

FORM NO. 2A

Memorandum containing salient features of prospectus

[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 institution, 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

(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 RECORD 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.)

Place

Date

Signature of directors

