**Form Of Statement In Lieu Of Prospectus To Be Delivered To Registrar By A Private Company On Becoming A Public Company And Reports To Be Set Out Therein**

**P A R T - I**

**Form of Statement and Particulars to be contained therein**

**The Companies Act, 1956.**

**Statement in lieu of Prospectus delivered for registration by**

**(Insert the name of the company)**

**Pursuant to Section 44(2)(b) the Companies Act, 1956.**

|  |
| --- |
| Delivered for registration by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| The Nominal Share Capital of the Company  | Rs.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|   |   |
| Divided into | Shares of Rs. \_\_\_\_\_\_\_ each |
|   | Shares of Rs. \_\_\_\_\_\_\_ each |
|   | Shares of Rs. \_\_\_\_\_\_\_ each |
|   |   |
| Amount (if any of above capital which consists of redeemable preference shares). Shares of Rs.\_\_\_\_\_\_\_each | Shares of Rs. \_\_\_\_\_\_\_ each |
|   |   |
| The earliest date on which the company has power to redeem these shares.  |   |
|   |   |
| Names, addresses, descriptions and occupations of -  |   |
|   |   |
| (a)  Directors/Proposed Directors :  |   |
|   |   |
| (b)  Managing Director or proposed Managing Director  |   |
|   |   |
| (c) & (d) ommitted  |   |
|   |   |
| (e)  Manager or proposed manager  |   |
|   |   |
| Any provision in the articles of Company of in any contract irrespective of the time when it was entered into, as to appointment of and remuneration payable to the persons referred to in (a), (b), (c), (d) and (e) above.  |   |
|   |   |
| If the share capital of the company is divided into different classes shares, the right of voting at meetings of the company conferred by, and the rights in respect of capital and dividends attached to, the several classes of shares respectively.  |   |
|   |   |
| Number and amount of shares and debentures agreed to be | 1. Shares of Rs.\_\_\_ fully paid |
| issued as fully or partly paid-up otherwise than in cash | 2. Shares upon which Rs.\_\_\_ per share credited as paid. |
|   | 3. Debentures |
|   |   |
| The consideration for the intended issue of those shares and debentures. | 4. Consideration |
|   |   |
| Number, description and amount of any shares or debentures which any person has or is entitled to be given an option to subscribe for, or to acquire from a person to whom they have been allotted or agreed to allotted with a view to his offering them for sale.  | 1. Shares of Rs.\_\_\_\_ and debentures of Rs.\_\_\_\_ |
|   |   |
| Period during which the option is exercisable. | 2. Until  |
|   |   |
| Price to be paid for shares or debentures subscribed for or | 3. |
| acquired under the option. |   |
|   |   |
| Consideration for the shares of the right to option. | 4. Consideration  |
|   |   |
| Persons to whom the option or the right to option was given or, it given to existing share holders or debenture holders as such, the relevant shares or debentures. | 5. Name and addresses |
|   |   |
| Names, occupations and addressees of vendors of property purchased of acquired by the company except where the contract for its purchase of acquisition was entered into the ordinary course of the business intended to be carried on by the company or the amount of the purchase money is not material. |   |
|   |   |
| Amount (in cash, shares and debentures) payable to cash separate vendor. |   |
|   |   |
| Amount (if any) paid or payable (in case, shares or  debentures) for each such property, specifying amount (if any),paid or payable for goodwill. | Total Purchase Price Rs.\_\_\_\_\_\_\_\_\_\_\_ |
|   | Cash Rs.\_\_\_\_\_\_\_\_\_\_\_ |
|   | Shares Rs.\_\_\_\_\_\_\_\_\_\_\_ |
|   | Debentures Rs.\_\_\_\_\_\_\_\_\_\_\_ |
|   | Goodwill Rs.\_\_\_\_\_\_\_\_\_\_\_  |
|   |                       ==========  |
| Short particulars of every transaction relating to each such property, which was completed within the two proceeding years and in which any vendor to the company had any interest, direct or indirect. |   |
|   |   |
| Amount (if any) paid or payable as commission for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares or debentures in the company; or | Amount paid \_\_\_\_\_\_\_\_\_\_\_\_\_ Amount payable\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|   |   |
| Rate of the commission | Rate per cent  |
|   |   |
| The number of shares, if any, which persons have agreed to subscribe for a commission. |   |
|   |   |
| If it is proposed to acquire any business, the amount, as certified by the persons by whom the accounts of the business have been audited, of the net profit of the business in respect of each of the five years immediately preceding the date of this statement, provided that in the case of a business which has been carried on for less than five years and the account of which have been only made up in respect of four years, three years, two years or one year, the above requirements shall have effect as if reference to four years, three years, two years or one year as the case may be, were substituted for references to five years, and in any such case the statement shall say how long the business to be required has been carried on. |   |
|   |   |
| Where the financial year with respect to which the account of the business have been made up is greater or less than a year, references to five years, four years, three years, two years, one year in this paragraph shall have effect as if references to such no. of financial year as in the aggregate, cover a period of not less than five years, four years, three years, two years, two years or one year, as the case may be, were substituted for references to three years, two years and one year respectively |   |

|  |  |
| --- | --- |
| Estimated amount of preliminary expenses. | Rs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|   |   |
| By whom those expenses has been paid or are payable. |   |
|   |   |
| Amount paid or intended to be paid to any promoter. | Name of promoter\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Amount Rs.\_\_\_\_\_\_\_\_\_\_ |
|   |   |
| Consideration for the payment. | Consideration: |
|   |   |
| Any other benefit given or intended to be given to any promoter.  | Name of promoter: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Nature and value of benefit |
|   |   |
| Consideration for the benefit.  | Consideration: |
|   |   |
| Dates of, parties to, and general nature if: -  |   |
|    a) Contract appointing or fixing the remuneration of directors, managing directors, or manager; and |   |
|   b) Every other material contract (other than (i) contracts entered into in the ordinary course of the business intended to be carried on by the company or (ii) entered into more than two years before the delivery of this statement. |   |
|   |   |
| Time & place at which (1) the contracts or copies thereof or (2)(i) in the case of a contract not reduced into writing, a memorandum giving full particulars thereof, and (ii) in the case of a contract wholly or partly in a language other than English, a copy of a translation thereof in English of embodying a translation in English of the parts in the other language, as the case may be, being a translation certified in the prescribed manner to be a correct translation, may be inspected. |   |
|   |   |
| Name and addresses of the auditors of the Company (if any).  |   |
|   |   |
| Full particulars of the nature and extend of the interest of every director managing director of manager in the promotion of or in the proprietor proposed to be acquired by the company, for Preliminary Expenses incurred or where the interest of such a director consist in being a partner in a firm, the nature and extent of the interest of the firm, with statement of or sum paid firm in cash or shares or other wise/ by any person, either to inducement to become, or to qualified him as, a director or otherwise for services rendered by him or by the firm in connection with promotion or formation of the company. |   |

**PART – II**

**Reports to be set out**

1. Where it is proposed to acquire a business, a report made by accountants (who shall be named in the statement) upon–

(a) the profits or losses of the business in respect of each of the five financial years immediately preceding the delivery of the statement of the Registrar; and

(b) the assets and liabilities of the business as at the last date to which the accounts of the business were made up.

2. (1) Where it is proposed to acquire shares in a body corporate which by reason of the acquisition or anything to be done in consequence thereof or on connection therewith will become a subsidiary of the company, a report made by accountants (who shall be named in the statement) with respect to the profits and losses and assets and liabilities of the other body corporate in accordance with sub-clause (2) or (3) of this clause, as the case may require, indicating how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have connected members of the company, and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with, for holding of other shares, if the company had at all materials times held the shares to be acquired.

(2) If the other body corporate has no subsidiaries, the report referred to on sub-clause (1) shall –

(a) so far as regards profits and losses, deal with the profits and losses of the body corporate in respect of each of five financial years immediately preceding the delivery of the statement to the Registrar; and

(b) so far as regards assets and liabilities, deal with assets and liabilities of the body corporate were made up.

(3) If the other body corporate has subsidiaries, the report referred to in sub-clause (1) shall –

(a) so far as regards profits and losses, deal separately with other body corporate’s profit or losses as provided by sub-clause (2), and in addition deal either –

(i) as a whole with the combined profits or losses of its subsidiaries so far as they concerns members of the other body corporate; or

(ii) individually with the profits or losses of each subsidiary, so far as they concerns members of the other body corporate;

or, instead of dealing separately with the other body corporate’s profit or losses, deal as a whole with the profits or losses of the other body corporate and, so far as they concern members of the other body corporate, with the combined profits or losses of its subsidiaries; and

(b) so far as regards assets and liabilities, deal separately with other body corporate assets and liabilities as provided by sub-section (2) and, in addition, deal either –

(i) as a whole with the combined assets and liabilities of its subsidiaries, with or without other body corporate’s assets and liabilities; or

(ii) individually with the assets and liabilities of each subsidiary;; and shall indicate, as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than the members of the company.

**PART – III**

**Provisions Applying to Part I and Part II of this Schedule**

3. (1) In this Schedule, the expression "vendor" includes a vendor as defined in Part III of Schedule II.

(2) Clause 31 of Schedule II shall apply to the interpretation of Part II of this Schedule as it applies to the interpretation of Part II of Schedule II.

4. If in the case of a business which has been carries on, or of a body corporate which has been carrying on business for  less than five financial years, the accounts of the business or body corporate have not been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references  to four financial years, three financial years, two financial years or one financial year, as the case may be, were substituted for reference to five financial years.

5. Any report by accountants required by Part II of this Schedule either –

(a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the person making the report necessary; or

(b) make those adjustments and indicate the adjustments have been made.

6. Any report by accountants required by Part II of this Schedule –

(a) shall made by accountants qualified under this Act for appointment as auditors of a company; and

(b) shall not be made by any accountant who is an officer or servant, or a partner or in the employment of an officer or servant, of the company or of the company’s subsidiary holding company or of a subsidiary of the company’s holding company.

For the purpose of this clause, the expression "officer" shall include a proposed director but not an auditor.

(Signature of the persons above named as directors or proposed directors, or of their agents authorised in writing).

1.

2.

3.

Dated : ………….

Place :…………...