

Form PAS-1

[Pursuant to section 27(1) and rule7(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

Advertisement giving details of notice of special resolution for varying the terms of any contract referred to in the prospectus or altering the objects for which the prospectus was issued

Corporate Identification Number (CIN) -
Name of the company-
Registered office address-

Public Notice

Notice is hereby given that by a resolution dated....., the Board has proposed to vary the terms of the contract referred to in the prospectus dated..... (or to alter the object(s) for which the prospectus dated..... was issued) issued in connection with issue of [number and description of securities] at an issue price of Rs. ___/- per [description of security] aggregating to Rs. _____/.

In pursuance of the said resolution, further notice is given that for approving the said proposition, a special resolution is to be passed by postal ballot.

The details regarding such variation/alteration are as follows-

- 1) Particulars of the terms of the contract to be varied (or objects to be altered)-
- 2) Particulars of the proposed variation/alteration-
- 3) Reasons/justification for the variation-
- 4) Effect of the proposed variation/alteration on the financial position of the company-
- 5) Major Risk factors pertaining to the new Objects
- 6) Names of Directors who voted against the proposed variation/alteration

Any interested person may obtain the copy of the special resolution along with the explanatory statement free of charge at the registered office of the company or at the office of its Company Secretary Shri..... at..... or visit the website of the Company viz. ----- for a copy of the same.

Signature

Date

Place

FORM PAS.2

[Pursuant to section 31(2) of the Companies Act, 2013 and rule 10 of Companies (Prospectus and Allotment of Securities) Rules, 2014]

**Information Memorandum**

Form language English Hindi

Refer the instruction kit for filing the form.

1. Particulars of the company

(a) *Corporate Identification Number (CIN)

(b) Global Location number

(c) Name of the company

(d) Address of Registered office of the company

(e) email id of the company

2. *Details of Shelf Prospectus

(a) Reference details

(b) Date of filing with Registrar

(c) Date of issue

(d) Period of validity of shelf prospectus

3. *Details of securities being offered

Particulars	Total Number of securities Offered under the Shelf Prospectus	Number of securities allotted prior to the present offer	Number of securities offered under the present offer
Kind of security			

Face value per security (in Rs.)			
Premium per security (in Rs.)			
Issue price per security			

4. Date wise details of charges created on the assets / properties of the company since first offer or previous offer of securities –

*Number of charges created

I. Particulars of charges created

(a) *Date of creation of charge

(b) *Purpose for which charge has been created

(c) *Amount for which charge has been created

(d) *Period of charge (in months)

(e) *Details of assets / property on which charge has been created

(f) *Name of the charge holder

(g) Brief terms and conditions of the charge

5. *Change in financial position of the company – (Pre allotment and post allotment)

Particulars	Pre allotment	Post allotment
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Equity share capital		
Preference share capital		
Reserve and surplus		
Debt		
Secured debts		
Unsecured debts		
Total		

6. Changes in the Share Capital, i.e. Capitalization Statement-
Number of times reserves capitalized

Particulars	
Name of the reserve	
Nature of reserve	
Capitalized amount of the reserve	
Number of shares issued	
Par value of the shares issued	

7. Changes in accounting policies

8. Change in the risk factors as stated in the Shelf Prospectus and in the information memorandum filed with respect to previous offer

9. Economic changes that may affect income from continuing operations

10. Any significant changes in the activities of the company, which may have a material effect on the profit/loss of the company, including the loss of agencies or markets and similar factors

11. *Changes in the total turnover of each major industry segment in which the issuer operates

12. Any significant legal proceedings initiated by the company or against the company or its directors, the outcome of which could have an adverse impact on the company

13. Any significant claim made by any person or any authority against the company

14. Any significant change in the business environment of the company whether technological, financial, market related , government policy or otherwise , adversely affecting, in present or in future, the business of the company

15. Any significant change in the management or ownership of the company

16. Any other change which may reasonably influence the investment decision of an investor

17. *Gist of details of proposed objects with reference to the current offering including project plan, financial details, time period of meeting the objects and other relevant factors

Attachments:

1. Optional attachment(s), if any.

Declaration

I * am authorized by the Board of Directors of the Company vide resolution no* dated* to sign this form and declare that all the

requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

To be digitally signed by

DSC Box

*Designation

*Director identification number of the director or Managing Director; or DIN or PAN of the manager/CEO/CFO; or Membership number of the Company Secretary

FORM PAS. 3**Return of Allotment**

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014]

Form language English Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate identity number (CIN) of company

Pre - Fill

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. Securities allotted payable in cash

*Number of allotments

(i)*Date of allotment

(DD/MM/YYYY)

(ii)(a)Date of passing shareholders' resolution

(b)SRN of Form No MGT-14

Particulars	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Preference shares	Equity shares without Differential rights	Equity Shares with differential rights	Debentures
Brief particulars of terms and conditions				
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount paid per security on application (excluding premium) (in Rs.)				
Total amount paid on application (excluding premium) (in Rs.)				
Amount due and payable on allotment				

per security (excluding premium) (in Rs.)				
Total amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)				
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any) (in Rs.)				
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any)(in Rs.)				
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				

4. Securities allotted for consideration other than cash

*Number of allotments
 (i)*Date of allotment (DD/MM/YYYY)
 (ii)(a)Date of passing shareholders' resolution
 (b)SRN of Form No MGT-14

Particulars	<input type="checkbox"/> Preference shares	<input type="checkbox"/> Equity shares without differential rights	<input type="checkbox"/> Equity shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any)(in Rs.)				

Total discount amount (if any) (in Rs.)				
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(iv)*Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount inRs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)*Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract).

Yes No

(vi) Whether valuation report of the Valuer has been obtained. Yes No

5. Bonus shares issued

- (a) Date of allotment
 (b) Number of bonus shares
 (c) Nominal amount per share (in Rs.)
 (d) Amount to be treated as paid up per share (in Rs.)
 (e)*Date of passing special resolution
 (f) *SRN of relevant form relating to special resolution

6. In respect of private placement –

- (a) Category to whom allotment is being made: (check box)
 (Categories: Existing shareholders, Employees, directors, Qualified Institutional Buyers, Others)
- (b) Declaration that in respect of preferential allotment or private placement the company has: (check box)
- allotted relevant securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- not allotted securities with an application size of less than twenty thousand per person;
- offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- completed allotment in respect of earlier private placement offers;

7. Capital Structure of the company after taking in to consideration the above allotments(s) of shares :

Particulars	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares				
Nominal amount per equity share				
Total amount of equity shares				
Number of preference shares				
Nominal value per preference share				
Total amount of preference shares				
Unclassified shares				
Total amount of unclassified shares				
Total				

- received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- Maintained a complete record of such offers and acceptances in Form No. PAS-5.

8. *Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures			
Secured loans			
Others, specify			

9. *Whether complete list of allottees has been enclosed as an attachment. o Yes o No
In case 'No', submit details in a CD separately.

Attachments:

- *List of allottees. Attach separate list for each allotment (refer instruction kit for format).If not attached, then it shall be submitted separately in a CD.
- *Copy of Board or Shareholders' resolution.
- Valuation Report from the valuer, if any;

4. Copy of contract where shares have been allotted for consideration other than cash or attachment wherein the details of contract reduced in writing by the company , if any;
5. Copy of the special resolution authorizing the issue of bonus shares;
6. Complete record of private placement offers and acceptances in Form PAS-5.
7. Optional attachment(s), if any.

Declaration

I am authorized by the Board of Directors of the Company vide resolution number* dated* to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

To be digitally signed by

DSC Box

*Designation [(Drop down): Director or Managing

Director or Manager or Company Secretary or CEO or CFO]

*Director identification number of the director or Managing

Director; or DIN or PAN of the manager/CEO/CFO; or

Membership number of the Company Secretary

FORM NO PAS-4**PRIVATE PLACEMENT OFFER LETTER**

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

The Private Placement Offer Letter shall contain the following:

1. GENERAL INFORMATION

- a. Name, address, website and other contact details of the company indicating both registered office and corporate office;
- b. Date of incorporation of the company;
- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;
- d. Brief particulars of the management of the company;
- e. Names, addresses, DIN and occupations of the directors;
- f. Management's perception of risk factors;
- g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –
 - i) statutory dues;
 - ii) debentures and interest thereon;
 - iii) deposits and interest thereon;
 - iv) loan from any bank or financial institution and interest thereon.
- h. Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;

2. PARTICULARS OF THE OFFER

- a. Date of passing of board resolution;
- b. Date of passing of resolution in the general meeting, authorizing the offer of securities;
- c. Kinds of securities offered (i.e. whether share or debenture) and class of security;
- d. price at which the security is being offered including the premium, if any, alongwith justification of the price;
- e. name and address of the valuer who performed valuation of the security offered;
- f. Amount which the company intends to raise by way of securities;
- g. Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;

- h. Proposed time schedule for which the offer letter is valid;
- i. Purposes and objects of the offer;
- j. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;
- k. Principle terms of assets charged as security, if applicable;

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

- i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.
- ii. details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed
- iii. remuneration of directors (during the current year and last three financial years);
- iv Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided
- v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark
- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries
- vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company

4. FINANCIAL POSITION OF THE COMPANY

- (a) the capital structure of the company in the following manner in a tabular form-

(i) (a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);

(b) size of the present offer;

(c) paid up capital

(A) after the offer;

(B) after conversion of convertible instruments (if applicable)

(d) share premium account (before and after the offer)

(ii) the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration

Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;

(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

(c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;

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

5. A DECLARATION BY THE DIRECTORS THAT-

a. the company has complied with the provisions of the Act and the rules made thereunder;

b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;

c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution number _____ dated _____ to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed

Date:

Place:

Attachments:-

Copy of board resolution

Copy of shareholders resolution

Copy of _____

Optional attachments, if any

Form PAS-5

(Section 42(7) and Rule 14(3) of *Companies (Prospectus and Allotment of Securities) Rules, 2014*)

Record of a private placement offer to be kept by the company

Name of the Company:

Registered office of the Company:

CIN:

DETAILS OF PRIVATE PLACEMENT OFFER :

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter :

Amount of the offer:

Date of circulation of private placement offer letter:

Following details (in a tabulate statement) of the persons to whom private placement offer letter has been circulated :-

(i) Name

(ii) Father's name

(iii) Complete Address including Flat/House Number, Street, Locality, Pin Code

(iv) Phone number, if any

(V) email ID, if any

(VI) Initial of the Officer of the company designated to keep the Record

[F. No. 1/21/2013-CI-V]
RENUKA KUMAR, Jt. Secy.

अधिसूचना
नई दिल्ली 31 मार्च, 2014