

FORM NO. 35

Registration No. of Transferee Company

No., if any, of Transferor Company

THE COMPANIES ACT, 1956

Notice to dissenting shareholders

[Pursuant to section 395]

“the transferor company”] *Limited/Private Limited*¹ [hereinafter called

Notice by *Limited/Private Limited*² [hereinafter called “the transferee company”]

To _____³

Whereas on the _____ day of _____ 20____ the transferee company made an offer to all the holders of shares⁴ in the transferor company [state shortly the nature of the offer].

And

Whereas up to the _____ day of _____ 20____ being a date within four months of the date of the making thereof such offer was approved by the holders of not less than nine-tenths in value of the said _____ shares⁴, other than shares already held at the date of the offer by or by a nominee for the transferee company or its subsidiary.

Now, therefore, the transferee company in pursuance of the provisions of section 395(1) of the Companies Act, 1956, hereby gives you notice that it desires to acquire the _____ shares⁴ held by you in the transferor company.

And further take notice that unless, upon application made to the Court by you the said _____³, on or before the _____ day of _____ 20____, being one month from the date of this notice, the Court thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the _____ shares⁴ held by you in the transferor company on the terms of the above-mentioned offer, approved by the approving shareholders⁴ in the said company.

Dated the _____ *day of* _____ 20____

*Signature for*²

*Designation*⁵

1. Name of transferor company.
2. Name of transferee company.
3. Name(s) and address(es) of dissenting shareholder(s).
4. If the offer is limited to a certain class or classes of shareholders, state description of that class or those classes.
5. State whether director, managing director, manager or secretary.