Form No. 4.1
Share Certificate

[Pursuant to sec. 46(3) and rule 4.3(2)]

....................Limited/Private Limited
.......................(Corporate Identification Number)
(Incorporated under...the Companies Act, 1956/2013)
Registered Office:.............................................................................

This is to certify that the person(s) named in this Certificate is/are the
Registered Holder(s) of the within mentioned share(s) bearing the
distinctive number(s) herein specified in the above named Company
subject to the Memorandum and Articles of Association of the Company
and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES..................... (Nominal value)
AMOUNT PAID-UP PER SHARE RUPEES......................

Register Folio No: Certificate No:
Name(s) of the Holder(s):
No. of shares held:............................ .........................
  (in words) (in figures)
Distinctive No.(s): From ......................... To ................. (Both inclusive)

Given under the common seal of the Company this.......... day of...... 20.....
(1) Director:
Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.

On the reverse page of the certificate
Name of the Transferor   Name of the Transferee   No. of shares   Date of
..........................   ..................................   ..............   ............
Transfer   Signature of the authorized signatory
Form No. 4.2  
Register of Renewed and Duplicate Share Certificates  
[Pursuant to rule 4.4(3)(a)]

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Folio No.</th>
<th>Name of the person(s) to whom Renewed / Duplicate share certificate is issued</th>
<th>Date of approval of issue of Renewed/ Duplicate share certificate</th>
<th>Class of shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date of issue of original share certificate</th>
<th>Original share certificate number</th>
<th>Total number of shares in the Original Share Certificate</th>
<th>Distinctive No. of shares From</th>
<th>To</th>
<th>Date of issue of Renewed/ Duplicate Share Certificate</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

| 1 | 2 | 3 | 4 | 5 |


<table>
<thead>
<tr>
<th>Reasons for issue of Renewed/Duplicate Share Certificate</th>
<th>Number of the Renewed share certificate, if applicable</th>
<th>Total Number of Shares in the Renewed/Duplicate Share Certificate</th>
<th>Reference to entry in Register of Members</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td>11</td>
<td>12</td>
<td>13</td>
<td>14</td>
<td>15</td>
</tr>
</tbody>
</table>
### Form No. 4.3
#### Register of Sweat Equity Shares

[Pursuant to section 54 & rule 4.6(13)(a) ]

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Reference to entry in register of members</th>
<th>Name of the allottee</th>
<th>Status of the allottee – whether director or employee</th>
<th>Date of passing of Board resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date of the special resolution authorizing the issue of sweat equity shares</th>
<th>Date of issue of sweat equity shares</th>
<th>Number of sweat equity shares issued</th>
<th>Certificate No. / Folio No.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Face value of the share</th>
<th>Price at which the shares are issued</th>
<th>Amount to be treated as paid up</th>
<th>Total consideration paid, if any, by the employee / director</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Consideration received in cash</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Particulars of consideration other than cash</td>
</tr>
</tbody>
</table>

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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<tbody>
<tr>
<td>10</td>
<td>11</td>
<td>12</td>
<td>13</td>
</tr>
<tr>
<td>Lock in period</td>
<td>the date of expiry of lock-in period</td>
<td>Remarks, if any</td>
<td>Date of Joining</td>
</tr>
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<td>-------------------------------------</td>
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<td>-----------------</td>
</tr>
<tr>
<td></td>
<td>15</td>
<td>16</td>
<td>17</td>
</tr>
</tbody>
</table>


Date of execution........................

**FOR THE CONSIDERATION** stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:
Name of the company (in full):
Name of the Stock Exchange where the securities of the company are listed, if any:

**DESCRIPTION OF SECURITIES:**

<table>
<thead>
<tr>
<th>Kind/Class of securities (1)</th>
<th>Nominal value of each unit of security (2)</th>
<th>Amount called up per unit of security (3)</th>
<th>Amount paid up per unit of security (4)</th>
</tr>
</thead>
<tbody>
<tr>
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<td></td>
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</tr>
</tbody>
</table>

No. of securities being transferred

<table>
<thead>
<tr>
<th>Consideration received (Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>In figures</th>
<th>In words</th>
<th>In words</th>
<th>In figures</th>
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</thead>
<tbody>
<tr>
<td></td>
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</tr>
<tr>
<td>Distinctive number</td>
<td>From</td>
<td>To</td>
<td></td>
</tr>
<tr>
<td>-------------------</td>
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<td>----</td>
<td></td>
</tr>
<tr>
<td>Corresponding Certificate Nos.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Transferor’s Particulars**-

Registered Folio Number:
Name(s) in full Signature (s)
1.
2.
3.

I, hereby confirm that the Transferor has signed before me.
Signature of witness
name and address

**Transferee’s Particulars**-

<table>
<thead>
<tr>
<th>Name in full</th>
<th>Father’s/ mother’s/ Spouse name</th>
<th>Address &amp; E-mail id</th>
<th>Occupation</th>
<th>Existing folio No., if any.</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)</td>
<td>(4)</td>
<td>(5)</td>
<td>(6)</td>
</tr>
</tbody>
</table>

1.
2.
3.
Folio No. of Transferee                Specimen Signature of Transferee
......................................                               ......................................

Value of stamp affixed:....... (Rs.)

Enclosures:
(1) Certificate of shares or debentures or other securities
(2) If no certificate is issued, letter of allotment.
(3) Others, specify......................................................

Stamps

For office use only

Checked by..............
Signature tallied by........................
Entered in the Register of Transfer on ............ vide Transfer No.............
Approval Date..............
Power of attorney / Probate / Death Certificate / Letter of Administration
Registered on ...............at No.................................
Form No. 4.5
Notice for transfer of partly paid securities
[Pursuant to sub-section (3) of section 56 and rule 4.9 (3)]

Name of the Company:

To-

...............  
...............  
...............  
(Name and address of transferee)

Subject: Transfer of partly paid securities

Notice is hereby given that an application has been made by the transferor for the transfer of securities of the above named Company whose particulars are given hereunder-

Name & Address of the Transferor:

Name & Address of the Transferee:

Class / Kind of securities:

Number of securities:

Distinctive numbers of the securities:

Securities Certificate Number:

Nominal value of each security:

Issue price of each security:

Amount called on each security:

Amount paid on each security
Amount called and due on each security:

Amount uncalled on each security:

Total amount called and due on the total number of securities lodged for transfer:

Total amount uncalled on the total number of securities lodged for transfer:

As required under sub section (3) of section 56 of the Companies Act, 2013, notice is hereby given by the Company to the transferee on this Day _____ of (month) of _____ (year) that the above mentioned securities are partly paid and the transferee shall be liable to pay the balance amount unpaid on the securities.

The transferee is hereby requested to submit his / her objection, if any, within two weeks from the date of receipt of this notice in the absence of which it shall be presumed that he / she has no objection to the transfer and the securities shall be transferred in his / her name without any further correspondence.

Signature:
**Form No. 4.6**

**Register of Employee Stock Options**

*Pursuant to rule 4.10(a)*

**Name of Company**

**Registered office address**

**Date of special resolution ...............**

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Name of the grantee</th>
<th>Number of options granted</th>
<th>Date on which options vested</th>
<th>Exercised period</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date on which options exercised</th>
<th>Options exercised</th>
<th>Exercise price</th>
<th>Number of shares arising as result of exercise of option</th>
</tr>
</thead>
<tbody>
<tr>
<td>6</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Folio No. of Register of members</th>
<th>Lock in period, if any</th>
<th>Option lapsed, if any</th>
<th>Total number of options in force</th>
<th>Amount forfeited/ refunded if option is not exercised</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>having respective entry</td>
<td>10</td>
<td>11</td>
<td>12</td>
<td>13</td>
</tr>
<tr>
<td>-------------------------</td>
<td>----</td>
<td>----</td>
<td>----</td>
<td>----</td>
</tr>
<tr>
<td>Any variation of terms of the scheme and its effects</td>
<td>Signature</td>
<td>Remarks</td>
<td>15</td>
<td>16</td>
</tr>
</tbody>
</table>
Form No. 4.7

Notice to Registrar of any alteration of share capital

[Pursuant to section 64(1) and rule 4.13]

1. (a) Corporate identity number (CIN) of the company:
   (b) Global location number (GLN) of the company:

2. (a) Name of the company:
   (b) Address of registered office of the company:
   (c) E-mail Id of the company:

3. Purpose of the form:
   □ Alteration of the share capital of the company
   □ Increase in share capital by Central Government order.
   □ Redemption of any redeemable preference shares.

4. Notice is hereby given that-
   
   In accordance with the section 61, by
   • an ordinary resolution at the meeting of the members of the company
     held on ............. or
   • a Special resolution at the meeting of the members of the company held
     on----------
   • By an Order of the Tribunal dated
     the company has:
- Increased the authorized share capital from
  - Existing:
  - Revised:
  - Difference (addition):

- Consolidated
  - ............. 0 equity 0 preference shares of Rs...... each
  - Into ............ 0 equity 0 preference shares of Rs........ each.

- Converted
  - .........shares of Rs.........each (fully paid up)
  - Into stock of Rs......

- Reconverted
  - The stock of Rs.......... 
  - Into........ 0 equity 0 preference shares of Rs........each.

- Sub-divided
  - ............. 0 equity 0 preference shares of Rs..... each
  - Into ............. 0 equity 0 preference shares of Rs........ each.

- Cancelled
  - ...... 0 equity 0 preference shares of Rs........ each.
5. (a) In accordance with sub-section (4) of section 62, the authorized share capital of the company has been increased consequent upon an order dated .......... (DD/MM/YY) of the Central Government, for the conversion of O debentures O loans into shares from
Existing authorized capital
Revised authorized capital
Difference (addition)

(b) A copy of the order of the Central Government was received by the company on .......... (DD/MM/YY).

6. **Particulars of new shares (whether in pursuance of section 61 or 62)**

(a) Additional capital is divided as follows:

   (i) No. of equity shares
      Total amount of equity shares

   (ii) No. of preference shares
      Total amount of preference shares

   (iii) Unclassified shares, if any
      Total addition
(b) Conditions (e.g., voting rights, dividend rights, winding up rights, etc.) subject to which new shares have been issued are as follows:

7. In accordance with section 55, by a resolution of the Board of Directors at the meeting held on..............

the company has redeemed redeemable preference shares, the particulars of which are as under:

(a) Number of preference shares:
(b) Face value of shares:
(c) Rate of dividend:
(d) Amount payable on redemption:
   i. Nominal value:
   ii. Premium on redemption, if any:
   iii. Preference shares redeemed out of

<table>
<thead>
<tr>
<th>Amount (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>O Profits of the company ...........</td>
</tr>
<tr>
<td>O Proceeds of fresh issue of shares  ...........</td>
</tr>
<tr>
<td>O both ...........</td>
</tr>
</tbody>
</table>

(e) Amount transferred to Capital Redemption Reserve account:

8. Revised capital structure of company:

(a) Authorized capital of the company:

Break up of authorized capital
(i) Type of Equity share capital ------- (Below said columns to increase as per the type of Equity share capital filled in this box)

Number of equity shares:
   Nominal amount per share:
   Total amount of equity shares:

(ii) Type of Preference share capital ------- (Below said columns to increase as per the type of Preference share capital filled in this box)

Number of preference shares:
   Nominal amount per share:
   Total amount of preference shares:

(iii) Number of unclassified shares:
   Total amount of unclassified shares:

(b) Issued, subscribed and paid up capital (As per the types of Equity and Preference Share capital filled above here also the tab for filling details as per number filled above should appear)

<table>
<thead>
<tr>
<th></th>
<th>Issued capital</th>
<th>Subscribed capital</th>
<th>Paid up capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity shares</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>No. of shares:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nominal amount per share:</td>
<td></td>
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</tr>
<tr>
<td>Total amount:</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Preference shares</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>No. of shares:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nominal amount per share:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total amount:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

9.(a) Whether the articles of association have been altered:

- Yes
- No

(b) If yes, date of passing special resolution for such alteration:

(c) SRN of Form No. 7.14:

10. Whether the memorandum of association has been altered:

- Yes
- No

11. Particulars of payment of stamp duty

(a) State or Union territory in respect of which stamp duty is paid or to be paid:
(b) Whether stamp duty is to be paid electronically through MCA-21 system:

(c) Amount of stamp duty to be paid (in Rs.):

(d) Details of the stamp duty already paid:
   i. Total amount of stamps or stamp paper (in Rs.):
   ii. Mode of payment of stamp duty:
   iii. Name of vendor or treasury or Authority or any other competent agency authorized to collect stamp duty or to sell stamp papers or to emboss the documents or to dispense stamp vouchers on behalf of the Government:
   iv. Serial No. of embossing or stamps or stamp paper or treasury Challan no.:
   v. Registration no. of vendor:
   vi. Date of purchase of stamps or stamp paper or payment of stamp duty:
   vii. Place of purchase of stamps or stamp paper or payment of stamp duty:

(e) In case maximum stamp duty payable has already been paid, provide details of form(s) filed earlier (SRN or receipt number, form number, date of filing, amount of stamp duty paid):

**Verification**

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. It is hereby further certified that the person (name to be Given) certifying this form has been duly engaged for this purpose.

To be digitally signed by

Designation (to be given)

DIN of the person signing the form

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

a. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
b. All the required attachments have been completely and legibly attached to this form;

Signature
Chartered Accountant/Cost Accountant/Company Secretary in practice
Membership No and CP No
Attachments:

(1) Copy of the resolution for alteration of capital.
(2) Copy of order of Central Government.
(3) Copy of the order of the Tribunal
(4) Copy of Board resolution authorizing redemption of redeemable preference shares.
(5) Altered memorandum of association
(6) Altered articles of association
(7) Optional attachment(s), if any

Note:
Attention is also drawn to provisions of Section 448 which provide for punishment for false statement and certification.

For office use only: E-form Service Request Number (SRN).................. E-form filing date....

Digital signature of the authorizing officer
This e-form is hereby registered
Date of signing
Form No. 4.8

Letter of Offer

[Pursuant to rule 4.15(2)]

The letter of offer shall contain the following:

1. name, address and other contact details of the company, Chief Executive Officer, Managing Director, Wholetime Directors and other Directors, Company Secretary, Chief Financial Officer, auditors, legal advisors, bankers, and trustees, if any;
2. brief information about the company including its date of incorporation, main objects as specified in the Memorandum of Association, details of its holding, subsidiaries and associate companies;
3. brief particulars of the management of the company;
4. details of the directors and promoters of the company;
5. date of passing Board resolution and special resolution authorizing buy-back;
6. details of the offer including the total number and percentage of the total paid-up capital and free reserves proposed to be bought back and price at which the shares are proposed to be bought back;
7. the objective of the buy-back;
8. the process to be adopted for the buy-back;
9. the minimum and the maximum number of securities that the company proposes to buy-back, sources of funds from which the buy-back would be made and the cost of financing the buy-back;
10. the proposed time table from opening of the offer till the extinguishment of the certificates;
11. other terms and conditions of the offer;
(12) a full and complete disclosure of all material facts including the contents of the explanatory statement annexed to the notice for the general meeting at which the special resolution approving the buy-back was passed;

(13) present capital structure (including the number of fully paid and partly paid securities) and shareholding pattern;

(14) the expected capital structure post buy-back (assuming maximum and minimum securities bought back as per plan) including details of outstanding convertible instruments, if any;

(15) audited financial information for the last three years and if the last audited financial statements relate to a date earlier than six months from the date of the offer document, then unaudited financial information as of a date not earlier than six months from the date of the offer document;

(16) details of any buy back made by the company in the last 3 years;

(17) the aggregate shareholding of the promoter group/promoters and the directors of the promoters, where the promoter is a company and of the directors and key manager personnel of the company;

(18) the aggregate number of shares or other specified securities purchased or sold by persons mentioned in clause (17) above during a period of twelve months preceding the date of the board meeting at which the buy-back was approved and from the date of such approval to the date of the letter of offer; the maximum and minimum price at which purchases and sales referred to above were made along with the relevant date;

(19) management discussion and analysis on the likely impact of buy-back on the company’s earnings, public holdings, holdings of non-
resident Indians/foreign institutional investors, etc., promoters holding and any change in management structure;

(20) pre and post buy-back debt equity ratios.

(21) higher debt-equity ratio for class or classes of companies notified by the Central Government, if the company falls in that class.

(22) the details of statutory approvals obtained;

(23) a declaration that—

(a) no defaults are subsisting in repayment of deposits or interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institutions or banking company;

(b) the Board of directors has made a full enquiry into the affairs and prospects of the company and that they have formed the opinion—

(i) as regards its prospects for the year immediately following the date of the letter of offer that, having regard to their intentions with respect to the management of the company’s business during that year and to the amount and character of the financial resources which will in their view be available to the company during that year, the company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and

(ii) in forming their opinion for the above purposes, the directors have taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 2013 (including prospective and contingent liabilities);

(24) the declaration must in addition have annexed to it a report addressed to the Board of directors by the company’s auditors stating that—
(a) they have inquired into the company’s state of affairs; and
(b) the amount of permissible capital payment for the securities in
question is in their view properly determined;
(c) that the audited accounts on the basis of which calculation with
reference to buy back is done is not more than six months old from the
date of offer document, and
(d) they are not aware of anything to indicate that the opinion
expressed by the directors in the declaration as to any of the
matters mentioned therein is unreasonable;
(25) such other disclosures as may be prescribed by the Central Government
from time to time;

Date:                                               Signature:
Form No. 4.9

Declaration of solvency

[Pursuant to section 68(6) and rule 4.15(3)]

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:

4. (a) Date of Board of Directors’ resolution approving or authorizing the buy-back of securities
   (b) (i) Date of special resolution of members authorizing the buy-back of securities
   (ii) Service request number of Form .....(Special resolution)

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 a statement of company’s assets and liabilities as at .......... being the latest date before making this declaration.

We further declare that the company’s audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies ............... 

Details of Stamp duty paid for affidavit:

Verification

We have been authorized by the Board of Directors of the Company vide resolution no............. dated................. to verify 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. We make this solemn declaration believing the same to be true. 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. 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 have noted that the shareholders by a special resolution dated and the resolution passed by the Board at its meeting held on have approved the buy-back of .............. (....................) (in numbers and
words) shares or other specified securities as per the provisions of section 68 of the Companies Act, 2013.

**To be digitally signed by two Directors, one of whom shall be the Managing Director, if any**

Designation (to be given)

DIN of the person signing the form

Designation (to be given)

DIN of the person signing the form

**Attachments:**

(1) Copy of board resolution
(2) Copy of Special Resolution
(3) Statement of assets and liabilities
(4) Auditor’s report

Note:
Attention is also drawn to provisions of Section 448 which provide for punishment for false statement and certification

For office use only: E-form Service Request Number (SRN).................. E-form filing date....
ANNEXURE

Statement of assets and liabilities as at ........

Name of the company .........................

**Assets**

<table>
<thead>
<tr>
<th>Book</th>
<th>Estimated</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>Realisable value</td>
</tr>
</tbody>
</table>

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. 4.10
Register of shares or securities bought-back
[Pursuant to section 68(9) Pursuant to rule 4.15(12)(a)]

Name of the company:
Registered address:

1. Date of passing of special resolution at the meeting of the members authorizing buy-back of securities:
2. Date of approval by the Board:
3. Number, price and amount of shares or other specified securities authorized to be bought back:
4. Date of opening and closing of buy-back offer:
5. Date by which buy-back was completed:
6. Description of shares or other specified securities bought back by the company:

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Folio number / DP Id/client ID number or certificate number of securities bought-back</th>
<th>Name of last holder of securities</th>
<th>*Category to which they belong</th>
<th>Date of buy-back</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)</td>
<td>(4)</td>
<td>(5)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Number of securities bought-back</th>
<th><strong>Mode of buy-back</strong></th>
<th>Nominal value of securities</th>
<th>Price at which securities are bought back</th>
<th>Date of payment</th>
</tr>
</thead>
<tbody>
<tr>
<td>(6)</td>
<td>(7)</td>
<td>(8)</td>
<td>(9)</td>
<td>(10)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Amount paid for bought back securities</th>
<th>Cumulative total of securities bought-back</th>
<th>Date of cancellation / extinguishment and physical destruction</th>
<th>Reference to entry in Register of members</th>
<th>Remarks</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
*Indicate the category of securities that have been bought back
- Preference shares
- Equity shares
- Employees’ Stock Option shares
- Sweat equity shares, etc

**Indicate whether the securities have been bought back from
- the existing security-holders on a proportionate basis
- the open market
- odd-lots of listed securities
- Employees’ Stock Option
- Sweat equity
- any other mode, if so indicate the mode

5. Other relevant details, if any.

Place: Signature of the authorized signatory

Date: Name of the above person:

Designation:
Form No. 4.11

Return in respect of buy-back of securities

[Pursuant to section 68(10) & rule 4.15(13)]

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. Whether the company is listed:
   □ Yes
   □ No
   (a) If listed, please specify the name(s) of the stock exchange(s) where listed:
   ____________________________________________
   ____________________________________________
   (b) Date(s) of listing:
   (c) Name of the merchant banker appointed by the company:
   ____________________________________________

4. Details of paid-up capital as on _________ (DD/MM/YY) [as per latest audited balance sheet]

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Details of paid up capital</th>
<th>Amount (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Equity</td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>Preference redeemable</td>
<td></td>
</tr>
</tbody>
</table>
### 5. Free reserves or securities premium account or proceeds of any shares or other specified securities or debts as on______________ (DD/MM/YY)

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount (in Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Free reserves</td>
<td>___</td>
</tr>
<tr>
<td>(b) Securities Premium account</td>
<td>___</td>
</tr>
<tr>
<td>(c) Proceeds of issue of any shares or other securities</td>
<td>___</td>
</tr>
<tr>
<td>(d) Debts</td>
<td></td>
</tr>
<tr>
<td>Secured</td>
<td>___</td>
</tr>
<tr>
<td>Unsecured</td>
<td>___</td>
</tr>
<tr>
<td>Total</td>
<td>___</td>
</tr>
</tbody>
</table>

### 6. (a) Date of Board of Directors’ resolution approving or authorizing the buy-back of securities

(b)(i) Date of special resolution of members authorizing the buy-back of securities

(ii) Service request number of Form ..... (Special resolution)

(c) Service request number of Form ..... (Declaration of solvency)

### 7. Number, price and amount of shares or other specified securities authorised to be bought-back:

### 8. (a) Debt to capital and free reserves ratio allowed to company:

(b) Pre buy-back debt to capital and free reserve ratio:

(c) Post buy-back debt to capital and free reserve ratio:

(d) Details of Government notification for the ratio higher than 2:1, if any:
9. (a) Date on which last buy-back was authorised:            (DD/MM/YY)
            (b) Details of last buy-back:
            ______________________________________________________
            ______________________________________________________
            (c) Date on which last buy-back was completed:      (DD/MM/YY)

10. Whether there is any subsisting default in the following:
    (a) Repayment of deposit
        o Yes          o No
    (b) Payment of interest payable on deposits
        o Yes          o No
    (c) Redemption of debentures
        o Yes          o No
    (d) Payment of interest payable on debentures
        o Yes          o No
    (e) Redemption of preference shares
        o Yes          o No
    (f) Payment of dividend due to shareholders
        o Yes          o No
    (g) Repayment of term loans to any financial institution or banking company
        o Yes          o No
    (h) Payment of interest on the term loans mentioned above
        o Yes          o No

11. Whether there is any default in complying with the provisions of following sections:
    (a) Section 92 (relating to annual return)
        o Yes          o No
    (b) Section 123 (relating to payment of dividend)
12. (a) Date by which buy-back of shares or other specified securities to be completed:  
(DD/MM/YY)
(b) Date of completion of buy-back:    (DD/MM/YY)

13. Description of shares or other specified securities bought back by the company:

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Folio number / DP Id/client ID number or certificate number of securities bought-back</th>
<th>Name of last holder of securities</th>
<th>*Category to which they belong</th>
<th>Date of buy-back</th>
</tr>
</thead>
<tbody>
<tr>
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<td>(3)</td>
<td>(4)</td>
<td>(5)</td>
</tr>
<tr>
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<td></td>
</tr>
</tbody>
</table>

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<th>Number of securities bought-back</th>
<th><strong>Mode of buy-back</strong></th>
<th>Nominal value of securities</th>
<th>Price at which securities are bought back</th>
<th>Date of payment</th>
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<td>(8)</td>
<td>(9)</td>
<td>(10)</td>
</tr>
<tr>
<td>Amount paid for bought back securities</td>
<td>Cumulative total of securities bought-back</td>
<td>Date of/ cancellation / extinguishment and physical destruction of securities bought-back</td>
<td>Reference to entry in Register of members</td>
<td>Remarks</td>
</tr>
<tr>
<td>----------------------------------------</td>
<td>-------------------------------------------</td>
<td>----------------------------------------------------------------------------------</td>
<td>------------------------------------------</td>
<td>---------</td>
</tr>
<tr>
<td>(11)</td>
<td>(12)</td>
<td>(13)</td>
<td>(14)</td>
<td>(15)</td>
</tr>
</tbody>
</table>

*Indicate the category of securities that have been bought back

- Preference shares
- Equity shares
- Employees’ Stock Option shares
- Sweat equity shares, etc

**Indicate whether the securities have been bought back from

- the existing security-holders on a proportionate basis
- the open market
- odd-lots of listed securities
- Employees’ Stock Option
- Sweat equity
- any other mode, if so indicate the mode

14. *The shareholding pattern after buy-back of shares or other specified securities:
<table>
<thead>
<tr>
<th>S.No.</th>
<th>Category of security holders</th>
<th>Securities held before buy-back as on ______ (DD/MM/YY)</th>
<th>Securities held after buy-back as on ______ (DD/MM/YY)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Government(Central and State)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>Government Companies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>Public financial institutions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4.</td>
<td>Nationalized or other bank(s)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td>Mutual Funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6.</td>
<td>Venture Capital</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td>Foreign holdings (Foreign Institutional Investors, Foreign companies, Non-resident Indians, Foreign financial institutions or Overseas corporate bodies)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8.</td>
<td>Bodies Corporate (not mentioned above)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9.</td>
<td>Directors or relatives of directors</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Other top fifty shareholders (other than mentioned above)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>--</td>
<td>----------------------------------------------------------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11.</td>
<td>Others</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12.</td>
<td>Total</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Total number of shareholders __________ __________

**Verification**

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. It is hereby further certified that the person (Name to be Given) certifying this form has been duly engaged for this purpose.

**To be digitally signed by**

- Designation (to be given)
- DIN of the person signing the form

**Certificate by practicing professional**

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company.
which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:
  a. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
  b. All the required attachments have been completely and legibly attached to this form;

Signature
Chartered Accountant/Cost Accountant/Company Secretary in practice
Membership No and CP No

Note:
Attention is also drawn to provisions of Section 448 which provide for punishment for false statement and certification.

For office use only:  E-form Service Request Number (SRN).....................  E-form filing date....

Digital signature of the authorizing officer
This e-form is hereby registered
Date of signing
Form No. 4.12
Debenture Trust Deed

[Pursuant to rule 4.16(5)]

The debenture trust deed shall, inter alia, contain the following:-

1. DESCRIPTION OF DEBENTURE ISSUE:

   (a) Purpose of raising finance through the debenture issue;
   (b) Details of debenture issue as regards amount, tenure, interest/coupon rate, periodicity of payment, mode of payment and period of redemption;
   (c) An undertaking by the company to pay the interest and principal amount of such debentures to the Debenture holders as and when it becomes due, as per the terms of offer;
   (d) The terms of conversion/redemption of the debentures in terms of the issue to the debenture holders, options available, and debt equity ratio and debt service coverage ratio, if applicable.

2. DETAILS OF CHARGE CREATED (in case of secured debentures):

   (a) Nature of charge created and examination of title;
   (b) Rank of charge created viz. first, second, pari passu, residual, etc;
   (c) Minimum security cover required;
   (d) Complete details of the asset(s) on which charge is created such as description, nature, title, location, value, basis of valuation etc.;
   (e) Methods and mode of preservation of assets charged as security for the debentures;
(f) Other particulars of the charge, e.g., time period of charge, rate of interest, name of the charge holder;

(g) Provision for subsequent valuation;

(h) Procedure for allowing inspection of charged assets and book of accounts by debenture trustee or any person or person authorized by it;

(i) Charging of future assets

(j) Time limit within which the future security for the issue of debentures shall be created

(k) Circumstances specifying when the security may be disposed of or leased out with the approval of trustees

(l) Enforceability of securities, events under which security becomes enforceable

(m) Obligation of company not to create further charge or encumbrance of the trust property without prior approval of the trustee

3. PARTICULARS OF THE APPOINTMENT OF DEBENTURE TRUSTEE(S):

(a) The conditions and procedure for the appointment of the debenture trustee;

(b) Procedure for resignation by trustee including appointment of new trustees;

(c) Provision that the debenture trustee shall not relinquish his office until another debenture trustee has been appointed;

(d) Procedure to remove debenture trustee by debenture holders providing for removal on a resolution passed by the holders of not less than three fourth in value of debentures;
(e) Fees or commission or other legal travelling and other expenses payable to the trustee(s) for their services;

(f) Rights of the trustee including the right to inspect the registers of the company and to take copies and extract thereof and the right to appoint a nominee director;

(g) Duties of the trustee.

4. EVENTS OF DEFAULTS

(a) Events under which the security becomes enforceable which shall include the following events:

(i) When the company makes two consecutive defaults in the payment of any interest which ought to have been paid in accordance with the terms of the issue;

(ii) When the company without the consent of debenture holders ceases to carry on its business or gives notice of its intention to do so;

(iii) When an order has been made by the Tribunal or a special resolution has been passed by the members of the company for winding up of the company;

(iv) When any breach of the terms of the prospectus inviting the subscriptions of debentures or of the covenants of this deed is committed;

(v) When the company creates or attempts to create any charge on the mortgaged premises or any part thereof without the prior approval of the trustees/debenture holders;

(vi) When in the opinion of the trustees the security of debenture holders is in jeopardy.
(b) Steps which shall be taken by the debenture trustee in the event of defaults;
(c) Circumstances specifying when the security may be disposed off or leased out with the approval of trustees;
(d) A covenant that the company may hold and enjoy all the mortgaged premises and carry on therein and therewith the business until the security constituted becomes enforceable

5. OBLIGATIONS OF COMPANY:

This section shall state the company’s duty with respect to-

(a) maintaining a Register of debenture holders including addresses of the debenture holders, record of subsequent transfers and changes of ownership;
(b) keeping proper books of accounts open for inspection by debenture trustee;
(c) permitting the debenture trustee to enter the debentureholder’s premises and inspect the state and condition of charged assets;
(d) furnishing information required by the debenture trustee for the effective discharge of its duties and obligations, including copies of reports, balance sheets, profit and loss account etc.;
(e) keeping charged property/security adequately insured and in proper condition;
(f) paying all taxes, cesses, insurance premium with respect to charged property/security, on time;
(g) not declaring any dividend to the shareholders in any year until the company has paid or made satisfactory provision for the payment of the installments of principal and interest due on the debentures;
(h) creating the debenture redemption reserve;

(i) converting the debentures into equity in accordance with the terms of the issue, if applicable;

(j) informing the debenture trustee about any change in nature and conduct of business by the company before such change;

(k) informing the debenture trustee of any significant changes in the composition of its Board of Directors;

(l) informing the debenture trustee of any amalgamation, merger or reconstruction scheme proposed by the company;

(m) keeping the debenture trustee informed of all orders, directions, notices, of court/tribunal affecting or likely to affect the charged assets;

(n) not creating further charge or encumbrance over the trust property without the approval of the trustee;

(o) obligation of the company to forward periodical reports to debenture trustees containing the following particulars:
   (i) updated list of the names and addresses of the debenture holders;
   (ii) details of interest due but unpaid and reasons thereof;
   (iii) the number and nature of grievances received from debenture holders and (a) resolved by the company (b) unresolved by the company and the reasons for the same.
   (iv) a statement that the assets of the company which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due

(p) complying with all directions/guidelines issued by a Regulatory authority, with regard to the debenture issue

(q) submitting such information, as required by the debenture trustee
6. MISCELLANEOUS:

(a) The conditions under which the provisions of the trust deed or the terms and conditions of the debentures may be modified;

(b) The mode of service of notices and other documents on the company, the trustee and the holders of the debentures;

(c) The company to be responsible for paying any stamp duty on the trust deed or the debentures (if applicable);

(d) Provisions regarding meetings of the debenture holders;

(e) Provisions for redressal of grievances of debenture holders.
Form No. 4.13
Nomination Form

[Pursuant to section 72 & rule 4.17(1)& (3)]

To

Name of the company:

Address of the company:

I/We ..................................................... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(2) PARTICULARS OF NOMINEE/S —

(a) Name:

(b) Date of Birth:

(c) Father’s/Mother’s/Spouse’s name:

(d) Occupation:

(e) Nationality:
(f) Address:

(g) E-mail id:

(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

(a) Date of birth:

(b) Date of attaining majority

(c) Name of guardian:

(d) Address of guardian:

Name:

Address:

Name of the Security Holder (s) Signature Witness with name and address
Form No. 4.14
Cancellation or Variation of Nomination

[Pursuant to section 72(3) & Rule 4.17(9)]

Name of the company:

I/We hereby cancel the nomination(s) made by me/us in favor of....................(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of ......................... as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

(2) (a) PARTICULARS OF THE NEW NOMINEE:

   i. Name:
   ii. Date of Birth:
   iii. Father’s/Mother’s/Spouse’s name:
   iv. Nationality:
   v. Address:
vi. E-mail id:

vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR--

i. Date of Birth:

ii. Date of attaining majority

iii. Name of guardian:

iv. Address of guardian:

Signature

Name of the Security Holder (s)

Witness with name and address