

**FORM PAS - 4**

**[see rule 14(3) Companies (Prospectus and Allotment of Securities) Rules, 2014]**

**PART-A**

**PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER**

**1. GENERAL INFORMATION**

- i. Name, address, website and other contact details of the company indicating both registered office and corporate office:

<b>Name of the Company</b>	
<b>Registered Office Address</b>	
<b>Corporate Office Address</b>	
<b>Contact Number</b>	
<b>Fax Number</b>	
<b>Email id</b>	
<b>Website</b>	

- ii. Date of incorporation of the company:

- iii. Business carried on by the company and its subsidiaries with the details of \branches or units:

- a. The description of the Company's Principal Business Activities are as under:

- b. Details about the subsidiaries of the Company with the details of \branches or units:

- iv. Brief particulars of the management of the company

- a. Details of Board of Directors of the Company & their profile

- b. Details of Key Management Personnel of the Company & their profile

- 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. Registrar of the Issue:**

**x. Valuation Agency:**

**xi. Auditors:**

**xii. 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, authorizing the offer of securities:**
- iv. Kinds of securities offered (i.e. whether share or debenture) and class of security; the total numbers of shares or other securities to be issued: Equity**
- v. Price at which the security is being offered including the premium, if any, along with justification of the price: \_\_\_\_\_ INR**
- 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:**
- 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):**
- 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:**
- 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 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:

S. No	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of share held	% of shares holding
A	<b>Promoters' holding</b>				
1	Indian				
	Individual				
	Bodies Corporate				
	Sub-total				
2	<b>Foreign promoters</b>				
	<b>Sub-total (A)</b>				
B	<b>Non-promoters' holding</b>				
1	Institutional investors				
2	Non-institutional investors				
	Private corporate bodies				
	Director and relatives				
	Indian public				
	Others [including Non-resident Indians (NRIs)]				
	<b>Sub-total (B)</b>				
	<b>GRAND TOTAL (A+B)</b>				

### 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:**

**i. The capital structure of the company:**

	<b>Authorised Capital (In Rs.)</b>	<b>Issued Capital (In Rs.)</b>	<b>Subscribed Capital (In Rs.)</b>	<b>Paid Up Capital (In Rs.)</b>
<b>Number of Equity shares</b>				
<b>Nominal amount per equity share</b>				
<b>Total amount of equity shares</b>				

<b>Number of preference shares</b>				
<b>Nominal amount per preference shares</b>				
<b>Total amount of preference shares</b>				

- ii. **Size of the present offer:**
- iii. **Paid up capital**
  - i. After the offer;
  - ii. After conversion of convertible instruments (if applicable);
  - iii. Share premium account (before and after the offer)
- iv. **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:**
- v. **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:**
- vi. **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:**
- vii. **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):**
- viii. **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:**
- ix. **Audited Cash Flow statement for the three years immediately preceding the date of issue of private placement offer cum application letter:**
- x. **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-Refer Application Form)**

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	
viii.	Tick whichever is applicable	
(a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares.-		<input type="checkbox"/>
(b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith.-		<input type="checkbox"/>

Signature

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

**6. A DECLARATION BY THE DIRECTORS THAT**

- i. the company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder
- ii. 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; and
- iii. 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 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.

Date: .....

Place

Attachments:

- Copy of Board resolution
- Copy of shareholders resolution
- Terms of Issue
- Valuation Report.
- Cash Flow Statements
- Application Form