

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Section 285(5) and Regulation 59 & 30]

**INFORMATION TO BE FURNISHED IN RELATION TO ANY OFFER OF A
SCHEME OR CONTRACT INVOLVING THE TRANSFER OF SHARES OR
ANY CLASS OF SHARES IN THE TRANSFEROR COMPANY TO THE
TRANSFeree COMPANY**

PART-I

(Please complete in bold capital letters)

1.1 CUIIN (Registration Number)

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1.2 Name of the Company

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1.3 Fee Payment Details

1.3.1 Challan No

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1.3.2 Amount

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PART-II

2.1 Name of the transferee company making the offer or issuing any circular in connection with the offer.

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2.2 Capital structure of the transferee Company;

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2.3 Management structure of the transferee Company (composition of Board of Directors and particulars regarding Chief Executive).

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2.4 Extent of shareholding of the Chief Executive, Directors, Secretary or their associates in the transferee Company.

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2.5 Extent of shareholding of the Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates of the transferee Company in the transferor Company.

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2.6 If the offer is being made on behalf of the Company by any other person,

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the interest of the person in the Company which is making the offer	
2.7 Name of the transferor Company	
2.8 Capital structure of the transferor Company	
2.9 Management structure (composition of Board of Directors, and particulars regarding Chief Executive).	
2.10 Extent of shareholdings of the Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates, if any, of the transferor Company in the transferor and transferee Companies	
2.11 A summary of the financial position of the transferee and transferor Companies to be given separately in the pro forma contained in the Appendix	
2.12 The prices offered for the purchase of the shares of the transferor company; or	
2.13 Full particulars of the consideration offered other than cash for the purchase of shares of the transferor company.	
2.14 If the consideration offered involved allotment of shares in transferee company, then specify full particulars of;	
2.14.1 shares;	
2.14.2 the right attached thereto;	
2.14.3 basis of valuation of shares of transferor company.	
2.14.4 valuation of the shares of transferee company proposed to be allotted.	
2.15 Sources from which the transferee Company proposes to pay for the acquisition of the said shares, if the consideration is cash.	

- 2.16 Details of transfers of shares in the transferor Company by its Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates in the two years preceding the offer.
- 2.17 Reasons for which the offer has been recommended for acceptance by the members of the transferor Company by its Directors. Every recommendation to the members of the transferor Company shall also contain a statement of the interest of its Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates in the transferee Company.
- 2.18 The transferee company has taken necessary steps to ensure the availability of cash for the purpose of clause (b) of sub-section (5) of section 285;
- 2.19 A certificate from the Auditor of the transferee Company that the information contained in the offer/ recommendation is correct is attached.
- 2.20 Financial liquidity position of the Company according to the latest audited balance sheet.

		Rs.	Rs.
2.20.1	Current assets (including investments other than trade investments and investments in subsidiary Companies		
2.20.2	Less		
2.20.3	Current liabilities (including short-term loans liabilities).		
2.20.4	Liquid Surplus Add _____		
2.20.5	Fixed Assets		
2.20.6	Trade investments and investments in subsidiary Companies		
	Less		
2.20.7	Long term loans and liabilities		
2.20.8	Net worth as on _____ (date of statement of financial position)		
2.20.9	Note: In making the above computation of net worth, adjustment in respect of the following items shall be made:-		
2.20.10	Intangible assets, e.g., goodwill, etc.		

2.20.11	Doubtful assets, e.g. doubtful and bade debts, etc.	_____	_____
2.20.12	Deferred revenue expenditure	_____	_____
2.20.13	Accumulated losses	_____	_____
2.20.14	Arrears of depreciation	_____	_____
2.20.15	Any other amount, appearing in the statement of financial position required to be deducted in accordance with accounting practices.	_____	_____
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	Total	_____	_____

2.21 RECONCILIATION OF NET WORTH

		Rs.	Rs.
2.21.1	Paid up Capital		
	Add _____		
2.21.2	Reserves (Please specify details)		
2.21.3	Less _____		
2.21.4	Intangible assets and any other amount required to be deducted (vide note above)	-----	-----
2.21.5	Net worth as on.....		

PART-III

3.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

- (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and
- (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2 Name of Authorized Officer with designation/ Authorized Intermediary

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3.3 Signatures

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3.4 Registration No of Authorized Intermediary, if applicable

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3.5 Date

Day	Month	Year								
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Enclosures:

1. A certificate from the Auditor of the transferee Company that the information contained in the offer/ recommendation is correct.
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)
3. Any other document as deemed necessary.