governing Body to be styled the Committee of Management composed of 16 members of the Exchange, being Natives of the Bombay Presidency. The Committee of Management shall be elected by ballot every year at a general meeting of the Exchange to be held in December of each year and the same meeting shall also nominate one out of the 16 members so elected as member of the Committee to be the President of the Exchange who shall also be the President of the Committee of Management. The meeting shall also elect a member of the Committee to act as Vice-President. The Committee of Management so elected shall hold office for one year from the 1st January next following the date of their election.

47. The President shall preside at all Meetings of the Exchange and all Meetings of the Exchange and all Meetings of the Committee of Management and also at all Meetings of any Committee of the Exchange of which he may be a member and shall have a Casting vote in addition to his vote as a member.

48. Any occasional vacancy in the said Committee of Management shall be filled up by a ballot of Members at a General Meeting of the Exchange to be held on a day to be fixed by the Committee. The surviving or continuing Members on the Committee, notwithstanding any vacancy in their number, may act until the same shall be filled up.

If the office of President become vacant the Committee shall forthwith call a General Meeting of the Members of the Exchange to fill the vacancy.

49. All the 16 members of the Committee of Management for the time being shall retire on the 31st December in each year and all members retiring shall be eligible for re-election.

Fifteen business days' notice previous to any ballot, of intention to propose any person eligible for election to the Committee of Management must be given to the Secretary in writing and signed by two members.

50. The quorum of the said Committee shall be six members personally present.

51. If any member of the Committee of Management shall be absent from Meetings of the Committee for a continuous period of three months without leave of the Committee, the Committee may declare the seat of such member in the Committee vacated and may proceed to fill the vacancy.

*Qualifications of Members of the Committee of Management.*

52. No member shall be elected to the Committee of Management who is not a native of the Bombay Presidency and has not been for at least five years, immediately preceding the day of election a member of the Exchange.

53. No member who has failed at any time to meet his liabilities in ordinary course on or outside the Exchange shall be eligible to be elected a member of the Committee of Management. No member who has on any occasion compounded with his creditors on or outside the Exchange shall be eligible to be a member of the Committee of Management.

54. Not more than one member of a firm which carries on business in firm name on the Exchange shall be a Member of the Committee of Management at the same time.

*Resolution for Expulsion of Members of the Committee of Management.*

55. The Committee of Management may expel any of their own members from the Committee by resolution passed by three-fourths majority of the Committee at a meeting specially summoned for the purpose, at which not less than 12 members of the Committee were present.

*Honorary Secretary and Treasurer.*

56. The Committee of Management shall immediately after its election elect from their number a Treasurer who shall be the Treasurer of the Exchange. The appointment shall remain in force till the Committee appointing him retires.

If a majority of the Committee cannot agree to the election from the members of the Committee of a Treasurer the Committee may elect any other member of the Exchange to this post, but such Treasurer shall have no right to vote.

57. The Committee shall appoint a paid Secretary or a paid Assistant Secretary but such paid Secretary or Assistant Secretary shall not be a member of the Exchange.

58. The Secretary shall attend all meetings of the Exchange and of the Committee of Management and of Committees of Members and shall keep proper minutes of the proceedings of all meetings of members or of Committees.

59. The Secretary shall have, subject to the direction of the Committee general charge and control of the Books, papers and registers of the Exchange and of the staff employed by the Committee of Management.

60. All members of the Exchange shall keep their accounts in ink, shall give the Secretary all such information as the Committee require for the purposes of the Exchange and shall attend such Meetings of the Committee or of any Sub-Committee as they may be requested by the Secretary.

*Powers of the Committee of Management.*

61. The Committee of Management shall have the sole and entire management, control and superintendence of the business affairs, concerns, funds and properties and Income and Expenditure of the Exchange and shall be entitled to do all such acts and things and to exercise all such powers as the Exchange could do or exercise in general meeting except such as are by law or by these regulations or by any other regulations for the time being in force required to be done or exercised by the Exchange in General Meeting.

62. (1) A Resolution of the Committee shall not be valid or put in force until confirmed at a subsequent meeting, unless it relate to the shutting of the Exchange, the admission of Members, the re-admission of Defaulters or Insolvents and the fixing of settling days.

(2) If a Resolution be not confirmed and another Resolution be substituted, the substituted Resolution shall require confirmation at a subsequent Meeting.

(3) In cases which do not admit of delay, two-thirds of the Committee present must concur in favour of the immediate confirmation of the Resolution, and the urgency of the case must be stated upon the Minutes.

63. Without prejudice to the general authority hereinabove conferred on the Committee of Management, the Committee of Management is hereby specially authorised to do any of the following acts, matters and things :—

- (a) to make and from time to time alter as they may think fit a scale of charges for brokerage on all transactions for the sale and purchase of stocks, shares, Government securities, Bonds and Debentures,



- (b) to commence, prosecute and defend all such actions, suits and proceedings whether Civil or Criminal as the Committee may consider necessary and the same to compromise or submit to arbitration and to make, give, sign, and execute all documents in that behalf,
- (c) to issue from time to time orders as to shutting of the Exchange, the fixing of ordinary settling days, or the granting or refusing of permission to deal in new securities and to amend, repeal and withdraw the same as they may consider necessary or proper,
- (d) to suspend any member, who—
  - (1) may violate or act in breach of any of the Rules and Resolutions of the Exchange for the time being in force,
  - (2) may refuse or fail to comply with any decision or Resolution of the Committee of Management or of the Exchange, or who may wilfully obstruct the business of the Exchange,
  - (3) and to expel or suspend any member who may in the opinion of the Committee be guilty of dishonourable or disgraceful conduct.

A Resolution for expulsion or suspension under this sub-clause shall not be valid or effectual unless it is passed by a majority of three-fourths at a meeting of the Committee specially summoned at which not less than twelve members were present and is confirmed by a majority at a subsequent meeting of the Committee specially summoned for the purpose.

- (e) The Committee shall also have power from time to time to make, alter and repeal such rules as they may think expedient to govern the transactions of all business in stocks, shares, Government Securities, bonds and debentures by members of the Exchange.
- (f) The Committee of Management may, in their absolute discretion, and in such manner as they may think fit, notify or cause to be notified to the members of the Exchange and to the Public, any Resolution of the Exchange or of the Committee expelling or suspending a member. No action or other proceedings shall under any circumstances be maintainable by the member referred to in such notification against the Exchange or the Committee or the member thereof or the officers of the Exchange for or in respect of such publication.

64. When a member is expelled his card or seat and all his rights as a member of the Exchange including his rights to the use of or claim upon or interest in any property or funds of the Exchange shall stand forfeited to the Exchange.

65. Any seat or card which is forfeited to the Exchange under any of the regulations herein contained shall belong absolutely to the Exchange free of all rights or claims of the member who forfeited the same or any person or persons claiming through him or in his insolvency and the Exchange shall be entitled to deal with or dispose of the same as it may think fit. If such card is sold by the Exchange the sale-proceeds shall in the first place be applied in satisfying the liability of such member to other members of the Exchange in respect of transactions on the Exchange and the balance if any shall be paid into the Funds of the Exchange. Provided always that the Exchange at their absolute discretion by resolution passed at a General Meeting of members direct such balance to be disposed of or applied in such other manner as it may think fit.

66. Every member of the Association shall immediately report to the Committee any violation by a member of the rules of the Exchange which may come under his notice. Any complaint or report so made by a member to the Board or the Secretary shall be privileged.

#### *Proceedings of the Committee of Management.*

67. The Committee of Management may ordinarily meet once in every week on such days and at such times as they may determine from time to time. A special meeting of the Committee may, at any time be called by the President or by the Secretary and shall be called by the Secretary on a written requisition from two or more members of the Committee. If the Secretary does not call such meeting within 24 hours of the receipt of the requisition the members who signed the requisition or any two of the members of the Committee may call the meeting. In case of emergency one hour's notice of such special meetings shall be deemed sufficient notice. The notice calling the meeting shall specify the purpose for which it is called and if the meeting is called at less than 24 hours notice, the urgency of the matter, and no business shall be transacted at such meeting except the business specified in the notice.

68. All proceedings of the Committee of Management shall be recorded in a book to be kept for the purpose by the Secretary. Six members present shall be the quorum for meetings of the Committee, except in cases requiring a quorum specially fixed otherwise by Rule.

69. Subject to the Rules and Regulations of the Exchange for the time being in force, the Committee of Management may regulate its own proceedings.

*Power to purchase and sell lands, etc.*

70. The Committee of Management shall be at liberty (with the sanction of a General Meeting specially convened for the purpose) to purchase or sell, take on lease or otherwise acquire lands, or buildings or erect buildings in any locality or localities in the Island of Bombay for the use of the Members of the Exchange or otherwise for the purposes of the Exchange.

*Duties of the Treasurer.*

71. The Treasurer of the Exchange shall recover and receive all the subscriptions, donations and all other moneys due to the Exchange, and shall give receipts for the same. Such receipts shall be signed by the Treasurer and countersigned by the President of the Exchange or by a member of the Committee specially appointed in that behalf by Resolution of the Committee. The President or other member so appointed shall be entitled to countersign on the strength of previous signature of the Treasurer and shall not incur any personal liability or responsibility in consequence of his having so countersigned a receipt. The Treasurer shall defray and pay all the expenses of the Exchange in conformity with the directions of the Committee communicated through the Secretary and shall keep a full and detailed account of all receipts and disbursements and of the general income and expenditure and of the funds and investments of the Exchange and shall submit such accounts to the Committee when required and such accounts shall be open to the inspection of the members at such time and place as may be appointed for the purpose by the Committee. The Treasurer shall also prepare the Annual Finance Statement to be laid before the Annual General Meeting and the same shall be published annually for the information of the members of the Exchange.

*Auditors.*

72. The Annual General Meeting shall appoint an auditor and fix his annual remuneration. The auditor so appointed shall examine the accounts of the Exchange, examine the securities and other investments of the funds of the Exchange and all the necessary vouchers and papers and make his report which shall be submitted to the Annual General Meeting of the Exchange. If any casual vacancy occurs at any time in the office of the auditor the Committee shall forthwith fill up the same.

*Trustees to be appointed as occasion may require.*

73. The members of the Exchange at the Annual General Meeting or at special meeting convened for the purpose as occasion shall require, shall from time to time appoint such members, being natives of the Bombay Presidency, as they please, Trustees of the Funds and properties of the Exchange and shall have power from time to time to remove such Trustees or one or more of them as they shall see occasion and to appoint another or others in their or his place or stead and all grants, conveyance, and assurances of any immoveable property purchased by or out of the Funds of the Exchange and all instruments and assurances for the security and indemnity of the Exchange and of the Members of the Committee of Management, officers, property, capital, stock and of acts thereof shall be taken in the names of such Trustees.

*Deed Declaring Trust.*

74. The Committee of Management shall from time to time as occasion shall require cause a deed or instrument to be executed, declaring the Trust upon which the Trustees hold or will hold any property of the Exchange vested in them and they shall do so on every appointment of any Trustees and the Committee of Management shall cause such of the property of the Exchange as shall be directed or intended by the General Meeting, appointing such Trustee or Trustees to be vested in his or their name or under their or his legal control, jointly with any continuing or other Trustee or Trustees or solely as the case may be to be so vested.

*Receipt of the Trustees to be a sufficient discharge.*

75. The receipt of the Trustees for the time being of the properties of the Exchange for the purchase moneys of any property held by the Trustees and sold by or on behalf of the Exchange shall be good and sufficient discharge to the persons, paying or delivering such moneys or effects for the money, or effects which in or by such receipt shall be expressed to be or to have been received and the persons paying or delivering such money or effects and taking such receipts aforesaid shall not be obliged or required to see to the application of the same money or effects or be answerable or accountable for the mis-application or non-application thereof.

*The present Trustees, and provisions for the appointment of new Trustees.*

76. Messrs. shall be the Trustees of the Exchange for the several purposes herein expressed, and they shall respectively continue in Office, till they or any of them die or become insolvent, or leave Bombay or be removed or be desirous of withdrawing from the Trusts reposed in him or them and that

upon the happening of any such events, the Members of the said Exchange shall at a duly convened Annual General or Special Meeting nominate and appoint a successor or successors, who shall thereupon be and become a Trustee or Trustees in the room of such Trustee or Trustees, so dying, becoming insolvent, leaving Bombay, being removed, or relinquishing his Trust as aforesaid. Provided also that none but members of the Native Community of the Bombay Presidency shall be appointed Trustees under these presents or members of the Committee of Management.

*Power of the Trustees to invest.*

77. The Trustees for the time being shall from time to time, on the application of the Committee of Management, invest all moneys belonging to the said Exchange in securities of the Government of India, or any Local Government, Port Trust Bonds, Municipal Bonds, or such other securities authorised by law for investment of Trust Fund as the Committee may direct, or in houses and landed property in Bombay or by depositing the same at a fixed rate of interest with any respectable Bank or Joint Stock Company and shall from time to time by the direction of the Committee alter and transpose the funds, and securities in or upon which the moneys for the time being shall be invested.

*Investment of Surplus Funds with the Treasurer.*

78. Any surplus fund which may from time to time remain in the hands of the Treasurer may if the Committee think fit be invested in the securities or in manner aforesaid, in the names of the Trustees for the time being.

*Liabilities of Trustees and liberty to re-imburse.*

79. The Trustees for the time being shall not at any time be made liable for any more money, than shall actually come in to his or their own proper hands, or for the loss, or variation in the price of securities or for the failure of any Bank or Company or the dishonesty of any clerk or servants or other person with whom any part of the trust property may be deposited or be placed in charge or be liable for any other than his own immediate and respective wilful acts, deeds, and defaults and every such Trustee shall be at liberty from and out of all any, any part of the trust moneys, in the first place, to re-imburse himself all sums of moneys, costs, charges, damages, expenses and demands whatsoever which he can, shall or may reasonably incur, bear, sustain, or be put into in any manner howsoever by reason or on account of his acceptance or execution of the Trusts anything hereinbefore contained to the contrary thereof in anywise notwithstanding.

*Sub-Committees.*

80. For the more efficient and harmonious working of the affairs of the Exchange and for carrying out the provisions of these presents the following Sub-Committees of the Committee of Management shall be appointed :—

1. Committee for Defaulters.
2. Committee of New Issues.

The quorum of each Sub-Committee shall be three.

*Sub-Committee for Defaulters.*

81. *Definitions.*—In these rules unless there be something in the subject or context inconsistent therewith

*Defaulter* shall mean and include a member of the Exchange who has been declared a Defaulter pursuant to the Rules of the Exchange in that behalf and for the time being in force.

*Debtor* shall mean and include a member indebted to another member in respect of a transaction entered into, subject to the Rules and Regulations of the Exchange.

*Creditor* shall mean and include a member having a claim against another member in respect of a transaction entered into, subject to the Rules and Regulations of the Exchange.

*Defaulter's Assets or Defaulter's Estate* shall mean and include all monies, properties and effects of a member which the Sub-Committee is entitled under the Rules of the Exchange to collect, recover, realise, distribute and deal with and all such moneys, property and effects in the hands of the Sub-Committee.

82. The Sub-Committee for Defaulters shall consist of six members.

83. A member who has failed to fulfil or is unable to fulfil his engagements on the Exchange shall be publicly declared a Defaulter by direction of any two members of the Committee of Management, on application for such declaration handed to the Secretary by any of the creditors on the Exchange. The member so declared shall at once cease to be a member of the Exchange.

84. Clerks of Defaulters and of suspended or expelled members shall be excluded from the Exchange.

85. A member who is adjudicated an insolvent shall cease to be a member upon resolution of the Committee of Management to that effect, although he might not have been declared a Defaulter.

86. Whenever any member of the Exchange becomes or is declared a defaulter on the Exchange, the Sub-Committee shall be entitled to take charge of and shall take charge of all his books of accounts, documents, papers and vouchers to ascertain the state of affairs of the defaulter. The defaulter member shall hand over all such books, papers, vouchers and account books to the Sub-Committee.

87. The defaulting member shall file with the Sub-Committee within fifteen days after his failure, a written statement, containing a complete list of his debtors and creditors and of the amount due by and due to each.

88. The defaulting member shall also submit to the Sub-Committee such Statements of Accounts, information and particulars as the Sub-Committee may require from time to time in connection with his business and affairs, and shall also attend meetings of the Sub-Committee and meetings of his creditors on the Exchange.

89. The Sub-Committee shall be entitled to enquire into the affairs and dealings of the defaulting member and shall report to the Committee of Management anything improper or unbusinesslike or unbecoming of the members of the Exchange which may come to their knowledge in connection with the affairs and dealings of the defaulting member.

90. Immediately after a member has been declared a defaulter, all members having contracts subject to the rules of the Exchange with the defaulter shall without unnecessary delay close their outstanding business by purchase or sale as the case may be in the open market.

91. Within a fortnight after a member is declared a defaulter every member shall send to the Secretary either a statement of his accounts with the defaulter.

If any member fails to send such statement or certificate as aforesaid within the period aforesaid, the secretary shall call upon him to send such statement within a week of the date of demand. If a member fails within such period of one week to send to the secretary such statement of account, the secretary shall report the matter to the Committee of Management and the Committee shall be entitled by resolution to suspend such member.

If the Committee is satisfied that any statement of account sent by any member was false or misleading, the Committee shall be entitled by resolution to suspend or expel such member.

92. The Sub-Committee shall be entitled to recover all moneys, shares or securities due, payable or deliverable to the defaulting member by any other member or members of the Exchange, and shall pay the assets into such Bank and in such names as the Committee of Management may from time to time direct, and the same shall be distributed as soon as possible *pro rata* among Stock Exchange creditors of the defaulter whose claims are admitted.

93. All moneys, shares or securities, due, payable or deliverable to the defaulter must be paid or delivered to the Sub-Committee within thirty days from the day of his being declared a defaulter. Any member violating this rule shall be liable to be declared a defaulter.

94. The Sub-Committee shall keep a separate account in respect of all moneys, shares or securities so received and shall be entitled to pay thereout all costs, charges and expenses incurred in or about the collection of such assets or in or about any proceedings taken by the Sub-Committee in connection with the business or affairs, assets or liabilities of such defaulting member, and the Sub-Committee shall apply the net assets in their hands after paying all such charges and expenses as above in satisfying rateably the claims of all members of the Exchange against such defaulting member arising out of any business or dealings on the Exchange subject to the rules and regulations of the Exchange.

95. The Sub-Committee shall not entertain any claim against a defaulter which does not arise out of a Stock Exchange transaction made in accordance with the rules of the Exchange. Provided always that in the distribution of the assets of the Defaulter by the Sub-Committee the claims specified below against a defaulter will not be allowed to rank against the defaulter's estate until all other claims have been paid in full. Provided further that claims of the nature specified below subsisting in favour of the defaulter shall be enforced and the assets thereby collected shall be distributed amongst the creditors on the Exchange in the same way as other assets collected by the Sub-Committee.

- (1) Claims arising from bargains done for cash delivery more than 15 days previous to the day of the default.
- (2) Claims arising from differences which have been allowed to remain unpaid for more than four business days beyond the day on which they became due.
- (3) Claims arising from a promissory note.
- (4) Claims arising from a loan of money made upon securities.

96. A member who shall have received a difference on an account or made any settlement, prior to the regular day fixed by the Committee for settling the same shall in the event of the member, from whom he received such difference or consideration failing to pay all his other

creditors on the Exchange moneys becoming due from him on such settling day and being declared a defaulter refund the same to the Sub-Committee for the general benefit of the creditors and any member, who shall have paid or given such difference or consideration to any other member prior to such settling day shall again pay the same to the Sub-Committee in the event of such other member failing to pay moneys becoming due to members of the Exchange on such settling day and being declared a defaulter.

97. If the Sub-Committee for Defaulters as representing the estate of a defaulting member has a claim against another defaulting member, such claim shall not have any priority over other creditors but shall rank or participate with other creditors.

98. The Exchange, being one of the creditors of a defaulter, shall have a prior claim on the defaulter's estate.

99. The Sub-Committee shall be entitled to take any proceedings in a Court of Law either in their own names or in the name of the defaulting member as they may be advised for recovering the property and assets of the defaulting member which they are entitled to recover under these presents.

100. No member of the Exchange shall without the written permission of the Committee of Management be entitled to file any suits or proceedings in a Court of Law in respect of any money or property alleged to be due by the defaulting member in respect of any business or dealings on the Exchange or business or dealings made or entered into, subject to the rules and regulations of the Exchange.

101. The Sub-Committee shall present a report to the Committees of Management every six months in respect of the affairs of every defaulting member taken charge of by the Sub-Committee pursuant to these presents shewing the assets realised and liabilities discharged and dividends given, and all accounts kept by the Sub-Committee pursuant to these presents shall be open to inspection by every member of the Exchange.

102. If any member of the Exchange becomes or is adjudicated an insolvent all assets and property of such member which the Sub-Committee for defaulters would be entitled to collect realise and deal with under these presents shall not on such insolvency be deemed to be a part of the assets of the insolvents for the purposes of the Insolvency and shall not vest in the Official Assignee or other Assignee in insolvency but shall be collected, recovered, realised and dealt with by the Sub-Committee in accordance with these presents and the rights of the Official Assignee or Assignee in Insolvency as to such assets and property shall be only to such part of the said assets and property if any as may remain over after the claims of the members of the Exchange in relation to business done on the Exchange or subject to the rules and regulations of the Exchange have been first satisfied in full.

103. If any member who has become a defaulter fails within six months from the date of his becoming defaulter to settle with his creditors, at the date of his default, and to obtain from them receipts or releases in full of their claims against the defaulter, the Committee of Management shall be entitled on recommendation of the Sub-Committee for defaulters to sell and dispose of the Card of such member and the net sale proceeds of such card shall be handed over to the Sub-Committee to be dealt with as part of the assets or funds of the defaulter raised by the Sub-Committee pursuant to these presents, and the balance if any shall be paid into the Funds of the Exchange. Provided always that the Exchange at their absolute discretion by resolution passed at a General meeting of members direct such balance to be disposed of or applied in such other manner as it may think fit.

104. The Committee of Management may extend the time of settlement for periods not exceeding one year. At the expiration of the time granted, the card of such member shall be disposed of as above provided.

105. When the defaulter proposes to make a composition for the payment of his debts, or a scheme for the arrangement of his affairs, he must lodge a signed proposal with the Secretary, setting out the terms of the scheme which he desires to submit to his creditors, and the particulars of any sureties or securities proposed.

106. The Secretary must then hold a meeting of creditors. If three-fourths in value of the creditors decide to accept the proposal, the same shall be deemed to be duly accepted by the creditors and shall be binding on all the creditors.

107. If a defaulter succeeds in settling with his creditors and obtains from them receipts or releases in full of their claims against him, and if the Sub-Committee for defaulters as representing the estate of another defaulting member be one of the creditors of such defaults, the Sub-Committee shall accept the arrangement for settlement accepted by the other creditors. If the Sub-Committee for defaulters as representing the estate of a defaulting member has a claim against another defaulting member, such claim shall not have any priority over other creditors but shall rank or participate with the other creditors.

108. Not less than one month before declaring a dividend, the Sub-Committee must give notice of their intention to do so to the Secretary. This notice must state the latest date, not less than 15 days from the date of the notice, up to which the claim must be lodged and must

be posted in the Exchange on the Notice Board. A creditor failing to enter his claim within the time so limited is debarred from dividend, but is entitled to the payment of any future dividend or dividends declared subsequently to the proof of his claim.

109. After the expiration of this period, the Sub-Committee must declare the dividend of which notice has been given, giving notice thereof to each creditor whose claims have been admitted without regard to the claims of any other person. Dividends shall be paid by cheques drawn on any local Bank authorised by the Committee of Management. A creditor may have his dividend cheque sent by post at his own request and risk.

110. If the Sub-Committee have any dividend which has been unclaimed for more than six months, or where, after paying a final dividend they have any unclaimed or undistributed moneys arising from the property of the defaulter, they must pay the same to the Famine Relief Funds of the Exchange. Unclaimed dividend means dividend which has been declared on claims admitted but which the member entitled to it has failed or neglected to claim.

111. A defaulter may at the discretion of the Committee be re-admitted by resolution of the Committee of Management provided he has complied with the conditions of Rule 113.

112. A defaulter who has failed to disclose the name of his creditors or who has not, within 15 days from the date of his failure delivered to the Sub-Committee, his original books and account and a statement of the sums owing to, and by him, in the Exchange at the time of his failure shall not be eligible for re-admission.

113. A defaulter who has not paid from his own resources at least one-fourth of the amount of the loss he has incurred on the Exchange shall not be eligible for re-admission.

114. A defaulter may be re-admitted by the Committee of Management when it is proved upon the report of the Sub-Committee that all his liabilities to his creditors have been *bonâ fide* discharged in full.

115. A member, who has ceased to be a member under Rule 85 though not declared a defaulter may be re-admitted by the Committee of Management when the Committee is satisfied that he has paid 16 annas in the rupee on all his debts.

116. A defaulter applying for re-admission shall furnish to the Committee of Management a list of his creditors, a statement of the amounts originally owing, and nature of the settlement in each case. Upon the applicants furnishing satisfactory proof of settlement with all his creditors to the Sub-Committee the Committee of Management shall take the application into consideration upon the report of the Sub-Committee.

117. Notice of every application by a defaulter, for re-admission shall be posted in the Exchange on the notice board for at least 15 days previous to re-admission.

118. A member intending to object to the re-admission of a defaulter, shall communicate the grounds of his objection to the Committee of Management by letter within 15 days of the date of posting of the notice of the application.

119. If an application for re-admission be rejected by the Committee of Management or if no such application is made within six months after the member was declared a defaulter, his card shall be disposed of by the Committee and proceeds of sale thereof shall be dealt with as provided in Rule 103.

120. A member shall not carry on business for or with a defaulter before his re-admission to the Exchange.

121. A member, being a creditor of a defaulter's estate, shall not sell, assign or pledge his claim on such estate without the consent of the Committee of Management.

#### *Sub-Committee on New Issues.*

122. The Sub-Committee shall consist of five members who shall report to the Committee of Management upon all matters relating to quotations on the Exchange and to the granting of permission to deal in New Issues.

123. A list of all securities admitted to dealings shall be published daily under the authority of the Committee of Management.

The list shall contain the following particulars:—

- (i) The Capital of the Company.
- (ii) The nominal value of each share.
- (iii) The amount paid up on each share.
- (iv) The closing quotation.
- (v) The prices at which bargains have been recorded.

124. Bargains may be marked during official hours; the Committee strongly recommends constituents to instruct their Brokers to record their business.

*Clearing House.*

125. There shall be a clearing house under the control of the Committee of Management for the purposes of acting as the common agent of the members of the Exchange in settling transactions by receiving and delivering shares and making and receiving payments therefor and clearing the differences. The clearing house shall not be deemed to guarantee the genuineness or regularity of any share or transfer or document passing through them and their only obligation in the matter shall be to facilitate the delivery of shares and documents from selling members to purchasing members.

126. The Clearance Lists, Balance sheets, Delivery forms, Claim Notes, Vouchers, etc., used for the purposes of the Clearing House shall be in form from time to time prescribed or sanctioned by the Committee.

127. (a) All members shall comply with and carry out all directions, notices and circulars given or issued by the Committee regarding the working of the Clearing House and the Committee may impose penalty not exceeding five rupees for each case of neglect of attention to or disregard of any such directions, circulars or notices, errors, or omissions or illegibility in the making up of forms, balance sheets and other documents and delays in submitting them or any of them to the Clearing House.

127. (b) If a member fails to give or take delivery of all or any of the shares specified in Form No. 2 or 2A submitted by him to the Clearing House, the Committee may in their discretion impose on the members so failing to give or take delivery a penalty not exceeding 2 per cent. of the market value of the shares in addition to any loss he may suffer on account of the shares being bought-in or sold-out by the Exchange under the Rules, in consequence of such failure. Such penalty shall be in addition to the commission of the Clearing House on auctions.

128. The Committee shall designate from time to time the shares which shall be cleared and in all transactions for forward delivery in such shares, the deliveries shall be made through the Clearing House. The Committee shall fix the making-up price of all securities cleared, by taking the actual market price at the opening of business on the day before the payment day; on the morning of the payment day all unsettled bargains shall be brought down and temporarily adjusted at such making-up price.

129. The Committee shall at their discretion have power to admit shares of any particular company except Banks to the settlement provided that the following conditions and requirements are complied with.

No shares in Banking companies shall be admitted to settlement unless :—

- (1) All the shares are fully paid up.
- (2) The Company undertakes to split up a share certificate in lots required by a shareholder who holds a certificate for a larger number of shares.
- (3) The Company undertakes to close the transfer books whenever they have an occasion to do so on such days as may be convenient to the Exchange for the settlement of the transactions done.

A resolution allowing such dealings for settlement must be carried by a majority of three-fourths of the Committee present at a meeting specially summoned and consisting of not less than 12 members.

130. Nothing in the conduct of the business of the Clearing shall attach any liability to the Exchange, or to any member of the Committee of Management in respect of the genuineness or true ownership of any shares passing through the Clearing House or otherwise in respect of any such shares and delays on the part of the Clearing House shall not attach any liability to members who are clearing.

*Comparison of Contracts.*

131. It shall be the duty of the seller to compare each transaction at the table of the buyer in the settlement room within two working days after the sale.

132. It shall be the duty of the buyer to investigate before the fourth working day after the purchase each transaction which has not been compared by the seller.

133. If a difference in the respective contracts of the parties be discovered during comparison pursuant to Rules 131 and 132 and if such difference be not adjusted by mutual agreement within twenty-four hours, any party intending to make a claim against the other must forthwith close the transaction by purchase or sale as the case may be so as to determine the amount of damages to be claimed and the matter shall then be referred to arbitration.

134. If a member fails to comply with the provisions of Rules 131 or 132 and if a difference in the contracts which would have been discovered on comparison under Rules 131 or 132 is subsequently discovered, the member who so fails to comply shall not be entitled to call for performance of the contract except as it appears in the books or records of the other party to the transaction.

135. The comparison shall be made by the members or their clerks by putting their initials in the Contract Books.

*Liability on Contracts, Payment and Delivery.*

136. In all transactions for ready delivery, necessary forms of transfers duly signed by the transferor and witnessed and filled with his full name and address shall be delivered by the seller to the buyer before five o'clock p.m. on any day not later than the fifth day from the date of sale, and when such deliveries of transfer forms are not made by that time, the shares may be bought-in by the buyer in manner hereinafter provided.

137. Unless otherwise stipulated or agreed upon at the time of sale, the buyer is entitled to require from the seller transfer forms to be delivered to him in the following lots.

Each transfer of 50 shares if the face value does not exceed Rs. 10.

Each transfer of 25 shares if the face value exceeds Rs. 10 and does not exceed Rs. 25.

Each transfer of 10 shares if the face value exceeds Rs. 25 and does not exceed Rs. 50.

Each transfer of 5 shares if the face value exceeds Rs. 50 and does not exceed Rs. 100.

Each transfer of 1 share if the face value exceeds Rs. 100.

138. The denomination of share certificates shall be the same as denomination of the transfer deed delivered in accordance with the provision of the above rule.

139. Delivery of the shares sold must be made by the seller on the fifth day after the day on which the transfer forms were delivered and before 2 p. m. on that date. If delivery of shares is not made by that time the shares may be bought-in by the buyer in the manner hereinafter provided.

140. The buyer shall not be required to pay for shares presented after two o'clock p. m. on the date fixed by Rule 139 for delivery of shares. He must accept and pay for all, or any part of the number of shares bought which may be delivered within the prescribed time and he may buy-in the undelivered portion in accordance with the provision of the above rule.

141. If the buyer fails to take up and pay for shares on the due date when delivered, the seller has a right to sell out the same in the manner hereinafter provided.

142. In every case the party in default shall be liable for any damages which may arise by such buying-in or selling-out.

*Buying-in and Selling-out.*

143. Buying-in and selling-out must be effected by the Secretary in the open market. Only the members of the Exchange shall have a right to make bid or offer, non-members being excluded.

144. The committee may suspend the buying-in of securities when circumstances appear to them to make such suspension desirable in the general interest. The liability of intermediaries shall continue during such suspension unless otherwise determined by the committee. The right conferred by this rule shall not be exercised in the case of corners or over-bought or over-sold positions unless the Committee are satisfied that a *prima facie* case of fraud has been established.

A resolution under this rule must be carried by a majority of three-fourths of the committee present at a meeting specially summoned for the purpose and consisting of not less than twelve members.

145. The shares of a company shall not be bought-in or sold-out during the period its transfer books are closed for payments of dividend or bonus or the receipt of calls or for any other reason.

146. Notice in writing of intention to buy-in or sell-out shares must be delivered at the office of the member in default the next business day after the due date. And if such notice is not given, the buyer or the seller as the case may be shall not be entitled to buy-in or sell-out and claim damages. This rule shall not apply to buying-in or selling-out effected by the Exchange in course of clearance through the Clearing House.

147. A member who has given notice of intention to buy-in or sell-out must so buy-in or sell-out within three days from the due date, and if he fails to do so, he shall not be entitled to damages exceeding what would have been due if the buying-in or selling-out had been effected on the 3rd day after due date.

148. If the buying-in or selling-out is not effected within the above period and if the member buys-in or sells-out at a later date and satisfies the Committee that it was impracticable to buy-in or sell-out earlier than he did, the Committee may allow damages on the footing of the rates at which the shares were bought-in or sold-out or such other rates as the Committee may think fit.



149. Any notice of intention to buy-in or sell-out under rule 146 may be withdrawn in writing, and on such withdrawal, the parties shall be in the same position as if the notice had not been given at all.

150. If a buyer has issued a notice of intention to buy-in the shares for default in delivery, and if the seller makes a proper tender before the notice is withdrawn as above or before the shares have been bought-in, the buyer must receive and pay for the shares.

151. If a seller has issued a notice of intention to sell-out the shares for default in payment, and if the buyer tenders payment before the notice is withdrawn or before the shares are sold-out, then in that case, the seller must deliver the shares and accept the payment.

152. Shares bought-in and not delivered the next business day may be again bought-in for immediate delivery without further notice, and any loss shall be paid by the member causing such further buying-in.

153. Shares sold-out and not paid for the next business day may be again sold-out for immediate payment without further notice and any loss shall be paid by the member causing such further selling-out.

154. The member for whose account buying-in or selling-out is effected shall not be permitted to make the bid or offer.

155. A member buying-in or selling out the shares, must within two days of the buying-in or selling-out give notice of the same to the member in default and claim the damages, if any, arising therefrom. The member on whose account the buying-in or selling-out is effected shall, notwithstanding that he is in default, be entitled to the difference or profit which may arise by the buying-in or selling-out on his account as the case may be.

#### *Settlement of Contracts.*

156. In all deliveries of shares, the party delivering shall have right to require the purchase money to be paid against delivery on due date provided however, that payment on deliveries through the Clearing House shall be made in conformity with Rules and By-laws of the said Clearing House.

157. While the transfer books of a company are closed, shares of that company shall not be delivered and payment claimed, during the closing of the transfer books.

158. All contracts falling due during the closing of transfer books shall be settled on the day on which transfer books re-open.

159. All contracts falling due on holidays shall be settled on the next business day.

160. Parties receiving shares shall not be entitled to deduct from the purchase price, any sum due to them or any damages claimed by them.

161. The buyer is entitled to deduct the dividend when paying for shares on which the dividend has been declared and in respect of which the transfer books were closed before the date of delivery.

162. Stamp duties payable to Government and fees charged by the Company registering transfers of the shares and known as transfer fees shall be paid by the buyer.

163. The seller shall not be obliged to deliver or transfer the shares and receive payment thereof at the office of the buyer who or one of his clerks is required to be present in the settling-room for the purpose.

#### *Dividend and Rights.*

164. The buyer shall be entitled to receive all interest, dividends, rights and privileges, except voting power, which may pertain to the shares bought, and for which the transfer books shall close during the pendency of the contract.

165. All transactions in shares shall be ex-dividend from the day on which interest or dividend is payable; they shall be ex-rights from the latest day fixed for the receipt of applications for rights by the Company, but all transactions before that day shall be cum-dividend and cum-rights. Provided that shares admitted to settlement dealings shall be quoted cum-rights till the day fixed by the Board in that behalf. Thereafter transactions shall be made ex-right.

166. Members shall not be personally liable between themselves for dividends, bonus or rights on shares sold by them when said shares were delivered by them not less than four working days before the closing of Books of the Company to enable the buyer to get the shares transferred to his name; but nothing herein contained shall affect the rights and obligations of buyers and sellers between themselves, as constituents or principals, for recovery of such dividends or bonus or rights.

167. The buyer is entitled to new shares issued in right of old provided that he specially claims the same in writing from the seller not later than one o'clock p.m. on the day preceding the latest day fixed for the receipt of applications by the company.

168. Rights are to be settled by letters of Renunciation, when practicable. When proper letters of Renunciation are delivered or tendered to the buyer before 2 p.m. on the day preceding the latest day fixed for receipt of applications, the seller shall be relieved from all further liability in respect of said rights. A member shall not be bound to accept letters of Renunciation not tendered within the time above fixed.

169. If settlement of claims to Rights be not made by letters of Renunciation by reason of the failure of the seller to deliver such letters within the time above fixed, the seller shall then bear the extra expense, if any, of transfer. Provided however that, where no letters of Renunciation are issued or recognised by the company, any expense of transfer shall be borne by the buyer.

170. When letters of Renunciation are not issued, all payments as and when required by the Company are to be advanced to the seller by the buyer, who may demand a receipt for the same, the seller being a trustee of them for the buyer.

171. When securities are sold cum-rights and are delivered after closing of the transfer books for Rights and when the new securities cannot be obtained by letters of Renunciation, the Committee shall fix a price, which may be deducted by the buyer from the purchase money of the old securities. The buyer shall pay this price, i.e., the balance due on the contract, when the seller delivers the new securities at any time on or before the day fixed by the Committee for settlement of Rights.

*Responsibility for Genuineness of Documents and Registration.*

172. A member who receives payment against the delivery of complete documents, i.e., shares and transfer deeds, etc., shall be responsible to the member to whom the same are delivered, for the regularity and genuineness of the documents delivered for a period of 15 days from the date of delivery, except in case of fraud or bad faith on the part of such member in the transaction. After this period, the liability of the member who delivered the documents shall cease and the Committee shall not entertain any complaint in respect of the irregularity or non-genuineness of any document so delivered. Nothing herein contained shall affect the liability of the constituent (which term shall, in cases where the member has dealt on his own account, include such member) from whom the member may have received the document, in an action at law or in any other proceedings and the above rule shall apply only to the rights and obligations of members between themselves. The member who delivered the document shall however be bound to render every assistance to the buyer in any proceedings he may take against the seller.

173. If within the aforesaid period of fifteen days, the member to whom the documents are delivered intimates in writing to the member who delivered the same his objections to the regularity and or genuineness of the documents, the member who delivered the same shall, within a week from the date such objection is so intimated, remove the irregularity or establish the genuineness of the document as the case may be or deliver other regular genuine documents; and if he fails to do so he shall refund the moneys paid against the documents on return of the documents.

174. Such refund of the price and return of the documents shall not operate as cancellation of the contract, and if the seller within 15 days of the refund tenders to the buyer proper documents, the buyer shall be bound to accept the same in fulfilment of the original contract and pay the price.

175. If the seller fails to tender such proper documents within the said period of 15 days, the buying member shall be entitled to buy in the same against him and claim the damages, if any.

176. Save as next hereinafter provided, the sales of the shares are not conditional on the company transferring the shares into the name of the buyer. The only obligation on a seller on a sale of shares is to tender and deliver relative certificates of shares with a properly executed transfer. The seller shall not be taken to guarantee that the company will transfer the shares into the name of the buyer and shall incur no liability by reason of the refusal of the company to transfer in exercise of the power in that behalf under the articles of association of the company.

177. The purchaser shall pay every call or contribution which become payable after delivery of the certificates and transfer, and if he fails to do so and the seller has to pay the same the seller shall be entitled to claim and recover the same from the purchaser, notwithstanding the fact that the purchaser applied to transfer the shares but the directors have refused to transfer the same.

178. The two rules preceding namely Rules 176 and 177 shall not apply to cases where the company refuses to transfer the shares on the ground that the shares are subject to lien in respect of any debt or liability of the seller, and if transfer is refused on that ground the seller shall, within seven days after being called upon to do so by the buyer, either release the shares from such lien or give other shares free of any lien, and if he fails to do so the buyer shall be entitled to rescind the sale and to recover the price paid and to recover damages for any loss sustained.

179. If the company has been wound up at the date of the contract or is wound up between the date of contract and the due date for payment, the seller is entitled to claim and recover from the purchaser the purchase money on the due date and any contribution required to be paid even though the liquidator refuses his consent to the transfer. If in any such case, the buyer cannot get the shares transferred to his name, the seller shall, if required to do so by the buyer and at the cost of the buyer, assign his title and rights in the shares sold to the buyer and execute a Power of Attorney in favour of the buyer to enable him to recover all or any dividends becoming payable in respect of shares bought by him after the date of the contract of sale.

*Hours of Business.*

180. The hours of business on the Exchange shall be from on all working days and 12 Noon to 2 p.m. on all Saturdays or such other hours as may from time to time be fixed by the Committee. The opening and closing of the Exchange shall be announced officially by the ringing of a bell.

181. The Committee shall, in November, fix twelve Account days for the ensuing year.

182. Dealings upon the Exchange shall be limited to the hours fixed for business.

183. The Exchange will be closed on the following days, viz.,

All Sundays.

All Bank Holidays (declared by the Government of Bombay under the Negotiable Instrument Act).

Stock Exchange Holidays. Namely :—

Holi (1 Day besides Bank holiday for Holi Padwa).

Mahavir Jayanti.

Chaitri Punam.

Adar Jassan.

21st Day of Ramzan.

Ashadi Ekadashi.

Ashadi Chomasu. (Swetamber).

Ashadi Chomasu. (Sthanak Vasi).

Kadmi Pateti.

Ramzan Idd (one day extra if it falls on day other than Bank Holiday).

Moharrum (one day extra if it falls on day other than Bank Holiday).

Shri Mahavir Swami's Birthday celebrations (Sthanak Vasi).

Shri Mahavir Swami's Birthday (Swetamber).

Samvatsari (Sthanak Vasi).

Fourth Gatha.

Amardad Sal.

Farvardigan Jassan.

Dhanteras.

Kali Chowdas.

Kartaki Poonam.

Solar Eclipses.

Christmas (24th December to 31st December).

184. The Committee may at their discretion by a resolution passed by them close the market on any day or days other than those above mentioned.

*Bargains on the Exchange.*

185. Only members and their authorised clerks are allowed to enter the market. Clerks shall have to wear badges, when in the market.

186. A member shall not do any business on the Exchange with a clerk of another member except on account of such member.

187. A member may put business through for another member.

188. A member shall not transact speculative business directly or indirectly for or with an official or clerk in any public or private establishment without the written consent of his employer.

189. A member shall not form a partnership with or carry on business for or with a person, who has been suspended or expelled from the Exchange.

190. All contracts of a member of the Exchange with any other member for the purchase or sale of shares admitted to dealings by the Committee shall be and shall always be taken to be contracts subject to the Rules, Regulations and usages of the Exchange.

191. Contracts for crossing shares, *i.e.*, for Havalas confirmed by both parties by putting initials in their contract books, shall not be cancelled or altered by any subsequent default either of the confirming member or of his client.

192. The Committee will not recognise any bargain effected for a period beyond the current and ensuing settlement.

193. The Exchange does not recognise as regards dealings on the Exchange any other parties than its own members; and every bargain by a member whether for account of the member effecting it or for the account of a principal must be fulfilled according to the Rules, Regulations and usages of the Stock Exchange.

194. An application which has for its object to annul any bargain shall not be entertained by the Committee, except upon a specific allegation of fraud or wilful misrepresentation or upon *prima facie* evidence of such material mistake in the bargain as in their judgment renders the case one which is fitting for their adjudication.

195. Offers to buy or sell dividend are forbidden.

196. Option business is prohibited.

197. Fictitious transactions are forbidden and a member who shall give or execute an order for the purchase or sale of shares which to his knowledge would involve no change of ownership shall be deemed guilty of disgraceful conduct and shall be liable to be dealt with as prescribed in Rule 63 (*d*).

198. Reckless or unbusinesslike dealing on the Exchange and the circulation in any manner of rumours of a sensational character by members will be deemed to be dishonourable or disgraceful conduct and the offending member shall be liable to be dealt with as prescribed in Rule 63 (*d*).

199. The Committee of Management shall receive and consider, and at their discretion, approve or disapprove all applications for admitting shares of a new company to dealings on the Exchange provided however that the Committee shall not allow such dealings unless and until the company has fulfilled the requirements and conditions of the Exchange, annexed hereto and marked B or such other requirements and conditions as may be in force in that behalf for the time being.

200. When a company intends to increase its capital by issue of further or new shares, fifteen days' notice of such proposed increase must be officially given to the Exchange before such increase may be admitted to dealings. The tender or delivery of shares in such new capital shall not be valid under contract for shares of such company unless such new shares are admitted to dealings.

#### *General Rules.*

201. The expulsion or suspension of a member shall not affect the rights of creditors.

202. A suspended member shall not during the term of his suspension exercise or enjoy any of the rights and privileges of membership.

203. A member may apply for the admission of a defaulter as his clerk for the settling room, but such clerk shall not be allowed to enter the market to effect the bargains as an authorised clerk.

204. Members and their clerks shall attend the Committee of Management or any Sub-Committee whenever required, and shall give such information as may be in their possession relative to any matter under investigation.

205. A member authorising a clerk to transact business shall not be held answerable for money borrowed by the clerk with or without security.

206. The Committee shall have the power to investigate and adjudicate upon all charges affecting the character and dealings of any member.

207. The Committee may, by a two-thirds vote of their members present, require that a member of the Exchange concerned, shall submit to the Committee or any Sub-Committee or special committee for examination such portion of his books and such papers as may appear to the Committee or such Committee, material and relevant to any matter under investigation by the Committee or by any Sub-Committee or special committee. Any member who shall refuse or neglect to comply with such requirement or shall wilfully destroy any such required evidence, or who, being duly summoned shall refuse or neglect to appear before the Committee or any Sub-Committee or special committee as a witness or refuse to testify before any such Committee shall be deemed guilty of disgraceful conduct and shall be liable to be dealt with as prescribed in Rule 63 (*d*).

208. No member of the Exchange shall be allowed to be represented by a professional legal adviser in an investigation or hearing before the Committee of Management or any Sub-committee.

209. Should it appear to the Committee or any Sub-Committee before whom any dispute or charge or complaint is brought for disposal or investigation that the same was frivolous or vexatious or malicious the Committee or Sub-Committee dealing with the matter shall have power to fine the Member or Members by whom or at whose instance the dispute or charge or complaint was brought before the Committee or Sub-Committee.

210. If a non-member shall make any claim or complaint against a member, the Committee shall in the first place consider whether such claim or complaint is fitting for their adjudication, and in the event of their deciding in the affirmative, the non-member shall, previously to the case being heard by the Committee sign the form Reference C in the Appendix.

211. All disputes between members not affecting the general interests of the Stock Exchange which arise out of Stock Exchange transactions or are connected with Stock Exchange business and including partnership disputes shall be referred to arbitration. Each party to the dispute shall appoint an arbitrator and the Arbitrators so appointed shall appoint an Umpire; both the Arbitrators and the Umpire shall be members of the Stock Exchange and shall be members of a panel appointed by the Committee.

212. When a member dies, all debts, other obligations and claims arising out of contracts subject to the rules of the Exchange shall, if and to the extent the same are allowed by the Committee be paid by his heirs, executors and administrators before the transfer of his membership as provided in Rule 33. If they are unable to meet and pay such debts, obligations and claims, his card shall be disposed of by the Committee and the proceeds thereof shall be applied to the following purposes and in the following order of priority, *vis.* :—

*First.*—The payment of all fines, dues, charges and all indebtedness of such member to the Exchange or the Clearing House.

*Second.*—The payment of all claims arising from contracts subject to the rules of the Exchange, if and to the extent that the same shall be allowed by the Committee. If the said proceeds shall be insufficient to pay the said debts, obligations and claims, as so allowed, in full, the same shall be applied to the payment thereof *pro-rata*.

*Third.*—The surplus, if any, of said proceeds, shall be paid to his heirs or legal representatives upon the execution by them of such release or indemnity as the Committee may require.

213. When a member is in debt to another member the death of the creditor member and the transfer of his membership shall not affect the rights of the estate of the creditor member to share in the estate of the debtor member in the same manner and to the same extent if such creditor member had not died or his membership had not been transferred.

214. If on the death of a member, his heirs or legal representatives be desirous that his business be allowed to be continued for some time for their benefit by any specified person who is eligible for membership and shall testify such desire by letter addressed to the Secretary, then it shall be within the discretion of the Committee to permit such business to be carried on in the market for such period as the Committee may fix on behalf of such heirs or representatives.

215. All fines or penalties levied upon members for any reason shall go to the funds of the Exchange.

216. No member is allowed to advertise. The Secretary will on application forward a list of members to any one who asks for it.

217. Members who fail to pay within 14 days after notice in writing from the Committee through the Secretary, any fines or penalties imposed by the Committee in terms of any of the Rules or of the Bye-laws shall be liable to be suspended by the Committee from exercising their rights of membership until payment by them of the said fines or penalties, and any member failing to make such payment within 30 days after the expiry of the said fourteen days, shall be liable to be expelled by Resolution of the Committee.

218. All communications to the Committee or the Secretary shall be made in writing and shall be signed, and the Committee shall not take notice of or act upon any anonymous communication.

219. All questions before the Committee or any Sub-Committee shall be decided by a majority, except in cases where a specified majority is required by the Rules for the time being in force.

220. All shares, stock, debentures, Government and other securities from time to time lodged with a member by his client or constituent, or held by a member on behalf of his client or constituent, for the purpose of any business done or intended to be done by such member for such client or constituent on the Exchange and also any cash lying to his credit with the member, shall be subject to the lien of the member for any general balance of account or margin or other monies that might at any time be due by the client or constituent singly or jointly with another or others to the member in respect of business done on the Exchange for such client or constituent and shall be a general security for payment to the member of all monies (including interest, commission, brokerage, and expenses) from time to time owing by the client or constituent or

for which he may be liable singly or jointly with another or other to the member in respect of business done for such client or constituent on the Exchange. The member who is entitled to such lien or security shall be at liberty to sell, pledge or borrow money against such shares, stock, any securities or any one of them, in any way he may consider expedient, whenever he finds it necessary to do so for making payments of any money on account of the client or constituent when due or for reimbursing any moneys due to the member by such client constituent in respect of such business as aforesaid.

#### Commissions.

221. (1) Members shall render contract notes to non-members in respect of every bargain done for such non-members' account, stating the price at which the bargain has been done. Such contract notes shall contain a charge for commission at a rate not less than the scale laid down in Rule 224.

(2) Members may issue net contracts, should their constituents so desire, provided commission in accordance with the scale is charged and provided such contract notes state that commission is allowed for in the price.

(3) In cases where members are buying or selling their own shares the fact shall be clearly stated on the contract note. In such cases no commission may be charged.

222. A member shall not receive Brokerage from more than one Principal on a transaction carried through directly between two non-members.

223. The designation of sub-Broker is not recognised. A Broker may share his commission with an Agent provided that the share of the commission actually retained by him is not less than one-half of the Minimum Scale laid down in Rule 224.

224. The Minimum rates of brokerage to be charged by members for the purchase or sale of shares, debentures or other securities with a minimum charge of Rupee one on each transaction shall be as follows, provided however that this rule shall not apply to cases of underwriting or of the placing of New Issues :—

On Government of India Securities.	}	½ per cent. on stock.
On Local Government Securities.		
On Debentures of Port Trusts, Municipal Corporations, Improvement Trust, etc.	}	¼ per cent. on stock.
On Debentures of Railways and other Joint Stock Companies.		
On shares of Joint Companies :—	}	½ per cent. on stock.
Contract price,		

exceeding Rs.	not exceeding Rs.	10 Rs. but not exceeding Rs.	10 Rs. 25 Rs.	0-2-0 per share.
" "	25	" "	50	0-4-0 " "
" "	50	" "	75	0-8-0 " "
" "	75	" "	100	1-0-0 " "
" "	100	" "	250	1-4-0 " "
" "	250	" "	300	1-8-0 " "
" "	300	" "	400	2-0-0 " "
" "	400	" "	500	2-8-0 " "
" "	500	" "	600	3-0-0 " "
" "	600	" "	700	3-8-0 " "
" "	700	" "	800	4-0-0 " "
" "	800	" "	900	4-8-0 " "
" "	900	" "	1,000	5-0-0 " "
" "	1,000	" "	1,500	6-4-0 " "
" "	1,500	" "	2,000	7-8-0 " "
" "	2,000	" "	2,500	8-12-0 " "
" "	2,500	" "	3,000	10-0-0 " "
" "	3,000	" "	3,500	11-4-0 " "
" "	3,500	" "	4,000	12-8-0 " "
" "	4,000	" "	4,500	13-12-0 " "
" "	4,500	" "	6,000	15-0-0 " "
" "	6,000	½ per cent. on value of such share.		

Provided however that a member may, at his discretion, charge commission at a rate not less than half the above scale on any transaction entered into for another member.

225. Members buying shares and prepaying calls thereon, may charge brokerage on the purchase price with amount of such calls added.

## APPENDIX B.

Rules and Regulations for granting permission for Bargains in Securities of Newly Floated companies.

1. The Committee may grant permission for bargains in shares or securities of such new companies as they think fit.
2. Application for permission must be made to the Secretary of the Association in writing by the Secretary of the new company or by a member of the Exchange who desires to have quotations of such new company and such application must comply with the following conditions and requirements and with such conditions and requirements as may from time to time be prescribed by the Committee in that behalf.
3. The Secretary shall place any such application on the notice board for information of members for one week previous to its being submitted to the Committee for consideration.
4. A member who applies for permission for bargains in any new company must furnish the Committee with such full authentic information and particulars as they may require.
5. All shares issued by a company to vendors credited as fully or partly paid shall not be quoted until six months after the date fixed for granting quotation in shares or securities of the same class issued to the general public. For the purposes of this rule all shares issued as fully or partly paid to a person or persons or firm or corporation in consideration of sale or transfer of property or in consideration of services rendered in the formation or promotion of the Company, shall be deemed to be vendor's shares.
6. The Committee will grant permission under rule 199 only when the following conditions are fulfilled and particulars supplied :
  - (a) Articles of Association shall contain the following provisions :—
    - (i) That none of the funds of the company shall be employed in the purchase of, or in loans upon the security of its own shares.
    - (ii) That the borrowing powers of the Committee are limited.
    - (iii) That the non-forfeiture of dividends is secured.
    - (iv) That the common form of transfer shall be used.
    - (v) That fully paid shares shall be free from all lien.
  - (b) That a new company desirous of issuing the full number of authorised shares or a part thereof, shall have invited applications from the public and shall have allotted them unconditionally at least 33 per cent. of the number of shares issued in equal proportion of any class or kind, vendor's shares not being considered to form a part of such public allotment for the purposes of this rule. Provided however that if the company satisfies the Committee that the company invited applications from the public for at least eight days for at least 33 per cent. of the shares issued, and that the public did not apply for 33 per cent. of the number of shares issued and consequently a less number of shares than 33 per cent. is allotted to the public, the requirements of this rule shall be deemed to have been complied with. If an existing company issues shares of another new company and gives such shares as bonus to its own shareholders, the bargains in such shares of such company shall be allowed.
  - (c) That the company has been registered under the Indian Companies Act, and its prospectus has been filed with the Registrar of Joint Stock Companies in India and a copy of prospectus thus filed has been publicly advertised in papers in Bombay.
  - (d) That the prospectus has been advertised in the public press and that the subscription list has been kept open for at least four days.
  - (e) That the following particulars have been supplied in writing by the Secretary of the new company under his signature to the Exchange namely the number of shares allotted to the vendors and their distinctive numbers, the number of shares offered to the public, the number of shares applied for by the public, and the number of shares allotted to the public unconditionally pursuant to such application and the proportion of allotment, number of shares allotted for cash, the total number of allottees, and the largest number of shares applied for by and allotted to any one applicant; in cases where the whole of the capital has not been issued at the time when shares were offered for subscription, whether the unissued shares are vendors' shares or are held in reserve for future issue.
  - (f) That the company had to undertake to split up a share certificate in lots as required by a shareholder who holds a certificate for a larger number of shares.
7. The Committee will not allow dealings in shares of a new company until it duly notifies that its Transfer Books have been opened for registration.
8. When a company has to close its Transfer Books, it will not do so during the settlement days of the Exchange, and shall comply with the request of the Exchange to close them at such time as may be convenient to the Exchange.

9. If the Exchange entertains any difficulties in respect of the bargains of a company and consequently makes reasonable suggestions to obviate such difficulties the company shall have to accept such suggestions.

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APPENDIX C.

*Reference by non-members.*

Form of Reference by non-member :—

To the Committee of Management, Bombay Stock Exchange, Bombay.

In the Matter of a Complaint between

and

Gentlemen,

I do hereby consent to refer this matter to you, and I undertake to be bound by the said reference, and to abide by and forthwith to carry into effect your award, resolution or decision in this matter, in the same manner as if I were a member of the Bombay Stock Exchange ; and I further undertake not to institute, prosecute, or cause, or procure to be instituted, or prosecuted, or take any part in proceedings, either civil or criminal, in respect of the case submitted. And I consent that the Committee may proceed in accordance with their ordinary rules of procedure, and I undertake to be bound by the same. Also that the Committee may proceed *ex-parte* after notice, and that it shall be no objection that the members of the Committee present vary during the enquiry, or that any of them may not have heard the whole of the evidence, and any award or resolution of the Committee, signed by the President for the time being, shall be conclusive that the same was duly made or passed, and that the reference was conducted in accordance with the practice of the Committee. And I hereby agree that this letter shall be deemed to be a submission to arbitration.

Agreement Stamp.

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