DRAFT RULES UNDER CHAPTER XV OF THE COMPANIES ACT, 2013

COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS.

FORM No. 15.1

[See rule 15.1(1)]

[HEADING AS IN FORM NO. 4 of National Company Law Tribunal Rules, 2013]

Company Application No ..... of 20….

..... Applicant(s)

Affidavit

I, ….., son of... ..... , aged ..... residing at... , do solemnly affirm and say as follows:-

1. I am a director/secretary/ ..... ./of... Ltd., the applicant in the above matter and am duly authorised by the said applicant to make this affidavit on its behalf.

2. The statements made in paragraphs ……..of the application are true to my knowledge, and the statements made in paragraphs ..... are based on information, and I believe them to be true.

Solemnly affirmed, etc.

Sd/-

VERIFICATION

Sd/-

Form No. 15.2

Creditor's Responsibility Statement

[Pursuant to section 230(2)(c)(i) & rule 15.2]

I/ We, ……, the creditors of M/s…… for an amount of Rs. ……. as on …… do hereby declare that I / we have read and understood the proposed corporate debt restructuring scheme and am / are of the view that it is in my/our best interest to concur with the scheme.

I/ We further declare that the debt is owed to me / us by the company or the liability was created by the company in my/ our favor in good faith and in the ordinary course of business of the company;

I/We believe that the scheme does not give me/us any fraudulent preference at the cost of any secured/unsecured Creditors.

Signature of creditor

Date:

Place:

FORM NO. 15.3

[See rule 15.3]

[HEADING AS IN FORM NO. 4 of National Company Law Tribunal Rules, 2013]

Company Application No …… of 20….

…….. Applicant(s)

Notice convening meeting of creditors/shareholders etc.

Notice is hereby given that by an order. dated the …… 20 ... the Tribunal has directed a meeting (or separate meetings) to be held of [here mention 'debenture holders'. or 'first debenture holders' or' second debenture holders' or 'unsecured creditors' or 'secured creditors' or 'preference shareholders' or 'equity shareholders' as the case may be whose meeting or meetings have to be held] of the said company for the purpose of considering, and if thought fit, approving with or without modification, the compromise or arrangement proposed to be made between the said company and (here mention the class of creditors or members with whom the compromise or arrangement is to be made) of the company aforesaid.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of (here set out the class of creditors or members whose meeting has to be held) of the said company will be held at.. . on .... day . the ... day of... ..... 20 ... at.. ..... o'clock in the noon at which time and place the said (here mention the class of creditors or members) are requested to attend

[Where separate meetings of classes of creditors or members are to be held, set them out separately with the place, date and time of the meeting in each case.]

Copies of the said compromise or arrangement, and of the statement under section 230 can be had free of charge at the registered office of the company or at the office of its authorized representative Shri... .. at.. ..... . Persons entitled to attend and vote at the meeting (or respective meetings), may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at... .... note later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Company.

The Tribunal has appointed Shri ..... .and failing him, Shri.. as chairman of the said meeting (or several meetings). The abovementioned compromise or arrangement, if approved by the meeting, will be subject to the subsequent approval of the tribunal.
Dated this .... day of.. .... .20…..
Chairman appointed for the meeting
(or as the case may be)

*****

FORM NO. 15.4

NOTICE TO CENTRAL GOVERNMENT, REGULATORY AUTHORITIES

[Pursuant to section 230(5) & rule 15.4(1)]

In the Matter of compromise and / or arrangement of

……

To,

The Central Government/

The Income-Tax Authorities/

The Reserve Bank of India/

The Securities and Exchange Board of India/

The Registrar of Companies/

The Stock Exchanges of ……/

The Official Liquidator/

The Competition Commission of India/

Such other sectoral regulator or authorities *(as the case may be)*

……..

Notice is hereby given in pursuance of sub-section (5) of section 230 of the Companies Act, 2013, that as directed by the Tribunal at …… by an order dated ……. under sub-section (1) of section 230 of the Act, a

meeting of the members and / or creditors of (Company's name)……. shall be held on ……. to consider the scheme of compromise and / or arrangement of ……with …… at ……,.

A copy of the notice and scheme of the compromise or arrangement are enclosed.

You are hereby informed that representations, if any, in connection with the proposed compromise and / or arrangement may be made to the Tribunal within thirty days from the date of receipt of this notice. Copy of the representation may simultaneously be sent to the concerned company(ies).

In case no representation is received within the stated period of thirty days, it shall be presumed that you have no representation to make on the proposed scheme of compromise or arrangement.

Authorized Signatory

Dated this …… day of …….20…

Place

Enclosures : i) Copy of notice with statement as required under section 230(3);

ii) Copy of scheme of compromise or arrangement

FORM NO. 15.5
[see rule 15.5]

[HEADING AS IN FORM NO. 4 of National Company Law Tribunal Rules, 2013]

Company Application No …… of 20….

…….. Applicant(s)

In the matter of Scheme of Compromise or Arrangement or Amalgamation amongst

___(Name(s) of the company)_____

Notice

An application was presented by the above named Applicants before the Honourable National Company Law Tribunal (Bench at _____) and the same was listed before the Honourable National Company Law Tribunal on _____ under Section _____ of the Companies Act, 2013 for sanction of scheme of Compromise or Arrangement or Amalgamation amongst M/s._____ and M/s. _____ and after hearing the representative for Applicants, the said Application is fixed for hearing before Honourable Bench _____ on _____.

Any person desirous of supporting or opposing the said application should send to the Chairman of the meeting, notice of his intension, signed by him or his representative, with his name and address, so as to reach the Chairman of the meeting not later than _____ days before the date of hearing of the Application. Where he seeks to oppose the application, same shall be furnished in accordance with sub-section (4) of section 230 of the Act. A copy of the application will be furnished by the under mentioned to any person requiring the same on payment of the prescribed charges for the same.

Sd/-

Dated_____

FORM NO. 15.6
[See rule 15.10]
[HEADING AS IN FORM NO. 4 of National Company Law Tribunal]
Company Application No ..... of 20… .
..... Applicant(s)

Report by Chairman:

I, _____ the person appointed by this Hon'ble Tribunal to act as chairman of the meeting of (the debenture holders or first debenture holders or second debenture holders or unsecured creditors or secured creditors or preference shareholders or equity shareholders) of the above named company, summoned by notice served individually upon them and by advertisement dated the .... day of.. 20 ..... , and held on the day of.. 20… at... , do hereby report to this Hon'ble Tribunal as follows:-

1. The said meeting was attended either personally or by proxy by (here state the number of creditors or the class of creditors or the number of members or the class of members as the case may be, who attended the meeting) of the said company entitled together to (here mention the total value to the debts, or debentures, where the meeting was of creditors, and the total number and value of the shares, where the meeting was of members, of those who attended the meeting).

2. The compromise or arrangement was read out and explained by me to the meeting, and the question submitted to the said meeting was whether the (here state the class of creditors or members as the case may be) of the said company approved of the compromise or arrangement submitted to the meeting and agreed thereto.

3. The said meeting was unanimously of the opinion that the compromise or arrangement should be approved' and agreed to/ or. The result of the voting upon the said question was as follows:

The under- mentioned [here mention the class of creditors or members who attended the meeting] voted in favour of the proposed compromise or arrangement being adopted and carried into effect:-

Name of creditor or member	Address	Value of debt (or No. of preference or equity shares held)	Number of votes

1			
2			
3			
4			
Etc.,			

The under- mentioned [here mention the class of creditors or members who attended the meeting] voted against the proposed compromise or arrangement being adopted and carried into effect:-

Name of creditor or member	Address	Value of debt (or No. of preference or equity shares held)	Number of votes
1			
2			
3			
4			
Etc.,			

Dated this…….. day of ……..20……..

(Sd)
Chairman

**If the compromise or arrangement was approved with modifications, it should be so stated and the modifications made should be set out, and also the particulars of the voting on the modifications.

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FORM NO. 15.7
[see rule 15.12]

[Heading as in Form No. 4 of National Company Law Tribunal]
Company Application No ..... of 20 ….

Application No. _____

1. Particulars of the applicant

i. Name of the **applicant**

ii. Address of the **applicant**

iii. Address of service of all notices

iv. Telephone(Phone and Mobile)/Fax Number and e-mail address, if any

2. Particulars of the respondent(s):

i. Name of the respondent(s).

ii. Office address of the respondent(s).

iii. Address of respondent(s) for service of all notices.

iv. Telephone (Phone and Mobile)/Fax Number and e-mail address, if any.

Application in the form of affidavit under Section ___ of the Act for…….

I, …… solemnly affirm and say as follows:

3. Jurisdiction of the Tribunal: The **applicant** declares that the matter of application falls within the jurisdiction of the Tribunal.

4. Limitation :

5. The facts of the case are given below: (give here a concise statement of facts and other grounds in a chronological order, each paragraph containing as neatly as possible as separate issue, fact or otherwise).

6. **Relief(s) sought**.- In view of the facts mentioned in paragraph 5 above, the **applicant** prays for the following relief(s) (Specify below the relief(s) sought explained the grounds for relief(s) and the legal provisions, if any, relied upon).

7. **Interim order, if prayed for**.- Pending final decision of **application, the applicant** prays for the following interim relief: (Give here the nature of the interim relief prayed for with reasons)

8. Matters not pending with any other Court

9. List of Enclosures (documents)

Dated this ……day of ……. 20…..

(Signature of the applicant)

Verification

Solemnly affirmed before me at _____ on this (month) …… day of …. 20…..

(signature)

FORM NO. 15.8

[See rule 15.13]
[Heading as in Form No. 4 of National Company Law Tribunal Rules]
Company Petition No of …… of 20…. .
connected with
Company Application No ..... of 20…. .
(_____Ltd.)- (in liquidation, by its liquidator' .....) Petitioner

Petition to sanction compromise or arrangement

The petition of _____Ltd, ('in liquidation. by its liquidator) the petitioner above named is as follows:-

1. The object of this petition is to obtain sanction of Tribunal to a compromise or arrangement whereby (here set out the nature of the compromise or arrangement).

2. The company was incorporated under the ..... Act... ..... with a nominal capital of Rs ..... divided into shares of ₹ .. each of which ... shares were issued and ₹…… was paid up on each share issued.

3. The objects for which the company was formed are as set forth in the company's Memorandum of Association. They are in brief: (Set out the principal objects).

4. [Here set out the nature of the business carried on by the company, its financial position and the circumstances that necessitated the compromise or arrangement and the benefits sought to be achieved by the compromise or arrangement and its effect].

5. The compromise or arrangement was in the following terms:-
[Here set out the terms of the compromise or arrangement].

6. By an order made in the above matter on .20 ...• the petitioner was directed to convene a meeting of [here set out the class of creditors or members of whom the meeting was to be held] of the company for the purpose of considering and, if thought fit. approving. with or without modifications. The said compromise or arrangement and the said order directed that E. F . or failing him. X.Y.. should act as chairman of the said meeting and should report the result thereof to this Tribunal.

7. Notice of the meeting was sent individually to the [here mention the class of creditors or members to whom the notice was sent] as required by the order together with a copy of the compromise or arrangement and of the statement required by section 231, 232 read with section 230 of the Act and a form of proxy. The notice of the meeting was also advertised as directed by the said order in (here set out the newspapers).

8. On the ... 20…. , a meeting of (here mention the class of creditors or members whose meeting was convened) of the company duly convened in accordance with the said order, was held at... ..... and the said E.F., acted as the chairman of the meeting.

9. The said E.F., has reported the result of the meeting to this Hon'ble Tribunal.

10. The said meeting was attended by (here set out the number of the class of creditors or members, as the case may be, who attended the meeting either in person or by proxy), and the total value of their [here mention debts, debentures or shares, as the case may be] is ₹….. [in the case of shares, the total number and value of the shares should be mentioned]. The said compromise or arrangement was read and explained by the said E.F., to the meeting and it was resolved unanimously [or by a majority of.. ..... votes against.. votes] as follows:-
[Here set out the resolution as passed]

11.The sanctioning of the compromise or arrangement will be for the benefit of the company.

12. Notice of this petition need not be served on any person. The petitioner therefore prays:

(1) That the said compromise or arrangement may be sanctioned by the Tribunal as to be binding on all the [here set out the class of creditors or members of the company on whom the compromise or arrangement is to be binding] of the said company and on the said company.

(2) Or such other order may be made in the premises as to the Tribunal shall deem fit.
Verification etc.

Petitioner [Note: The affidavit in support should verify the petition and prove any matters not proved in any prior affidavit, such as advertisement, holding of meetings. posting of notices, copies of compromise or arrangement and proxies etc., and should exhibit the report of the chairman and verify the same.]
'To be inserted where the company is being wound- up.

Note: If the company is being wound- up, say so.

Note: If any modifications were made in the compromise or arrangement, at the meeting, they should be set out in separate paragraph.

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FORM NO. 15.9

[See rule 15.15]
[HEADING AS IN FORM NO. 4, NCLT Rules]
Company Petition No of …… of 20…. .
connected with
Company Application No ..... of 20…. .
A.B. & Co. (Ltd.)- (in liquidation, by its liquidator' .....) Petitioner

Before the Hon 'ble Mr ……., Member.

Dated ..... .

Order on petition

The above petition coming on for hearing on upon reading the said petition, the order dated ..... whereby the 'said company *(or*, liquidator of the said company), was ordered to convene a meeting *(or* separate meeting) of the creditors/debenture holders/preference shareholders/ equity shareholders/ of the above company for the purpose of considering, and if thought fit, approving, with or without modification, the compromise or arrangement proposed to be made between the said company and ..... and annexed to the affidavit of... ..... .fiIed the ..... day of .....20 .....• the ..... Gazette dated and the (here mention the newspaper) dated .....• each containing the advertisement of the said notice convening the said meeting(s) directed to be held by the said order dated .. 20 ..... the affidavit of.. ..... .filed the day of... 19 ..... , showing the publication and despatch of the notices convening the said meeting(s). the report(s) of the chairman/ chairmen of the said meeting(s) (respectively) dated as to the result of the said meeting(s), (and upon hearing Shri.. ..... advocate for etc.) and it appearing from the report(s) that the proposed compromise or arrangement has been approvedt (here state whether unanimously or by a majority of not less than three- fourths in value of the creditors or class of creditors or members or class of members as the case may be. present and voting in person or by proxy).

This Tribunal doth hereby sanction the compromise or arrangement set forth in para .....• of the petition herein and in the schedule hereto. and doth hereby declare the same to be binding on ... (here enter the class of creditors or members on whom it is to be binding) of the above named company and also on the said company (and its liquidator').

And this Tribunal doth further order:-

[Here enter any directions given or modifications made by the Tribunal regarding the carrying out of the compromise or arrangement.]
That the parties to the compromise or arrangement or other persons interested shall be at liberty to apply to this Tribunal for any directions that may be necessary in regard to the working of the compromise or arrangement, and

That the said company [or the liquidator of the said company] do file with the Registrar of Companies a certified copy of this order within 14 days from this date.

SCHEDULE

Scheme of compromise or arrangement as sanctioned by the Tribunal

Dated this ..... day of.. ..... .20… .

(By the Tribunal)

Registrar

'To be inserted where the company is being wound- up.
Where the compromise or arrangement has been approved with the modifications. it should be so stated.

*****

FORM NO. 15.10
[See rule 15.18]
[HEADING AS IN FORM NO. 4 of NCLT Rules]

Company Petition No of …… of 20…. .
connected with
Company Application No ..... of 20…. .
A.B. & Co. (Ltd.)- (in liquidation, by its liquidator' .....) Petitioner

Before the Hon 'ble Mr ……., Member.

Dated ..... .

Order under section 232

Upon the above petition [and application'] coming on for further hearing on .....• upon reading etc., and upon hearing etc.

THIS TRIBUNAL DOTH ORDER

(1) That all the property, rights and powers of the transferor company specified in the first, second and third parts of the Schedule hereto and all other property, rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 232 of the Act, be transferred to and vested in the transferee company for all the estate and interest of the transferor company therein but subject to nevertheless to all charges now affecting the same [other than (here set out any charges which by virtue of the compromise or arrangement are to cease to have effect)]; and

(2) That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the transferee company; and

(3) That all proceedings now pending by or against the transferor company be continued by or against the transferee company; and

(4) That the transferee company do without further application allot to such members of the transferor company as have not given such notice of dissent as is required by clause of the compromise or arrangement herein the shares in the transferee company to which they are entitled under the said compromise or arrangement; and

(5) That the transferor company do within 14 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the transferor company shall be dissolved" and the Registrar of Companies shall place all documents relating to the transferor company and registered with him on the file kept by him in relation to the transferee company and the files relating to the said two companies shall be consolidated accordingly; and

(6) That any person interested shall be at liberty to apply to the Tribunal in the above matter for any directions that may be necessary.

FORM NO. 15.11

[See rule 15.20]

STATEMENT TO BE FILED WITH REGISTRAR OF COMPANIES

[Pursuant to section 232(7) & Rule 15.5

In the Matter of compromise and / or arrangement of .....

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

(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. Date of Board of Directors' resolution approving the scheme

4. Date of Order of Tribunal approving the Scheme under Section 232(3)

5. Details regarding:-

a) Completed actions under the Order

b) Pending actions under the Order with status

Declaration of compliance of scheme as per the Order of the Tribunal

I, the Director / Company Secretary of ..... do solemnly affirm and declare that we are in compliance with the Order of the Tribunal dated _____.

A copy of the scheme of the compromise or arrangement is enclosed.

_____

Director / Company Secretary

_____

Chartered Accountant / Cost Accountant / Company Secretary in practice

Date:

Place:

Attachments:-

1) Scheme of Compromise or Arrangement

2) Details of Compliance of the Scheme

3) Other Attachments, if any

Form No. 15.12

Declaration of solvency

[Pursuant to section 233(1)(c) & rule 15.25(2)]

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

(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.(a) Whether the company is listed:

- □ Yes
- □ No

(b) If listed, please specify the name(s) of the stock exchange(s) where listed:

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4. Date of Board of Directors' resolution approving the scheme

Declaration of solvency

We, the directors of M/s ……. do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered

insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at …… being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies ……..

Signed for and behalf of the board of directors

(1) Signature :……

Date Name :……..

Place Managing Director, if any

(2) Signature :……

Name :……

Director

(3) Signature :…….

Name :…….

Director

Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of compromise or arrangement involving merger or amalgamation between …… and ……..is proposed to be placed before the shareholders

and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the …… day of ……..., 20……

(1) Signature :……
Name :……..
Managing Director
(2) Signature :……
Name :……
Director
(3) Signature :…….
Name :…….
Director

Solemnly affirmed and declared at …… the ……. day of ……, 20… before me.

Commissioner of Oaths and
Notary Public or
Justice of the Peace

Attachments:

(1) Copy of board resolution
(2) Statement of assets and liabilities
(3) Auditor's report on the statement of assets and liabilities

ANNEXURE

Statement of assets and liabilities as at …….

Name of the company …….

Assets

	Book Value	Estimated Realisable value
1. Balance at Bank		
2. Cash in hand		
3. Marketable securities		
4. Bills receivables		
5. Trade debtors		
6. Loans & advances		
7. Unpaid calls		
8. Stock-in-trade		
9. Work in progress		
10. Freehold property		
11. Leasehold property		
12. Plant & machinery		
13. Furniture, fittings, utensils, etc		
14. Patents, trademarks, etc		
15. Investments other than marketable securities		
16. Other property		
	……	……
Total:		
	…….	……

Liabilities

	Estimated to rank for payment (to the nearest rupee)
1. Secured on specific assets	
2. Secured by floating charge(s)	

3. Estimated cost of liquidation
   and other expense including
   interest accruing until payment
   of debts in full.
4. Unsecured creditors
   (amounts estimated
   to rank for payment)
   (a) Trade accounts
   (b) Bills payable
   (c) Accrued expense
   (d) Other liabilities
   (e) Contingent liabilities

…….

Total:

……..

Total estimated value of assets Rs. ……

Total liabilities Rs. ……

Estimated surplus after paying Rs. ……
debts in full

Remarks

(1) Signature :……

Name :……..

Managing Director

(2) Signature :……

Name :……

Director

(3) Signature :…….

Name :…….

Director

Place : ……

Date: …….

Form No. 15.13

Notice of approval of the scheme of merger

(To be filed by the transferee company to the Central Government, Registrar and the Official Liquidator)

[Pursuant to rule 15.25(4)(a) and (b) read with section 233(2)]

1.(a) CIN:

(b) GLN:

2. (a) Name of the transferee company:

(b) Registered office address:

(c) E-mail id:

3. Whether the transferor and transferee are:

- □ Small companies
- □ Holding and wholly owned subsidiaries

4. Details of transferor

CIN:

GLN:

Name of the company:

Registered office address:

E-mail id:

5. Brief particulars of compromise or arrangement involving merger:

6. **Details of approval of the scheme of merger by the transferee company**:

(a) Approval by members

(i) Date of dispatch of notice to members:

(ii) Date of the General meeting:

(iii) Date of approval of scheme in the General meeting:

(iv) Approved by majority of: (at least nine tenths of member)

(b) Approval by creditors

(i) Date of dispatch of notice to creditors:

(ii) Date of the meeting of creditors:

(iii) Date of approval of scheme in creditors meeting:

(iv) Approved by majority of: (at least nine tenths in value of creditors)

7. **Details of approval of the scheme of merger by the transferor company**:

(a) Approval by members

(i) Date of dispatch of notice to members:

(ii) Date of the General meeting:

(iii) Date of approval of scheme in the General meeting:

(iv) Approved by majority of: (at least nine tenths of member)

(b) Approval by creditors

(i) Date of dispatch of notice to creditors:

(ii) Date of the meeting of creditors:

(iii) Date of approval of scheme in such meeting:

(iv) Approved by majority of: (at least nine tenths in value of creditor)

Declaration

I ……..the director of the transferee company hereby declares that-

(i) Notice of the scheme as required under section 233(1)(a) was duly sent to the Registrars and Official Liquidators of the place where the registered office of the transferor and transferee companies are situated and to all other persons who are likely to be affected by the scheme and a copy of the same has been attached herewith;

(ii) the objections to the scheme have been duly taken care of to the satisfaction of the respective persons;

(iii) the scheme has been approved by the members and creditors of the transferee and transferor company by the requisite majority in accordance with section 233(1)(b) and (d) respectively;

(iv) all the requirements section 233 of the Act and the rules made there have been complied with; and

(v) to the best of my knowledge and belief the information given in this application and its attachments is correct and complete;

Date:

Place:

Signature

Attachments:

1. Copy of the scheme approved by both creditors and members;
2. Notice sent in accordance with section 233(1)(a);
3. Optional attachments, if any.

Form No. 15.14

Confirmation order of scheme of compromise or arrangement involving merger between

Ms.....and Ms.....

[Pursuant to rule 15.25(5) read with section 233]

Pursuant to the provisions of section 233, the scheme of compromise, arrangement or merger of M/s ……..(transferor company) with M/s……..(transferee company) approved by their respective members and creditors as required under section 233(1)(b) and (d), is hereby confirmed and the scheme shall be effective from the ……..day of ……20…

A copy of the approved scheme is attached to this order.

Signature with seal

Date

Place

Form No. 15.15

Confirmation order for scheme of merger

[Pursuant to rule 15.25(7) read with section 233(7)]

1.(a) CIN:

(b) GLN:

2. Applicant company is-

- □ Transferor company
- □ Transferee company

3. (a) Name of the company:

(b) Registered office address:

(c) E-mail id:

4. Date of confirmation order:

5. Name of the Authority issuing the confirmation order

i) Tribunal at ……..

ii) Others…….at ……

Date:

Place:

Signature

Attachments:

1. Certified copy of the confirmation order along with the approve scheme;
2. Optional attachments, if any.

Form No. 15.16

Notice to dissenting shareholders

[Pursuant to section 235(1) & rule 15.27]

To

……..

Notice for acquiring …….shares held by you in M/s…….(hereinafter called 'the transferor company')

Notice is hereby given by M/s……. (hereinafter called 'the transferee company') that an offer made by the transferee company on …… to all the shareholders of the transferor company for acquisition of the shares or class of shares at the price of ……. has been approved by the holders of …… in value of the shares, being not less than nine-tenth in value of the said shares (other than shares already held at the date of the offer by the transferee company either by itself or by nominee of through subsidiary company).

In pursuance of the provisions of sub-section (1) of section 235 of the Companies Act 2013, notice is further given that the transferee company is desirous of acquiring ……..shares held by you in the transferor company at a price of Rs……., being the price paid to the approving shareholders.

Take further note that if you are not in favour of such acquisition of your shares by the transferee company, then you may apply to the Tribunal within one month. Unless an application is made by you as aforesaid or unless on such application the Tribunal orders otherwise, the transferee company will be entitled and bound to acquire the aforesaid shares held by you in the transferor company on the terms of the above mentioned offer.

Date:

Place:

Signature

(On behalf of transferee company)

Form No. 15.17

Information to be furnished along with circular in relation to any scheme or contract involving the transfer of shares or any class of shares in the transferor company to the transferee company

[Pursuant to rule 15.30 read with section 238(1)(a)]

Details of the transferee company

1.(a) CIN:

(b) GLN:

2. (a) Name of the company:

(b) Registered office address:

(c) E-mail id:

3. Whether the company is

□ Public company

□ Private company

□ OPC

4. (a) Whether the shares of the company is listed on a recognized stock exchange:

□ Yes

□ No

(b) If yes, name of the stock exchanges where shares are listed:

1. Main objects/ principle business of the company:

2. Capital structure of the company:

Authorized share capital:

Issued share capital:

Subscribed share capital:

Paid up share capital:

3. Debt structure of the company:

4. Details of the promoters, key managerial personnel, directors of the company:

5. Material interest and effect of the scheme on such interest of:

   (i) KMP
   (ii) Promoters
   (iii) Directors
   (iv) Debenture trustees
   (v) Deposit trustees
   (vi) Auditors

6. (a) Extent of shareholding of directors, Key Managerial Personnel, promoters, managers, managing directors of the transferee company

Shareholder's name	Status (whether a director,	Share type	Number of shares	Value per share (Rs.)

	KMP, etc.)			

(b) Extent of shareholding of directors, Key Managerial Personnel, promoters, managers, managing director in the transferor company

Shareholder's name	Status (whether a director, KMP, etc.)	Share type	Number of shares	Value per share (Rs.)

7. (a) Offer made by any other person on behalf of the company:

□ Yes

□ No

(b) State the interest of the other person in the company:

Details of the transferor company

12. (a) CIN:

(b) GLN:

13. (a) Name of the company:

(b) Registered office address:

(c) E-mail id:

14. Whether the company is

- □ Public company
- □ Private company
- □ OPC

15. (a) Whether the shares of the company is listed on a recognized stock exchange:

- □ Yes
- □ No

(b) If yes, name of the stock exchanges where shares are listed:

16. Main objects/ principle business of the company:

17. Capital structure of the company:

Authorized share capital:

Issued share capital:

Subscribed share capital:

Paid up share capital:

18. Debt structure of the company:

19. Details of the promoters, key managerial personnel, directors of the company:

20. Material interest and effect of the scheme on such interest of:

(i) Key Managerial Personnel
(ii) Promoters
(iii) Directors
(iv) Debenture trustees
(v) Deposit trustees
(vi) Auditors

21. (a) Extent of shareholding of directors, Key Managerial Personnel, promoters, managers, managing directors of the transferee company

Shareholder's name	Status (whether a director,	Share type	Number of shares	Value per share (Rs.)

	KMP, etc.)			

(b) Extent of shareholding of directors, Key Managerial Personnel, promoters, managers, managing director in the transferor company

Shareholder's name	Status (whether a director, KMP, etc.)	Share type	Number of shares	Value per share (Rs.)

22. Any relation that subsists between transferor and transferee company:

Details of the scheme

23. Reasons for which the offer has been recommended by director of the transferor company:

24. Form of consideration

    Total consideration ……..

    □ Cash ……

    □ Other than cash ……..

25. if consideration is other than cash, particulars thereof:

26. if consideration involves the allotment of shares in the transferee company, (a) Share exchange ratio:

    (b) basis of valuation of shares of transferee company:

    (c) Full particulars of the shares and the rights attached thereto:

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

Declaration

I/We, ……., directors of the transferor company do solemnly declare that the information given in this statement and enclosures is correct and complete to the best of my/our knowledge.

Date:

Place:

Signature

Enclosures:

1. Details of transfer of shares in the transferor company by its directors, Key Managerial Personnel, promoters, manager, managing director in the two years preceding the offer;
2. Statement of valuation of shares by a registered valuer;
3. Auditor's certificate regarding the offer;
4. Offer document shall contain a statement by or on behalf of transferee company disclosing the steps it has taken to ensure that necessary cash will be available;
5. Details of change of name, registered office and objects of the transferee company;
6. Details of change of name, registered office and objects of the transferor company.