

**ANNEXURE 'A'**

**FORM NO. 1 :**

**Declaration of compliance with the requirements of the Companies Act, 1956, on application for registration of a company**

Registration No. of Company ..... Nominal Capital Rs. ....

**THE COMPANIES ACT, 1956  
[Pursuant to section 33(2)]**

Name of Company ..... Limited/ Private Limited  
Presented by .....

I ..... of ..... do solemnly and sincerely declare that I am<sup>1</sup> ..... who is engaged in the formation of the company, or a person named in the Articles as a Director/ Manager/ Secretary of the .....Limited/ Private Limited.

And that all the requirements of the Companies Act, 1956, and the rules thereunder in respect of matters precedent to the registration of the said company and incidental thereto have been complied with.

And I make this solemn declaration conscientiously believing the same to be true.

Date .....

Place.....

Witness.....

Signature.....

Designation<sup>2</sup>.....

1. An advocate of the Supreme Court or of the .....High Court or an Attorney or a Pleader entitled to appear before the ..... High Court or a Chartered Accountant Practising in India.]

2. State whether director/ manager/ secretary/ advocate/ chartered accountant.

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<sup>1</sup> Substituted by GSR 1570(E), dated 30th. October, 1965.

<sup>2</sup> Rule 3 renumbered as sub-rule (1) thereof by GSR 195(E), dated 18th. February, 1961.

<sup>1</sup>[FORM NO. 1A]

THE COMPANIES ACT, 1956

**Application form for availability of names**

The Registrar of Companies

.....  
.....  
.....

Sir,

Subject: Availability of names - Information - Furnishing of -  
We the following applicants are desirous of forming a company to be registered under the  
Companies Act, 1956 in the State of .....

1	Name and full address of the person(s) applying for the availability of the name (In Block Capitals).	
2	Proposed name of the company.	
3	State whether public or private.	
4	In case the proposed name mentioned in item (2) is not available, 3 names to be considered in the order of preference.	
5	Main object of the proposed company.	
6	Names and addresses of the prospective directors or promoters, etc.	
7	Particulars of the names and situation of registered offices of other companies in the same group or under the same management.	
8	Proposed authorised capital.	
9	Please furnish particulars and results of any application moved to this or any other Registrar previously for availability of name.	
10	Particulars of remittance of fee Draft/ IPO	Rs.

Situation .....

Dated .....

.....  
(Signature of the applicants)

<sup>1</sup> Inserted by GSR 555(E), dated 4th. September, 1982.

• Refer rule 4A of the Companies (Central Government's) General Rules and Forms, 1956.

**<sup>1</sup>FORM NO. 1AA :**

**Particulars of person(s)/ director(s)/ charged/ specified for the purpose of clause (f)/ (g) of section 5**

No. of the Company .....  
Name of the Company.....

Authorised Capital Rs.....

**THE COMPANIES ACT, 1956**  
[Pursuant to proviso to section 5(g)]

Full Name of the person(s)/ director(s)	Full residential address	Name of the Police station having jurisdiction over the address	Date of birth	Nationality	Date of consent given under proviso to clause (f)	Date of Board resolution	Provisions of the Companies Act to which the consent relates
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)

Dated this ..... day of .....19.....

Signature :

Name:

Designation:]

<sup>1</sup> Inserted by GSR 782(E), w.e.f. 15th. July, 1988.

**<sup>1</sup>FORM NO. 1AB :**

**Consent of the person charged by the board with the responsibility of complying with the provisions of the Act**

**THE COMPANIES ACT, 1956  
[Pursuant to section 5(f)]**

To

The Board of Directors of ..... Ltd.

I, ..... son of ..... hereby give my consent for being charged by the board of directors of the company abovenamed with the responsibility of complying with the undermentioned provisions of the Companies Act, 1956

1. ....
2. ....
3. ....

Dated this .....day of .....19.....

Signature  
Name of the Person

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<sup>1</sup> Inserted by GSR 782(E), w.e.f. 15th. July, 1988.

<sup>1</sup>[FORM No. 1AC :

**Particulars of person(s)/ director(s) charged/ specified for the purpose of clause (f)/ (g) of section 5**

No. of the Company .....  
Name of the Company .....

Authorised Capital Rs.....

**THE COMPANIES ACT, 1956**  
[Pursuant to proviso to section 5(g)]

Full name of the person (s) / Director (s)	Full residential address	Date of revocation or withdrawal of consent	Provisions of the Companies Act to which the revocation or withdrawal of consent relates
(1)	(2)	(3)	(4)

Dated this ..... day of .....19 .....

Signature :

Name:

Designation:]

<sup>1</sup> Inserted by GSR 782(E), w.e.f. 15th. July, 1988.

**<sup>1</sup>[FORM No. 51[1B]] :**

**Application for the approval of the Central Government for Conversion of a public company into a private company**

Registration No. of Company .....

Nominal Capital Rs.....

**THE COMPANIES ACT, 1956**  
[Pursuant to proviso to section 31(1)]<sup>\*</sup>

1. Name of the company and address of its registered office
  2. The date of its incorporation
  3. The existing capital structure of the company (A copy of current memorandum and articles and a copy of the latest balance sheet and profit and loss account should be attached)
  4. The name of the <sup>2</sup>[\*\*\*] managing director, etc., if any, and the tenure of office, if fixed and details of remuneration payable.
  5. The reasons for conversion
  6. The number of members of the company at the time the decision for conversion was taken
  7. The names if available, of the members present at the meeting in which the decision was taken
  8. The names, if available, of the members of the company who voted in favour of the proposal for conversion and their respective shareholdings.
  9. The names, if available, of members if any, who voted against the proposal for conversion and their respective shareholdings. The grounds put forth by them, if any, so as to justify the opposition to the proposal should also be stated in detail. (A copy of the minutes of the meeting shall be attached)
  10. Whether a copy of the special resolution under section 31 has been filed with the Registrar of Companies as required under section 192 of the Companies Act, 1956
- <sup>3</sup>[11. [\*\*\*]]

Signature  
Designation \*\*

Dated this .....day of ..... 19 .....

**[FORM No. 1C- Omitted by GSR 289(E), dated 31st. May, 1991]**

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<sup>1</sup> Inserted by GSR 195(E), dated 18th. February, 1961

• See rule 4B.

<sup>2</sup> Inserted by GSR 555(E), dated 4th. September, 1982.

<sup>3</sup> Renumbered as '1B' by GSR 555(E), dated 4th. September, 1982.

\*\* State whether Director, Managing/ Whole-time Director, Manager or Secretary

**FORM No. 2 : Return of allotments**

Registration No. of Company ..... Nominal Capital Rs.....

**THE COMPANIES ACT, 1956**

[Pursuant to section 75(1)]

Name of company ..... Limited /Private Limited Presented by  
.....

Return of Allotments of the .....made on the following date/ dates\* ..... filed  
with the Registrar of Companies pursuant to section 75(1).

1. Shares allotted payable in cash:

Class of shares	No. of shares allotted	Nominal amount		Amount paid on application (excluding premium)	Amount paid or due and payable on allotment		Amount of premium (if any) payable on shares	Amount of discount (if any)
		Per share	Total		Paid	Due and payable		
1	2	3	4	5	6	7	8	9
1. Equity shares								
2. Preference shares other than redeemable preference shares								
3. Redeemable preference shares								

\* Insert date or dates of the allotments.

2. \*\*Shares allotted for a consideration otherwise than in cash:

- (i) Equity shares
- (ii) Preference shares
- (iii) Redeemable preference shares

Number of shares \*\*

Nominal amount of shares Rs.

Amount to be treated as paid-up on each share Rs.

The consideration for which such shares have been allotted is as follows:-

Property and assets acquired (Description) Rs.

Goodwill Rs.

Services (give nature of services ) Rs.

Other items (to be specified ) Rs.

3. Shares issued at a discount - Number of shares

Nominal amount of shares

Amount of discount per share

Paid-up per share

(A copy of the resolution for the issue of the shares at a discount with a copy of the order of the court and also a copy of the order of the Central Government where the discount exceeds 10 per cent should be attached to this return.)

4. Number of bonus shares

Nominal amount of shares

Amount to be treated as paid-up on each share Rs

(A copy of the resolution authorising the issue of the bonus shares should be attached to this return.)

Names, addresses, and occupations of the allottees.

Date of allotment	Name of allottee in full	Address and occupation of the allottee	Number of shares allotted		
			Equity	Preference shares other than redeemable preference shares	Redeemable preference shares
1	2	3	4	5	6

Dated the .....day of .....19.....

Signature .....

\_\_\_\_\_

\*\* Distinguish between preference and equity share capital specifying separately redeemable preference shares, if any.



\*\*\*Designation .....

Note : 1 When a return includes several allotments made on different dates, the actual dates of all such allotments should be entered at the top of the front page. and the registration of the return should be effected within one month of the first date.

Note : 2 A certificate signed by Director, Managing Director, Manager or Secretary to the effect that the conditions, if any, imposed by the Controller of Capital Issues [since abolished] in the order consenting to the issue of the capital represented by the shares comprised in this return, have been duly complied with, shall accompany this return.

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\*\*\* State whether Director, Managing Director, Manager or Secretary.

**<sup>1</sup>FORM No. 2A : Memorandum containing salient features of prospectus**

**COMPANIES ACT, 1956**

[See section 56(3)]

**I. General Information**

- (a) Name and address of registered office of the company
- (b) Issue listed at: [name(s) of the stock exchanges]
- (c) Opening, closing and earliest closing dates of the issue
- (d) Name and address of lead managers
- (e) Name and address of trustees under debenture trust deeds (in case of debenture issue)
- (f) Rating for the debenture/ preference shares, if any, obtained from CRISIL or any recognised rating agency.

**II. Capital Structure of the company**

- (a) Issued, subscribed and paid-up capital
- (b) Size of present issue giving separately reservation for preferential allotment to promoters and others
- (c) Paid-up capital
  - (i) after the present issue,
  - (ii) after conversion of debentures (if applicable).

**III. Terms of the present issue**

- (a) Authority for the issue, terms of payments and procedure and time schedule for allotment and issue of certificates
- (b) How to apply - availability of forms, prospectus and mode of payment
- (c) Special tax benefits to company and shareholders under the Income-tax Act, if any.

**IV. Particulars of the issue**

- (a) Objects of the issue
- (b) Project cost
- Means of financing (including contribution of promoters)

**V. Company, management and project**

- (a) History, main objects and present business of the company.
- (b) Background of promoters, managing director/ whole-time director and names of nominees of institutions, if any, on the board of directors.
- (c) Location of the project.
- (d) Plant and machinery, technology, process, etc.
- (e) Collaboration, performance guarantee, if any, or assistance in marketing by the collaborators.
- (f) Infrastructure facilities for raw materials and utilities like water, electricity, etc.
- (g) Schedule of implementation of the project and progress made so far, giving details of land acquisition, execution of civil works, installation of plant and machinery, trial production, date of commercial production, if any.
- (h) The products-
  - (i) Nature of product(s) - consumer/ industrial and end-users.
  - (ii) Existing, licensed and installed capacity of the product, demand of the product - existing, and estimated in the coming years as estimated by a Government authority or by any other reliable institution, giving source of the information.

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<sup>1</sup> Inserted by GSR 614(E), w.e.f. 1st. November, 1991

(iii) Approach to marketing and proposed marketing set up.

In case of company providing services, relevant information in regard to nature/ extent of services, etc. to be furnished.

(i) Future prospects - the expected year when the company would be able to earn net profit, declare dividend.

VI. Financial performance of the company for the last five years. (Figures to be taken from the audited annual accounts in tabular form)

(a) Balance sheet data; equity capital, reserves (state revaluation reserve, the year of revaluation and its monetary effect on assets) and borrowings.

(b) Profit and loss data: sales, gross profit, net profit, dividend paid, if any.

(c) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

(d) Stock market quotation of shares/ debentures of the company, if any (high/ low price in each of the last three years and monthly high/ low price during the last six months).

VII. Whether all payments/ refunds, debentures, fixed deposits, interest on fixed deposits, debenture interest, institutional dues have been paid up to date. If not, details of the arrears, if any, to be stated.

VIII. Following particulars in regard to the listed companies under the same management within the meaning of section 370(1B) which made any capital issue in the last three years:

(a) Name of the Company.

(b) Year of issue.

(c) Type of issue (public/ rights/ composite).

(d) Amount of issue.

(e) Date of closure of issue.

(f) Date of despatch of share/ debenture certificate completed.

(g) Date of completion of the project, where object of the issue was financing of a project.

(h) Rate of dividend paid.

IX. Management perceptions of risk factors (e.g. sensitivity to foreign exchange rate fluctuations, difficulty in availability of raw materials or in marketing of products, cost/ time overrun.)

Note: Term "year" wherever used, hereinbefore, means "financial year".

If the company does not receive application money for at least 90% of the issued amount, the entire subscription will be refunded to the applicants within ninety days from the date of closure of the issue. If there is delay in the refund of application money by more than 8 days after the company becomes liable to pay the excess amount, the company will pay interest for the delayed period, at prescribed rates in sub-sections (2) and (2A) of section 73. No statement made in this Form shall contravene any of the provisions of the Companies Act, 1956, and the rules made thereunder.

Signatures of directors

Place:

Date:

**<sup>1</sup>[FORM 2B : NOMINATION FORM**

(see rules 4CCC and 5D)

[to be filled in by individual(s) applying singly or jointly]

I/ We \_\_\_\_\_ and \_\_\_\_\_ and \_\_\_\_\_ the holders of shares/Debentures /Deposit \_\_\_\_\_ Receipt \_\_\_\_\_ bearing \_\_\_\_\_ number(s) \_\_\_\_\_ of M/s \_\_\_\_\_ wish to make a nomination and do hereby nominate the following person(s) in whom all rights of transfer and/ or amount payable in respect of shares or debentures or deposits shall vest in the event of my or our death.

Name(s) and Address(es) of Nominee(s)

Name : \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Date of Birth\* \_\_\_\_\_

\*(to be furnished in case the nominee is a minor)

\*\* The Nominee is a minor whose guardian is \_\_\_\_\_, Name and Address

\_\_\_\_\_

(\*\*To be deleted if not applicable)

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

Date : \_\_\_\_\_

Address, Name and Signature of witnesses :

Name and Address	Signature with date
1.	
2.	

\_\_\_\_\_

<sup>1</sup> Inserted by GSR 614(E), w.e.f. 1st. November, 1991

Instructions :

1. The Nomination can be made by individuals only applying/holding shares/ debentures on their own behalf singly or jointly. Non-individual including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly, all joint holders will sign the nomination form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of shares/debentures and witness.
2. A minor can be nominated by a holder of shares/debentures/deposits and in that event the name and address of the Guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination stand rescinded upon transfer of share/debenture or repayment/ renewal of deposits made.
5. Transfer of share/debenture in favour of a nominee and repayment of amount of deposit to nominee shall be a valid discharge by a company against the legal heir.
6. The intimation regarding Nomination/Nomination Form shall be filed in duplicate with Company/Registrar and Share Transfer Agents of the Company who will return one copy thereof to the share or debenture or deposits holder.]

### FORM NO. 3 : Particulars of contract relating to shares

Registration No. of Company ..... Nominal Capital : Rs.....

#### THE COMPANIES ACT, 1956

[Pursuant to section 75(2)]

Name of company ..... Limited / Private Limited.

Presented by .....

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing.

Particulars of contract relating to shares allotted as fully or partly paid-up otherwise than in cash by ..... Limited / Private Limited.....

1. The number of shares allotted as fully or partly paid-up otherwise than in cash
2. The nominal amount of each such share Rs.
3. The amount to be considered as paid-up on each such share otherwise than in cash Rs.
4. If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in (5) state the nature of such consideration, and the number of shares so allotted.
5. If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of the manner in which the purchase price is to be satisfied.
  - (1) Brief description of property
  - (2) Purchase price Rs.
- (i) Total amount considered as paid on ..... shares allotted, otherwise than in cash Rs.
  - (ii) Debentures issued Rs.
  - (iii) Cash Rs.
  - (iv) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired) Rs.
- Total purchase price Rs.
6. Give full particulars, in the following form of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:-
  - Immovable property held in absolute ownership by the company and fixed plant and machinery and other fixtures thereon<sup>1</sup>
  - Leasehold property<sup>2</sup>
  - Fixed plant and machinery on leasehold property (including tenants trade and other fixtures)
  - Other interests in immovable property<sup>3</sup>
  - Loose plant and machinery stock-in-trade, and other chattels<sup>4</sup>
  - Goodwill and benefit or contracts
  - Patents, designs, trade marks, Licenses, copyrights, etc.
  - Book and other debts
  - Cash in hand and at bank on current account, bills, notes, etc.
  - Cash on deposit at bank or elsewhere

<sup>1</sup> Omitted by GSR 289(E), dated 31st. May, 1991.

<sup>2</sup> Rule 3 renumbered as sub-rule (1) thereof by GSR 195(E), dated 18th. February, 1961.

<sup>3</sup> Inserted by GSR 195(E), dated 18th. February, 1961.

<sup>4</sup> Omitted by GSR 1570(E), dated 30th. October, 1965.

Shares, debentures and other investments  
other, property, viz.

Signature .....  
<sup>1</sup>Designation .....

Dated the ..... day of .....19 .....

1 Where such properties are sold subject to mortgage, the gross value should be shown.

2 Ibid.

3 Ibid.

4 No plant and machinery which was not in an actual state of severance on the date of the sale should be included under this head.

5 State whether Director, Managing Director, Manager or Secretary.

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<sup>1</sup> Inserted by GSR 814(E), dated 24th. June, 1961.

**FORM NO. 4 : Statement of the amount or rate per cent of the commission payable in respect of shares/ Debentures and of the number of shares/ debentures for which persons have agreed for a commission to subscribe for absolutely or conditionally**

Registration No. of Company ..... Nominal Capital : Rs.....

**THE COMPANIES ACT, 1956**

[Pursuant of section 76]

Name of company ..... Limited/ Private Limited/.....

Presented by .....

Name of company ..... Limited/ Private Limited/.....

Articles of association authorising commission

Particulars of amount paid or payable as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions for any shares/ debentures in the company, or	Paid as..... Payable Rs .....
Rate of such commission	Rate per cent .....
Date of circular or notice (if any), not being a prospectus, inviting subscriptions for the shares/ debentures and disclosing the amount or rate of the commission.	Date.....
Number of shares/ debentures which persons have agreed for a commission to subscribe	
(a) Absolutely .....	No.....
(b) Conditionally .....	No. ....
	Signature of all the directors or of their agents authorised in writing
Dated the ..... day of .....19 .....	



**<sup>1</sup>[FORM No. 4A : Declaration of solvency**

(See rule 5C)

Name of Company : \_\_\_\_\_

Address (Regd. Office): \_\_\_\_\_

\_\_\_\_\_

Presented by : \_\_\_\_\_ (Name)

\_\_\_\_\_ (Designation)

We, \_\_\_\_\_ of \_\_\_\_\_ and of \_\_\_\_\_ being all the directors of M/s. \_\_\_\_\_ do solemnly affirm and declare that we have formed the opinion that the company is capable of meeting its total liabilities and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append a statement of company's assets and liabilities as at \_\_\_\_\_ being the latest date before making of this declaration (Annexure-I).

We further declare that the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies \_\_\_\_\_

Signature \_\_\_\_\_

Name \_\_\_\_\_

Managing Director

Signature \_\_\_\_\_

Name \_\_\_\_\_

Directors

Signature \_\_\_\_\_

Name \_\_\_\_\_

Directors

Verification

And we make this solemn declaration believing the same to be true.

We solemnly declare that we have made a full enquiry into the affairs of the company including assets and liabilities of this company and that having done so and having noted that the shareholders by a special resolution have approved the buy-back of ..... (.....) (in words) number of shares / securities as per the provisions of section 77A of the Companies Act, 1956, as inserted by the Companies (Amendment) Ordinance, 1999.

Verified this day the ..... day of ....., 19.....

Signature \_\_\_\_\_

Name \_\_\_\_\_

Managing Director

Signature \_\_\_\_\_

Name \_\_\_\_\_

Directors

Signature \_\_\_\_\_

<sup>1</sup> Inserted by the Companies (Central Government's) General Rules & Forms (Amendment) Rules, 1999, w.e.f. 12th January, 1999.

Name \_\_\_\_\_  
Directors

Solemnly affirmed and declared at \_\_\_\_\_ the \_\_\_\_\_ day of \_\_\_\_\_ 19  
\_\_\_\_\_ before me.

Commissioner for Oaths and Notary Public or Justice of the Peace  
Annexure I : Statement of Assets and Liabilities

Statement as at \_\_\_\_\_ 19 \_\_\_\_\_, showing assets at estimated realisable values and  
liabilities expected to rank.

Name of the Company : \_\_\_\_\_

	Assets	
	Book Value	Estimated to realise
1. Balance at Bank		
2. Cash in hand		
3. Marketable Securities		
4. Bills Receivables		
5. Trade Debtors		
6. Loans and Advances		
7. Unpaid Calls		
8. Stock-in-trade		
9. Work in Progress viz.		
_____		
_____		
_____		
10. Freehold Property		
11. Leasehold Property		
12. Plant and Machinery		
13. Furniture, fittings, utensils, etc.		
14. Patents, Trade Marks, etc.		
15. Investments other than Marketable Securities		
16. Other property viz.		
_____		
_____		
_____		
Total:	_____	_____

Liabilities

Estimated to rank for payment (to the nearest rupee)

1. Secured on specific assets viz;  
\_\_\_\_\_
2. Secured by floating charge(s), viz;  
\_\_\_\_\_
3. Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full.
4. Unsecured creditors (amounts estimated to rank for payment)

- (a) Trade accounts
- (b) Bills payable
- (c) Accrued expenses
- (d) Other liabilities

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 -----  
 -----  
 -----

- (e) Contingent liabilities

-----  
 -----  
 -----  
 -----

Total : -----  
 -----

-  
 Total estimated value of assets  
 Total Liabilities  
 Estimated surplus after paying  
 debts in full  
 Remarks

Rs. -----  
 Rs. -----  
 -----  
 Rs. -----

-----  
 Signature -----  
 Name -----  
 Managing Director  
 Signature -----  
 Name -----  
 Directors  
 Signature -----  
 Name -----  
 Directors

Place: -----  
 Date : -----

\*The period to be filled in should not exceed 3 years.

<sup>1</sup>[FORM No. 4B

**COMPANIES ACT, 1956**

[Pursuant to section 77A(9)]

(See rule 5C also)

Register of Securities Bought Back by the (Indicate the name of the Company)

1. Date of member's special resolution authorising buy-back of securities.
2. Amount of securities authorised to be bought back.
3. Date up to which buy-back referred to at serial number 2 above to be completed.
4. Description of securities bought-back by the company :

Sl. No.	Folio number/Certificate number of securities bought back	Date of buy-back of securities	Number of securities bought back	Category to which they belong (Preference/Equity/Employees Stock Option/Sweat equity, etc.)
(1)	(2)	(3)	(4)	(5)

Name of the last holder of security	Reference to entry in register of members	*Mode of buy-back of securities	Face value of a security (Rs.)	Buy-back value paid for a security (Rs.)
(6)	(7)	(8)	(9)	(10)

Total Consideration paid for buy-back of securities Rs.	Cumulative total of column 11	Date of cancellation of securities bought back	Date of Extinguishment of securities bought back	Date of physical destruction of securities bought back	Remarks
(11)	(12)	(13)	(14)	(15)	(16)

from the existing security-holders on a proportionate basis or  
from odd open market or  
from off-lots of listed securities or  
from Employees' Stock Option or  
from Sweat Equity or  
from any other mode, if so, indicate the mode.

<sup>1</sup> Rendered redundant after the abolition of system of managing agents.

\* Indicate whether the securities have been bought back

5. Other relevant details, if any.

Place:

Signature of the person authorised to sign the register of members

Date :

Name of the above person : \_\_\_\_\_

Designation : \_\_\_\_\_

Company seal

**FORM No. 4C : Return in Respect of Buy-back of Securities  
COMPANIES ACT, 1956**

(Pursuant to section 77A(10)]

(See rule 5C also)

(Please attach separate sheets, if necessary)

1. Name of the Company : \_\_\_\_\_
2. Address of Registered Office of Company : \_\_\_\_\_
3. Registration number of the company allotted by the Registrar of Companies : \_\_\_\_\_
4. Income-tax Permanent Account Number, under Income-tax Act, 1961: \_\_\_\_\_
5. Whether the Company is listed (Indicate Yes or No) :Yes/No \_\_\_\_\_
6. If listed, give the names of stock exchanges where listed and also indicate the date and other details of listing of securities with each stock exchange : \_\_\_\_\_
7. If listed, name of merchant banker appointed by the company in terms of Securities and Exchange Board of India (Buy-back of Securities) Regulation, 1998 made under the Securities and Exchange Board of India Act, 1992: \_\_\_\_\_

8. Details of capital as on (as per latest audited balance sheet):

Sl. No.	Details of Capital	Authorised Capital (Rs.)	Subscribed Capital (Rs.)	Paid-up Capital (Rs.)
(1)	(2)	(3)	(4)	(5)
1.	Equity			
2.	Preference: (a) Redeemable (b) Convertible			
3.	Others, if any			
Total				

9. Free Reserves :  (as defined in clause (b) of Explanation to section 372A of Companies Act, 1956) As on _____  (as per latest audited balance sheet)	
10. Securities Premium Account :  As on _____  (as per the latest audited balance sheet)	

11. Proceeds of any shares or other specified securities :	
As on _____	
(as per the latest audited balance sheet)	
12. Debts:	
As on _____	
(as per the latest audited balance sheet)	
A. Secured :	
B. Unsecured :	
C. Total (A+B)	
13. Date of special resolution of members authorising buy-back of securities:	
14. Amount of securities authorised to be bought back:	
15. Date up to which buy-back of securities to be completed:	
16. Date of which earlier buy-back was authorised (give details of each earlier buy-back) :	
17. Date on which the earlier buy-back was completed:	
18. Debt to capital and free reserve ration allowed for the company:	
19. Details of Government approval for the ratio at serial number '18' above higher than 2:1	
20. Whether there is any default in the following:	
(a) Repayment of deposit	*Yes/No
(b) Repayment of interest payable on deposit referred to "(a)" above	Yes/No
(c) Repayment of debentures	Yes/No
(d) Repayment of Preference shares	Yes/No
(e) Payment of dividend to shareholders	Yes/No
(f) Repayment of term loans to any financial institution /bank	Yes/No
(g) Repayment of interest on the term loans referred to "(f)" above	
21. Whether there is any default in complying with the provisions of following sections:	

A. Section 159 (relating to Annual Return)	*Yes/No
B. Section 207 (relating to payment of dividend)	*Yes/No
C. Section 211 (relating to balance sheet/Profit and loss account)	*Yes/No

\*Strike whichever is not applicable.

22. Depreciation of securities bought-back by the company :  
( Please attach separate sheets if necessary)

Sl. No.	Folio number / Certificate number of securities bought back	Date of buy-back of securities	Number of securities bought back	Category to which they belong (Preference/ Equity/ Employees Stock Option Sweat equity, etc.)	Name of the last holder of security	Reference to entry in register of members	*Mode of buy-back of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)

Face value of a Security (Rs.)	Buy-back value paid for a security (Rs.)	Total Consideration paid for buy-back of securities Rs.	Cumulative total of column 11	Date of cancellation of securities bought back	Date of Extinguishment of securities bought back	Date of physical destruction of securities bought back	Remarks
(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)

\*Indicate whether the securities have been bought back from the existing security-holders on a proportionate basis or from the open market or from odd-lots of listed securities or from Employees' Stock Option or from Sweat Equity or from any other mode, if so, indicate the mode.

23. Particulars relating to holders of securities before buy-back :

Sl. No.	Date of Buy-back	Folio Number and Certificate Number of security bought back	Name of the last holder of security	Reference to entry in Register of members
(1)	(2)	(3)	(4)	(5)

(please attach separate sheets, if necessary)

24. Date of payment of consideration to all the shareholders from whom securities have been bought back, (Give details in respect of all such shareholders).

25. The shareholding pattern after buy-back of securities :



(Please attach separate sheets, if necessary)

Sl. No.	Category of security holders	# Shareholding pattern	
		Securities held before buy-back as on .....	Security held after buy-back as on .....
1.	Central Government		
2.	State Government		
3.	Government Companies		
4.	Public Financial Institutions		
5.	Banks		
6.	Mutual Funds		
7.	Venture Capital		
8.	Foreign Holding (FIIs/FCs/FFIs/NRIs/OCBs)		
9.	Bodies Corporates (Not mentioned above)		
10.	Employees Stock Option		
11.	Directors/Relatives of Directors		
12.	Sweat Equity		
13.	Others		

Indicate details in respect of each category of security bought back.

Place

Date

Signature \_\_\_\_\_

Name \_\_\_\_\_

Designation \_\_\_\_\_

Company seal]

**<sup>1</sup>[FORM No. 5 : Notice of consolidation, division, and etc./increase in share capital/ increase in number of members**

Registration No .....

Nominal Capital Rs.....

**THE COMPANIES ACT, 1956**  
[Pursuant to sections 95, 97/ 94A(2)/ 81(4)]

Name of the company .....

Notice is hereby given:

\* 1. In accordance with section 95 of the Companies Act, 1956 that\*\*

\*2 In accordance with section 97 of the Companies Act, 1956 that by ordinary resolution / special resolution of the company dated the ..... day of ..... 19.....

(i) the authorised share capital of the company has been increased by the addition thereto of the sum of Rs..... beyond the present authorised capital of Rs.....

(ii) that the numbers of member in the company has been increased by the addition thereto of ..... members beyond the present registered number of .....

\* 3. (i) in accordance with sub-section (3) of section 94A of the Companies Act, 1956 that the share capital of the company has been increased beyond the present authorised capital of Rs.....by Rs. .... consequent upon an order dated..... of the Central Government under sub-section (4) of section 81 or sub-section (2) of section 94 of the Act on an application made to it by .....(here mention the name of the financial institution) for conversion of debentures/ loans into shares.

(ii) a copy of the aforesaid order was received by the company from the Central Government on.....

4. The additional capital is divided as follows :

No. of shares	Class of shares	Nominal amount of each share
1	2	3

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which new shares have been issued, are as follows. (if any of the new shares are preference shares, state whether they are redeemable or not).

Signature .....  
Name .....  
(In Block Capitals)  
Designation .....

Dated this .....day of .....19.....

\*Strike out which is not applicable.

\*\*Here enter particulars of the case falling under clause (a), (b), (c), (d), (e) or (f) of sub-section (1) of section 95. If a case falls under more than one of these clauses, specify the portion falling under each clause separately.

<sup>1</sup> Substituted by GSR 555(E), dated 4th. September, 1982.

**[FORM Nos. 6, 6A, 7 AND 7A- Omitted by GSR 555 (E)]**

**<sup>1</sup>[FORM No. 7B] : Share Transfer Form**

**THE COMPANIES ACT, 1956**

[Pursuant to section 108(1A)]

Date of presentation of the prescribed authority

For the consideration stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the shares specified below subject to the conditions on which the said shares are now held by the Transferor(s) and Transferee(s) do hereby agree to accept and hold the said shares subject to the conditions aforesaid.

FULL NAME OF COMPANY	NAME OF THE RECOGNISED STOCK EXCHANGE WHERE DEALT IN, IF ANY
----------------------	--

**DESCRIPTION OF EQUITY / PREFERENCE SHARES**

No. in figures	Number in words	Consideration (in figures)	Consideration (in words)
----------------	-----------------	----------------------------	--------------------------

Distinctive numbers	From						
	To						
Corresponding Certificate Nos.							

<b>TRANSFEROR(S) [SELLER(S)] PARTICULARS</b>	<b>Regd.</b>	<b>Signature(s)</b>
	<input style="width: 100px; height: 20px;" type="text"/>	
	<b>Folio No.</b>	
Name(s) in full 1. ....		1. ....
2. ....		2. ....
3. ....		3. ....
4. ....		4. ....

<sup>1</sup> Substituted by GSR 479(E), dated 22nd. April, 1988.

<p><b>ATTESTATION</b></p> <p>I, hereby attest the signature of the Transferor(s) herein mentioned</p> <p>Signature</p> <p>Name</p> <p>Address/ Seal</p> <p>*Please see overleaf for instruction</p>	<p>Signature of Witness</p> <p>.....</p> <p>Name &amp; Address of Witness</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>Pin.....</p>
---	--

<b>TRANSFeree(S) [BUYER(S)]</b>	<b>Signature(s)</b>
<b>PARTICULARS</b>	
Name(s) 1.....	1.....
in full 2.....	2.....
3.....	3.....

	OCCUPATION	ADDRESS	FATHER'S / HUSBAND'S NAME
1.			
2.			
3.			
Transferee(s) existing Folio, if any, in same Order of Names			
Value of Stamps affixed Rs.			
DATED this ..... day of ..... One Thousand Nine Hundred ..... PLACE .....			
For office use only		Folio	Company Code
Checked by .....	Specimen Signature(s) of transferee(s)	Folio	Company Code
		1. ....	

Signatures tallied by ...	transferee(s)	2. ....
Entered in Register of Transfer No.....		3. ....
Approval Date .....		

Continuation of front page (Herein enter the Distinctive numbers when the space on the front page is found to be insufficient)

Distinctive numbers	From To							
Corresponding Certificate Nos.								

**INSTRUCTIONS FOR ATTESTATION:**

Attestation, where required (thumb impressions, marks, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorised to use the Seal of his office or a member of a recognised Stock Exchange through whom the shares are introduced or a manager of the transferor's bank.

**NOTE :**

Names must be rubber stamped preferably in a straight line. Chronological order should be maintained. Broker's Clearing Number should be stated when delivery is given by a Clearing Member Bank.

Name of delivery Broker or Clearing Number	Date	POWER OF ATTORNEY	PROBATE	DEATH CERTIFICATE
		LETTERS OF ADMINISTRATION		
		Registered with the Company  No. ....  Date .....  .....  (Signature [not initials] of Broker, Bank, Company or Stock Exchange Clearing House) *LODGED BY .....  FULL ADDRESS .....  .....  .....		

	<p><b>SHARE CERTIFICATES TO BE RETURNED TO</b></p> <p>(Fill in the name and address to which the certificates are required to be returned)</p> <p>NAME &amp; ADDRESS .....</p> <p>.....</p> <p>.....</p> <hr/> <p><b>SHARE TRANSFER STAMPS</b></p>
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\* To be filled only if the documents are lodged by a person other than the transferee.

**<sup>1</sup>FORM No. 7BB : OTC Exchange of India**

Date of presentation to the prescribed authority

[Pursuant to sub-rule (2A) of rule 5A Companies (Central Government's) General Rules and Forms,  
1956 read with section 108(1A) of the Companies Act, 1956]

**Counter Receipt and Transfer Form**

Scrip details: C.R. No. ....

Scrip Code: Scrip Name: .....

Transaction details:

Transaction id: ..... Date: ..... Time: .....

Market Maker Name: ..... Marker Maker Code .....

Quantity : ..... Rate : .....

Value (Consideration) (in figures) : .....

(in words): .....

Brokerage: ..... Stamp Duty : ..... Total Value: .....

Issuing Counter details: ..... Investor's details : .....

Counter Code : ..... Investor's Code : .....

Counter Name : ..... Investor's Name : .....

Counter's Signature : ..... Investor,s Signature : .....

Distinctive Number Range:

From	To	Quantity
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

Transfer Particulars

For the consideration of Rs. .... (Rupees ..... ) the transferor(s) named do hereby agree to transfer to the transferee(s) to be named, the shares specified in this document, subject to the conditions on which the said shares are now held by the transferor(s) and to be held by the transferee(s) do hereby agree to accept and hold the said shares subject to the conditions aforesaid:

Transferor(s) (Seller) / Transferee(s) (Buyer) Particulars

Regd. Folio No.

Code No.

Name of the Holders	Address	Signature(s)
.....	.....	.....
.....	.....	.....

<sup>1</sup>Omitted by GSR 555(E), dated 4th. September, 1982.

..... .....	..... .....	..... .....
----------------	----------------	----------------

Attestation:

.....  
Signature of witness  
Name and Address of Witness

I hereby attest the Signature of  
the Transferor(s) hereinmentioned

.....  
.....  
Signature

Name and Address/ Seal of the Counter .....

Power of Attorney/ Probate/ Death Certificate/ Letter of Administration registered with the  
Company No. .... Date .....

Signature [(not initials) of <sup>1</sup>Counter/ Bank/ Company]

<sup>2</sup>Lodged by ..... Share Certificates to be returned to

(Full in the name and address to which the  
certificates are required to be returned)

1 Counter means and includes Members and Dealers of OTCEI.

2 To be filled only if the documents are lodged by a person other than the transferee.

Terms and conditions:

1. This contract is made subject to the Rules, Bye-laws, Code of Conduct and Regulation of OTC Exchange of India and the provisions of the laws of the land for the time being in force.
2. Brokerage, where applicable, may be charged at the rates not exceeding the official scale and will be indicated in the Counter Receipt / Sale Confirmation Slip.
3. Transaction fees for every transaction and service charges for investor services may be levied as per the rates specified by OTC Exchange of India from time to time.
4. The Counter Receipt (CR) is valid for trading only at the authorised counters of OTC Exchange of India.
5. The CR authorises the holder to exchange the same for Share Certificates and vice versa, at the option of the holder.
6. The first holder of a CR is authorised to transact on behalf of all the holders. The other holders will be deemed to have given their consent for all transactions However, all the holders will have to sign on Part B of the Counter Receipt and transfer, form, in case the shares are registered in the Company's books in the investors' name. The seller/ buyer of shares will sign the transfer form as transferor/ transferee respectively.
7. Transfer would take place, within reasonable time, without reference to the relevant company, if the investor's purchase/ holding does not exceed 0.5% of the Company's paid-up capital or such other limit, as may be stipulated from time to time.
8. The transferred CR will bear the words 'Transferred CR' on the CR. The transferred CR will not indicate the details of the transaction. Therefore, the investor is advised to keep a record of it separately before sending in the CR for transfer.
9. Safe custody of any trading document of OTC Exchange of India is at the risk of the holder. The CR is a very valuable document and the holder is requested to keep it safely.



10. If a cheque issued in pursuance of the contract is dishonoured or a CR or any other trading document is found invalid, the contract is liable to be declared null and void.

11. In the event of any claim (whether admitted or not), difference or dispute arising out of this contract, the matter shall be submitted to and decided by the arbitration committee as provided in the Rules, Bye-laws and Regulations of OTC Exchange of India.

12. The jurisdiction of this contract extends to the whole of India where counters authorised by OTC Exchange of India operates.

13. In case of any dispute, notice and communications to a member or non-members shall be served in any one or more all of the following ways and any such notice or communication under (a) to (h) below shall be served at his ordinary business address and / or at his ordinary place of residence and/or his last known address:-

(a) by delivering it by hand;

(b) by sending it by registered post;

(c) by sending it under certificate of posting ;

(d) by sending it by express delivery post;

(e) by sending it by telegram;

(f) by affixing it on the door at the last known business and residential address;

(g) by its oral communication of the party in the presence of third person;

(h) by advertising it at least once in any daily newspaper published in Bombay.

14. All dealing, transactions and contracts which are subject to the Rules, Regulations and Bye-laws of the Exchange and every arbitrating agreement to which the Rules, Regulations and Bye-laws of the Exchange apply shall be deemed in all respects to be subject to the Rules, Regulations and Bye-laws of the Exchange and shall take effect as wholly made, entered into and to be performed in the whole of India and parties to such dealings, transactions, contracts or agreements shall be deemed to have submitted to the jurisdiction of the Courts all over India for the purpose of giving effect to the Rules, Regulations and Bye-laws of the Exchange.

15. Upon the sale of the said shares, the transferee authorises the company or OTC Exchange of India or any persons(s) authorised by OTC Exchange of India in this regard, to treat the above declaration as authority for transferring the said shares to the subsequent person(s) who request the said shares to be transferred in the latter's name.

**<sup>1</sup>[FORM 7C] : Application for extension of time under section 108 (1D)**

**THE COMPANIES ACT, 1956**  
[Pursuant to section 108(1D)]

Registrar of Companies  
Regional Director.

SUB: Extension of time under section 108(1D) of the Companies Act, 1956.

Dear Sir,

I beg to apply for extension of time under section 108(1D) of the Companies Act, 1956, and request you to kindly accord the same at an early date.

The brief particulars in respect of my holding are as under:-

1. Name of the company (with address) whose shares are the subject of transfer
2. Name and address of the applicant seeking extension of time
3. Number and nominal value of the shares involved in each instrument of transfer
4. Name of the transferee
5. Date of execution of the transfer
6. Date of expiry of the period of validity of the instruments of transfer in question
7. Whether the applicant is still the rightful holder of the transfer forms
8. Name of the person in whose favour the shares stand registered in the books of the company.
9. Reasons given by the applicant for the extension of time asked for
10. Particulars of payment of the application fee

Dated .....

Signature .....

**INSTRUCTIONS ON THIS APPLICATION**

1. It is made under section 108(1D) of the Companies Act, 1956, and it is presumed that the applicant and other parties to the transfer deed to be revalidated are fully aware of the contents and legal implications related to the matters of transfer of shares. It should be complete in all respects and accompanied by necessary fees. Extension of validity will be provided for a specified period from the date of revalidation based on the contents of the application. Responsibility for the truth, correctness and legal validity of this application and the transfer deeds related thereto rests entirely with the applicant and extension will be provided based on this.

2. Where the transferees are companies, compliance with the provisions of sections 49 and 372 (if applicable) of the Act should be ensured by the applicants to the satisfaction of Registrar of Companies.

3. Payment of fees.- Table of fees per each transfer deed.

Nominal face value of shares involved in the transfer deed	Fee Payable
Up to Rs. 5,000	Rs. 5
Above Rs. 5,000	Rs. 50

Mode of payment.- The amount may be paid in cash at the ROC's Office or by Bank DD or pay order favoring .....to be attached to the application. Particulars of payment such as cash or DD or pay order No. and date to be furnished in column No. 10 of the application.

<sup>1</sup> Inserted by GSR 788(E), dated 29th. November, 1999.

4. Attestation.- In case of transfer deeds requiring attestation (in cases like thumb impressions,, marks, signature differences. etc.) the attestation may be done on the Transfer deed itself by a Magistrate, Special Executive Magistrate, Notary Public or a similar authority holding a public office and authorised to use the seal of his office, member of a recognised Stock Exchange through whom the shares are sold or a manager of the transferor's bank.

5. Applications can be lodged at the cash counters of the offices of the Registrars of Companies.]

**<sup>1</sup>[FORM No. 7D : Form of application for approval of the Central Government for acquisition of shares**

**THE COMPANIES ACT, 1956**

(See rule 5B)

1. Name and address of the applicant.
2. Names of directors of the applicant: if the applicant is a company, give details of other directorships, partnerships and proprietorship held by them.
3. Proposal for which the approval of Central Government is sought under section 108 A(1) of the Act.
4. Name and address of Registered Office of the company whose shares are proposed to be acquired.
5. Whether the applicant is dominant undertaking under section 2(d) of the Monopolies and Restrictive Trade Practices Act.
6. Whether the applicant is the owner in relation to a dominant undertaking or would be, as a result of such acquisition of shares, the owner of a dominant undertaking, as defined in section 2(d) of the Monopolies and Restrictive Trade Practices Act, 1969. If so, the particulars thereof.
7. Whether the company whose shares are proposed to be acquired is a dominant undertaking.
8. Names of the directors of the company whose shares are to be acquired.
9. Details of the proposed investment.
  - (a) Number and nominal value of shares proposed to be acquired.
  - (b) Whether the proposed shares are to be acquired as a result of any transfer or as a result of fresh issue by the company.
  - (c) Whether the shares are to be beneficially held by the applicant.
  - (d) Rate at which the shares are to be acquired and full justification for the same.
  - (e) Amount to be invested.
  - (f) Whether the shares are quoted in any stock exchange. If so, the price at which shares are quoted, date of quotation and name of stock exchange.
  - (g) Form of payment.
  - (h) Break-up value of shares as per Annexure I.
    - (i) Value of share based on yield in accordance with the method of calculations shown in Annexure II.
10. (a) Whether the assets of the company whose shares are proposed to be acquired were valued by the management with the assistance of a valuer during the last two years. A statement in respect of the value of assets together with the basis of valuation may be attached to the application.
  - (b) In case the fixed assets of the company whose shares are proposed to be acquired have been revalued at any time, full details thereof.
11. Full details of the persons (name, address, etc.) from whom the shares are proposed to be acquired.
12. The purpose proposed to be served by acquiring shares and in what ways it is in the interest of the applicant company.
13. Pattern of the shareholding of the applicant company.

---

<sup>1</sup> Inserted by GSR 754(E), dated 26th. December, 1991.

Sl. No	Name	No. of ordinary shares held	Percentage of ordinary shares
1.	Financial institutions/ Government companies/ Corporations (by individual names)		
2.	Banks other than financial institutions		
3.	Non-residents		
4.	Bodies corporate inter-connected with the applicant company		
5.	Other bodies corporate		
6.	Directors		
7.	Central Government or State Government		
8.	Others		

14. Pattern of shareholding as at present and after acquisition of shares in the company whose shares are to be acquired.

Sl. No	Name	No. of equity shares held (existing/ after)	Percentage to equity capital (existing/ after)
1.	Financial institutions as defined in section 2 (da) of the Monopolies and Restrictive Trade Practices Act, 1969		
2.	Non-residents (individuals, foreign companies, etc.		
3.	Directors and their relatives and constituents of group		
4.	Inter-connected bodies corporate / firms of group		
5.	Indian public.		

- Notes- 1. In case the shareholding of any individual/ constituent exceeds one per cent of the total equity capital of company, please indicate the name of each such shareholder and the shares held by such shareholder separately.
2. Please indicate how the shareholding of the applicant together with the inter connected constituents of the group exceeds or will exceed after the proposed purchase of shares, twenty-five per cent of the total nominal value of the equity share capital of the company warranting application under section 108A of the Act.
15. (a) Whether the shares are to be acquired in his/its own name or in the name of any other person. If the shares are to be acquired in the name of any other person, give full particulars thereof with relationship, if any.
- (b) if the answer to (a) above is in the affirmative, the reason therefor.
16. Relationship/ association, if any, of the person acquiring the shares with the transferor(s) and with the directors of the company whose shares are proposed to be acquired.
17. (a) Details of funds available out of which the shares are proposed to be acquired. (In case, the applicant is a company, cash flow statement for five years including the year in which transfer is proposed shall be attached.)
- (b) In any part of the amount to be invested is to be financed by borrowing, the amount of loan and sources of finance with terms regarding repayment interest, security, etc, to be stated.
18. (a) Whether the provisions of sub-section (4) of section 372 of the Act or the provisions of any other law are applicable in respect of the above transaction. If so, whether they have been complied with. Please give particulars.
- (b) Whether the approval under the Foreign Exchange Regulation Act, 1973, is needed to the proposed acquisition. If so, it may be stated whether necessary approval has been obtained. A copy of the said approval may be enclosed.
- (c) Whether rules 40A and 40B of listing agreement of stock exchange are applicable: give particulars.
- (d) Indicate the relevant clauses of memorandum and articles of association for the proposal.
19. Whether there will be any change in the composition of the board of directors of the company whose shares are proposed to be acquired as a result of the proposed acquisition? If so, give details.
20. Any other information which the company wants to furnish.
21. Please enclose the following:
- (i) A challan/ bank draft towards prescribed application fees.
- (ii) One copy of the audited balance sheet and profit and loss account of the company whose shares are proposed to be acquired for each of the last three years immediately preceding the year in which the shares are proposed to be acquired.
- (iii) One copy of the audited balance sheet and profit and loss account of the applicant for each of the three years immediately preceding the year in which the shares are proposed to be acquired, if the applicant is a company.
- I/ We solemnly declare that the facts stated in this application are true to the best of my /our knowledge and the other facts are true to the best of my/our information and belief.

Signature of the applicant

Designation/ description

Date:

Notes:- (a) If this application is incomplete in any respect, the deficiency will be pointed out to the applicant and the period of 60 days mentioned in section 108E of the Act will count from the date from which such deficiency is set right.

(b) The application form together with the enclosures shall be furnished in triplicate.

(c) The information in respect of items 9(h), (9)(i), 10(b), 17(a) and 17(b) need not be furnished if the nominal value of the shares proposed to be acquired is less than Rs. 10,000.

ANNEXURE I : Break-up value of shares as per the latest balance sheet

		(Rupees in thousands)
Paid-up capital		.....
Add: Reserves and surplus:		.....
Less:		
	(a) Miscellaneous expenditure to the extent not written off	.....
	(b) Debit balance of profit and loss account	.....
	(c) Arrears of depreciation not provided for	.....
	(d) Contingent liabilities such as	
	(i) Gratuity, taxes, etc., with details	.....
	(ii) Dividends proposed to be paid out of reserves.	.....
	(iii) Income-tax liability not provided for	.....
Total net worth		A
Preference capital		B
Net worth of equity		A-B
Break-up value per equity share		A-B
Total No. of equity shares		

ANNEXURE II : Value of shares based on yield  
(Figures to be given from balance sheets for the last three years)

	Year ending	Year ending	Year ending
Profit (after depreciation but before tax and after providing for development rebate reserve)	.....	.....	.....
Add: Development rebate reserve	.....	.....	.....
Loss on sale of assets and any item of expenditure of non-recurring nature.	.....	.....	.....
A:	A1	A2	A3
Less:			
(i) Dividends on investments (other than trade investments)	.....	.....	.....
(ii) Interest on Government securities	.....	.....	.....
(iii) Profit on sale of fixed	.....	.....	.....



assets/investments and other non-business profits			
(iv) Excess provision written back	.....	.....	.....
B:	B1	B2	B3
Pre-tax profit : C= (A-B)	C1	C2	C3
*Average yearly pre-tax profit :			
(C1+C2+C3)	= 1/3rd C		
Less:			
Estimated tax liability @ 60%	=T		
Average net profits after taxation (C-T) = D			
Capitalising 'D' at 15% return:	$\frac{D \times 100}{15} = E$		
Add:			
Market value of investment on which dividend has been deducted in the above calculation :	F		
Net worth : (E+F)	G		
Less: Preference capital	H		
Net worth of equity	G-H		
Net worth of one equity share	G-H		
	No. of equity shares		

\* Note - In case profit fluctuates considerably during the last three years, average of five years working should be taken.