

**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)  
(c) The extent of share holdings of the directors, manager, managing director (or their associates).  
(d) The extent of share holdings 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 share holdings 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 prices 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 Letters)  
Designation.....

- Notes: (1) Statement pursuant to sub-clause (ii) of clause (a) of sub-section (4) of section 395 shall be furnished separately.  
(2) Attention is invited to section 320 of the Companies Act, 1956.

APPENDIX TO FORM 35A

**Financial and liquidity position of the company according to the latest balance sheet**

Current assets [Including investments other than trade investments and investments in subsidiary and/or managed companies]	Rs.	Rs.
<i>Less</i> Current liabilities (including short-term loans and liabilities)		
Liquid surplus		
<i>Add</i> (a) Fixed assets (b) Trade investments and investments in subsidiary and/or managed companies.	Rs.	Rs.
<i>Less</i> Long-term loans and liabilities New worth as on.....		

(Date of balance sheet)

Note: In making the above computation of net worth, adjustments in respect of the following items shall be made:  
(i) Intangible assets, eg., goodwill, etc.  
(ii) Doubtful assets, e.g., doubtful and bad debts. etc.  
(iii) Deferred revenue expenditure  
(iv) Accumulated losses  
(v) Arrears of depreciation  
(vi) Arrears of preference shares dividend  
(vii) Any other amount, appearing in the balance sheet, required to be deducted in accordance with accounting practice

	TOTAL	.....
Reconciliation of net worth		
Paid up capital		
<i>Add</i> Reserves (Please specify details)		.....
Reserves (Please specify details)		
<i>Less</i> Intangible assets and other amount required to be deducted (vide note above)		.....
Net worth as on.....		.....
(Date of balancesheet)		