

FORM NO. 35A

Registration No. of Company

Nominal Capital : Rs.

THE COMPANIES ACT, 1956

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**

[Pursuant to section 395(4A)(a)(i)]

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

[TRANSFEREE COMPANY]

(a) Management structure (composition of board of directors and particulars regarding manager and managing director, if any)

(b) Capital structure

(c) The extent of shareholdings of the directors, manager, managing director (or their associates)

(d) The extent of shareholdings of the directors, manager, managing director (or their associates) in the transferor company

(e) If the offer is being made on behalf of a company by any other person, the interest of the person in the company which is making the offer

[TRANSFEROR COMPANY]

2. (a) Name

(b) Management structure (composition of board of directors and particulars regarding manager and managing director, if any)

(c) Capital structure

(d) The extent of shareholdings of the directors, manager, managing director (or their associates) in the transferor and transferee companies

3. A summary of the financial position of the last three years of the transferee and transferor companies is given separately in the proforma contained in the Appendix

4. The price or consideration offered for the purchase of the shares of the transferor company. If consideration is other than cash, full particulars thereof and where such consideration involves the allotment of shares in the transferee company, full particulars of the shares and the rights attached thereto shall be specified and the basis of valuation of the shares of the transferor company. In case where the consideration is the allotment of shares of the transferee company, full particulars of the valuation of the shares of the transferee company proposed to be allotted shall also be furnished

5. Sources from which the transferee company proposes to pay for the acquisition of the said shares, if the consideration is cash

6. Details of transfers of shares in the transferor company by its directors, manager, managing director (or their associates) in the two years preceding the offer

7. 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 interests of its directors, manager, managing director (or their associates) in the transferee company

8. A certificate from the auditors of the transferor company that the information contained in the offer/recommendation is correct.

Signature

Name
(in block capitals)

Designation

APPENDIX TO FORM 35A
Financial and liquidity position of the company according to
the latest balance sheet

	<i>Rs.</i>	<i>Rs.</i>
<i>Current assets</i> [including investments other than trade investments and investments in subsidiary and/or managed companies]		
<i>Less :</i> <i>Current liabilities</i> [including short-term loans and liabilities]		
<i>Liquid surplus</i>		
<i>Add :</i> (a) Fixed assets		
(b) Trade investments and investments in subsidiary and/or managed companies		
<i>Less :</i> Long-term loans and liabilities		
NET WORTH as on [Date of balance-sheet]		

Total

	<i>Rs.</i>	<i>Rs.</i>
<i>Reconciliation of net worth</i>		
Paid-up Capital		
<i>Add :</i> Reserves (Please specify details)		
<i>Less :</i> Intangible assets and other amount required to be deducted (<i>vide</i> Note above)		
NET WORTH as on [Date of balance-sheet]		