

3. In the principal rules, in the Annexure, –

(i) for “Form No. PAS-4”, the following Form shall be substituted, namely:-

“FORM PAS – 4

[see rule 14(3)]

Part - A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

The Private Placement Offer cum Application Letter shall contain the following:-

1. GENERAL INFORMATION

- (i) Name, address, website, if any, and other contact details of the company indicating both registered office and corporate office;
- (ii) Date of incorporation of the company;
- (iii) Business carried on by the company and its subsidiaries with the details of branches or units, if any;
- (iv) Brief particulars of the management of the company;
- (v) Names, addresses, Director Identification Number (DIN) and occupations of the directors;
- (vi) Management’s perception of risk factors;
- (vii) Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of – (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; (d) loan from any bank or financial institution and interest thereon;
- (viii) Name, designation, address and phone number, email ID of the nodal/compliance officer of the company, if any, for the private placement offer process;
- (ix) Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder.

2. Particulars of offer:

- (i) Financial position of the Company for the last 3 financial years;

- (ii) Date of passing of Board resolution;
- (iii) Date of passing of resolution in the general meeting, authorising the offer of securities;
- (iv) Kind of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued;
- (v) Price at which the security is being offered including the premium, if any, alongwith justification of the price;
- (vi) Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer;
- (vii) Relevant date with reference to which the price has been arrived at;  
[Relevant Date means a date atleast thirty days prior to the date on which the general meeting of the company is scheduled to be held]
- (viii) The class or classes of persons to whom the allotment is proposed to be made;
- (ix) Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not required in case of issue of non- convertible debentures];
- (x) The proposed time within which the allotment shall be completed;
- (xi) The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non- convertible debentures];
- (xii) The change in control, if any, in the company that would occur consequent to the private placement;
- (xiii) the number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price;
- (xiv) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;
- (xv) Amount which the company intends to raise by way of proposed offer of securities;
- (xvi) Terms of raising of securities: Duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment;
- (xvii) Proposed time schedule for which the private placement offer cum application letter is valid;

- (xviii) Purposes and objects of the offer;
- (xix) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;
- (xx) Principle terms of assets charged as security, if applicable;
- (xxi) The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations;
- (xxii) The pre-issue and post-issue shareholding pattern of the company in the following format:-

Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual				
	Bodies corporate				
	Sub-total				
2	Foreign promoters				
	sub-total (A)				
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institutional Investors				
	Private corporate bodies				
	Directors and relatives				



	Indian public		
	others [including Non-resident Indians(NRIs)]		
	Sub-total (B)		
	GRAND TOTAL		

3. Mode of payment for subscription -

- Cheque
- Demand Draft
- Other Banking Channels

4. 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 issue of the private placement offer cum application 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 issue of private placement offer cum application 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 issue of private placement offer cum application 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, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter in the case of company and all of its subsidiaries, and 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 private placement offer cum application 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.

## 5. 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

(I) after the offer;

(II) 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 private placement offer cum application 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 issue of private placement offer cum application 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 issue of private placement offer cum application letter;

(e) Audited Cash Flow Statement for the three years immediately preceding the date of issue of private placement offer cum application letter;

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

#### PART - B

(To be filed by the Applicant)

(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) PAN Number

(Vii) Bank Account Details:

Signature

Initial of the Officer of the company designated to keep the record

6. A DECLARATION BY THE DIRECTORS THAT- (a) the company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder; (b) the compliance with the said Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or 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 private placement offer cum application letter;

I am authorised by the Board of Directors of the company vide resolution number \_\_\_\_\_ dated \_\_\_\_\_ to sign this form and declare that all the requirements of the 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".

(ii) in Form PAS-5, for the brackets, words and figures "(Section 42(7) and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014)", the brackets, words and figures "[see rule 14(4)]" shall be substituted.

[File No. 1/21/2013-CL-V]

  
(K.V.R. Murty) 07/8/18

Joint Secretary to the Government of India

**Note:—** The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) vide number G.S.R. 251(E), dated the 31<sup>st</sup> March, 2014 and subsequently amended *vide* number G.S.R. 424(E), dated the 30<sup>th</sup> June, 2014 and number G.S.R. 430 (E), dated the 7<sup>th</sup> May, 2018.