

## INFORMATION REQUIRED IN THE PROSPECTUS OF AN INDUSTRIAL COMPANY

**Item 1. Distribution Spread:**

The information called for by the following Table shall be given, in substantially the tabular form indicated, on the outside front cover page of the prospectus as to all securities being offered for cash (estimate amounts, if necessary).

TABLE

	COLUMN 1	COLUMN 2	COLUMN 3
	<i>Price to public</i>	<i>Underwriting discounts or commissions</i>	<i>Proceeds to issuer or selling security-holder</i>
Per unit _____	_____	_____	_____
Total _____	_____	_____	_____

*Instructions:*

**(1.1)** Only commissions paid or payable in cash by the issuer or selling security-holder or discounts granted are to be included in the Table. Commissions or other consideration paid or payable in cash or otherwise by other persons or companies and consideration other than discounts granted and other than cash paid or payable by the issuer or selling security-holder shall be set out following the Table with a reference thereto in the second column of the Table. Any finder's fees or similar payments shall be appropriately disclosed.

**(1.2)** If it is impracticable to state the price to the public, the method by which it is to be determined shall be explained. In addition, if the securities are to be offered at the market, indicate the market involved and the market price as of the latest practicable date.

**(1.3)** If any of the securities offered are to be offered for the account of existing security-holders (secondary distribution), refer on the first page of the prospectus to the information called for by Instruction 3 to Item 19.

**(1.4)** With the consent of the Director the information called for by the Table may be given in narrative form.

**Item 2. Plan of Distribution:**

- (a) If the securities being offered are to be sold through underwriters, give the names of the underwriters. State briefly the nature of the underwriters' obligation to take up and pay for the securities.
- (b) Outline briefly the plan of distribution of any securities being offered that are to be offered otherwise than through underwriters.

*Instruction:*

All that is required as to the nature of the underwriters' obligation is whether the underwriters are or will be committed to take up and pay for all of the securities if any are taken up, or whether the underwriting is merely an agency or "best efforts" arrangement under which the underwriters are required to take up and pay for only such securities as they may sell to the public. Conditions precedent to the underwriters' taking up the securities, including "market outs", need not be described except to the extent that such conditions precedent are not satisfied prior to the commencement of the sale of the securities to the public.

**Item 3. Use of Proceeds to Issuer:**

- (a) State the estimated net proceeds to be derived by the issuer from the sale of the securities to be offered, the principal purposes for which the net proceeds are intended to be used and the approximate amount intended to be used for each such purpose.
- (b) State the particulars of any provisions or arrangements made for holding any part of the net proceeds of the issue in trust or subject to the fulfilment of any conditions.

*Instructions:*

- (3.1)** Details of proposed expenditures are not to be given except as otherwise required hereunder. If any substantial part of the proceeds has not been allocated for particular purposes, a statement to that effect shall be made together with a statement of the amount of the proceeds not so allocated.
- (3.2)** Include a statement regarding the proposed use of the actual proceeds if they should prove insufficient to accomplish the purposes set out, and the order of priority in which they will be applied. However, such statement need not be made if the underwriting arrangements are such that, if any securities are sold to the public, it can be reasonably expected that the actual proceeds of the issue will not be substantially less than the estimated aggregate proceeds to the issuer as shown under Item 1.
- (3.3)** If any material amounts of other funds are to be used in conjunction with the proceeds, state the amounts and sources of such other funds. If any material part of the proceeds is to be used to reduce or retire indebtedness, this item is to be answered as to the use of the proceeds of the indebtedness if the indebtedness was incurred, within the two preceding years; otherwise, it will suffice to state that the proceeds are to be used to reduce or retire the indebtedness.

**(3.4)** If any material amount of the proceeds is to be used directly or indirectly to acquire assets, otherwise than in the ordinary course of business, briefly describe the assets, and, where known, the particulars of the purchase price being paid for or being allocated to the respective categories of assets (including intangible assets) that are being acquired and, where practicable and meaningful, give the name of the person or company from whom the assets are to be acquired. State the cost of such assets to the issuer and the principle followed in determining such cost. State briefly the nature of the title to or interest in such assets to be acquired by the issuer. If any part of the consideration for the acquisition of any such assets consists of securities of the issuer, give brief particulars of the designation, number or amount, voting rights (if any) and other appropriate information relating to such class of securities, including particulars of any allotment or issuance of any such securities within the two preceding years.

**Item 4. Sales Otherwise than for Cash:**

If any of the securities being offered are to be offered otherwise than for cash, state briefly the general purposes of the issue, the basis upon which the securities are to be offered, the amount of compensation paid or payable to any person or company and any other expenses of distribution, and by whom they are to be borne.

*Instruction:*

If the offer is to be made pursuant to a plan of acquisition, describe briefly the general effect of the plan and state when it became or is to become operative. As to any material amount of assets to be acquired under the plan, furnish information corresponding to that required by Instruction 4 to Item 3.

**Item 5. Share and Loan Capital Structure:**

Furnish in substantially the tabular form indicated, or where appropriate in notes thereto:

- (1) particulars of the share and loan capital of the issuer;
- (2) particulars of the loan capital of each subsidiary of the issuer (other than loan capital owned by the issuer or its wholly-owned subsidiaries) whose financial statements are contained in the prospectus on either a consolidated or individual basis;
- (3) the aggregate amount of the minority interest in the preference shares, if any, and the aggregate amount of the minority interest in the common shares and surplus of all subsidiaries whose financial statements are contained in the prospectus on a consolidated basis; and
- (4) the aggregate amount of the minority interest in the preference shares, if any, and the aggregate amount of the minority interest in the common shares and surplus of all subsidiaries whose financial statements are contained in the prospectus on an individual basis and not included in the consolidated financial statements.

TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5
<i>Designation of security</i>	<i>Amount authorized or to be authorized</i>	<i>Amount outstanding as of the date of the most recent balance sheet contained in the prospectus</i>	<i>Amount outstanding as of a specific date within 30 days</i>	<i>Amount to be outstanding if all securities being issued are sold</i>

*Instructions:*

- (5.1) Do not include indebtedness classified as current liabilities unless secured.
- (5.2) Set out in a note to the Table a cross-reference to any note in the financial statements containing information concerning the extent of obligations arising by virtue of leases on real property.
- (5.3) Individual items of indebtedness which are not in excess of 3% of total assets as shown in the balance sheet referred to in Column 3 may be set out in a single aggregate amount under an appropriate caption such as "Sundry Indebtedness".
- (5.4) Where practicable, state in general terms the respective priorities of the indebtedness shown in the Table.
- (5.5) Give particulars of the amount, general description of and security for any substantial indebtedness proposed to be created or assumed by the issuer or its subsidiaries, other than indebtedness offered by the prospectus.
- (5.6) No information need be given under Column 2 with respect to the common and preference shares of subsidiaries.
- (5.7) For the purposes of Column 3, in computing the amount of the minority interest in the subsidiaries whose financial statements are contained in the prospectus on an individual basis and not included in the consolidated financial statements, such computation may be based on the financial statements of each such subsidiary contained in the prospectus.
- (5.8) In computing the minority interest in the subsidiaries for the purpose of Column 4, the amount set out in Column 3 may be used provided that appropriate adjustment is made to such amount to reflect any change in the percentage of ownership in the capital and surplus of any subsidiary by the minority interest.
- (5.9) The 30-day period referred to in Column 4 is to be calculated within 30 days of the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be.
- (5.10) The information to be set out in Column 5 may be based upon the information contained in Column 4, adjusted to take into account any amounts set out in Column 4 to be retired out of the proceeds of the issue.

## **Item 6. Name and Incorporation of Issuer:**

State the full corporate name of the issuer and the address of its head office and principal office. State the laws under which the issuer was incorporated and whether incorporated by letters patent or otherwise and the date thereof. If material state whether supplementary letters patent or similar authority for amendment or variation of the letters patent or other constating document have been issued.

### *Instructions:*

- (6.1) Particulars of any such documents need be set out only if material to the securities offered by the prospectus. See Item 11.
- (6.2) If the issuer is not a company, give material details of its form of organization and structure.

## **Item 7. Description of Business:**

Briefly describe the business carried on and intended to be carried on by the issuer and its subsidiaries and the general development of such business within the five preceding years. If the business consists of the production or distribution of different kinds of products or the rendering of different kinds of services, indicate, in so far as practicable, the principal products or services.

### *Instructions:*

- (7.1) The description shall not relate to the powers and objects specified in the incorporating instruments, but to the actual business carried on and intended to be carried on. Include the business of subsidiaries of the issuer only in so far as is necessary to understand the character and development of the business conducted by the combined enterprise.
- (7.2) In describing developments, information shall be given as to matters such as the following: the nature and results of any bankruptcy, receivership or similar proceedings with respect to the issuer or any of its subsidiaries; the nature and results of any other material reorganization of the issuer or any of its subsidiaries; the acquisition or disposition of any material amount of assets otherwise than in the ordinary course of business; and material changes in the types of products produced or services rendered by the issuer and its subsidiaries; and any material changes in the mode of conducting the business of the issuer or its subsidiaries.
- (7.3) Where appropriate to a clear understanding by investors of the speculative nature of the enterprise or the securities being offered, an introductory statement shall be made on the outside front cover page of the prospectus, summarizing the factors which make the offering a speculation and setting forth such matters as a comparison, in percentages, of the securities being offered to the public for cash and those issued or to be issued to promoters, directors, officers, controlling persons and underwriters for cash, property and services. With the consent of the Director the information called for by this instruction may be given in the body of the prospectus if an appropriate reference is made on the outside front cover of the prospectus to the speculative or promotional nature of the enterprise and a cross-reference is made to the body of the prospectus where such information is contained.

**Item 8. Description of Property:**

State briefly the location and general character of the principal properties, including buildings and plants, of the issuer and its subsidiaries. If any such property is not freehold property or is held subject to any major encumbrance, so state and briefly describe the nature of the title or any such encumbrance, as the case may be.

*Instruction:*

What is required is information essential to an investor's appraisal of the securities being offered. Such information should be furnished as will reasonably inform investors as to the suitability, adequacy, productive capacity and extent of utilization of the facilities used in the enterprise. Detailed descriptions of the physical characteristics of individual properties or legal descriptions by metes and bounds are not required and should not be given.

**Item 9. Promoters:**

If any person or company is or has been a promoter of the issuer or of any of its subsidiaries within the five years immediately preceding the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be, furnish the following information:

(a) State the names of the promoters, the nature and amount of anything of value (including money, property, contracts, options or rights of any kind) received or to be received by each promoter directly or indirectly from the issuer or from any of its subsidiaries, and the nature and amount of any assets, services or other consideration therefor received or to be received by the issuer or subsidiary;

(b) As to any assets acquired or to be acquired by the issuer or by any of its subsidiaries from a promoter, state the amount at which acquired or to be acquired and the principle followed or to be followed in determining the amount. Identify the person making the determination and state his relationship, if any, with the issuer, any subsidiary or any promoter. If the assets were acquired by the promoter within two years prior to the transfer to the issuer or subsidiary, state the cost thereof to the promoter.

**Item 10. Pending Legal Proceedings:**

Briefly describe any pending legal proceedings material to the issuer to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted and the principal parties thereto. Make a similar statement as to any such proceedings known to be contemplated.

*Instruction:*

If the business ordinarily results in actions for negligence or other claims, no such action or claim need be described unless it departs from the usual type of such action.

**Item 11. Issuance of Shares:**

(a) If shares are being offered, state the description or the designation of the class of shares offered and furnish all material attributes and characteristics including, without limiting the generality of the foregoing, the following information:

- (i) dividend rights,
- (ii) voting rights,
- (iii) liquidation or distribution rights,
- (iv) pre-emptive rights,
- (v) conversion rights,
- (vi) redemption, purchase for cancellation or surrender provisions,
- (vii) sinking or purchase fund provisions,
- (viii) liability to further calls or to assessment by the issuer, and
- (ix) provisions as to the modification, amendment or variation of any such rights or provisions;

(b) If the rights of holders of such shares may be modified otherwise than in accordance with the provisions attaching to such shares or the provisions of the governing Act relating thereto, so state and explain briefly.

*Instructions:*

**(11.1)** This item requires only a brief summary of the provisions that are material from an investment standpoint. Do not set out verbatim the provisions attaching to the shares; only a succinct resume is required.

**(11.2)** If the rights attaching to the shares being offered are materially limited or qualified by the rights of any other class of securities, or if any other class of securities (other than obligations covered in Item 12) ranks ahead of or pari passu with the shares being offered, include such information regarding such other securities as will enable investors to understand the rights attaching to the shares being offered. If any shares being offered are to be offered in exchange for other securities, an appropriate description shall be given. No information need be given, however, as to any class of securities that is to be redeemed or otherwise retired, provided appropriate steps to assure such redemption or retirement have been or will be taken prior to or contemporaneously with the delivery of the shares being offered.

**(11.3)** In addition to the summary referred to in Instruction 1, the issuer may set out verbatim in a schedule to the prospectus the provisions attaching to the shares being offered.

**Item 12. Issuance of Obligations:**

If obligations are being offered, give a brief summary of the material attributes and characteristics of the indebtedness and the security therefor including, without limiting the generality of the foregoing:

- (a) Provisions with respect to interest rate, maturity, redemption or other retirement, sinking fund and conversion rights.
- (b) The nature and priority of any security for the obligations, briefly identifying the principal properties subject to lien or charge.
- (c) Provisions permitting or restricting the issuance of additional securities, the incurring of additional indebtedness and other material negative covenants (including restrictions against payment of dividends, restrictions against giving security on the assets of the issuer or its subsidiaries and the like) and provisions as to the release or substitution of assets securing the obligations, the modification of the terms of the security and similar provisions.
- (d) The name of the trustee under any indenture relating to the obligations and the nature of any material relationship between the trustee and the issuer or any of its affiliates.

*Instruction:*

Instructions 1, 2 and 3 of Item 11 apply to this item with such modifications as the circumstances require.

**Item 13. Issuance of Other Securities:**

If securities other than shares or obligations are being offered, outline briefly the rights evidenced thereby. If subscription warrants or rights are being offered or issued, state the description and amount of securities covered thereby, the period during which, and the conditions by which they may be exercised.

*Instruction:*

The instructions to Item 11 apply to this item with such modifications as the circumstances require.

**Item 14. Dividend Record:**

State the amount of dividends or other distributions, if any, paid by the issuer during its last five completed financial years preceding the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be.

*Instruction:*

Dividends paid should be set out on a per share basis, shown separately for each class of shares in respect of each of the financial years. Appropriate adjustments shall be made to reflect changes in capitalization during the period.

**Item 15. Directors and Officers:**

List the names and home addresses in full of all directors and officers of the issuer and indicate all positions and offices with the issuer held by each person named, and the principal occupations within the five preceding years, of each director and officer.

**Item 16. Remuneration of Directors and Senior Officers:**

Furnish the following information, if possible in tabular form:

(a) The amount of the aggregate remuneration paid or payable by the issuer and its subsidiaries, whose financial statements are consolidated with those of the issuer, to the directors and senior officers of the issuer, and as a separate amount the aggregate direct remuneration paid or payable to such directors and senior officers by the subsidiaries of the issuer whose financial statements are not consolidated with those of the issuer, such aggregate to be furnished for the last completed financial year of the issuer and as separate amounts for the period from the last completed financial year to a date within 30 days of the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be.

(b) The estimated cost to the issuer and its subsidiaries in the last completed financial year of all pension benefits proposed to be paid in the aggregate under any normal pension plan in the event of retirement at normal retirement age, directly or indirectly, by the issuer or any of its subsidiaries to the persons referred to in paragraph (a) or, in the alternative, the estimated aggregate amount of all such pension benefits proposed to be paid in the event of retirement at normal retirement age, directly or indirectly, by the issuer or any of its subsidiaries to the persons referred to in paragraph (a).

(c) The aggregate of all remuneration payments (other than payments of the type required to be reported under paragraph (a) or (b)) made during the year and period referred to in paragraph (a) and, as a separate amount, proposed to be paid in the future, directly or indirectly, by the issuer or any of its subsidiaries pursuant to any existing plan or arrangements to each person referred to in paragraph (a).

*Instructions:*

**(16.1)** The term "plan" in paragraph (c) includes all plans, contracts, authorizations or arrangements, whether or not contained in any formal document or authorized by any resolution of the directors of the issuer or its subsidiaries.

**(16.2)** Information need not be included as to payments to be made for, or benefits to be received from, group life or accident insurance, group hospitalization or similar group payments or benefits, or the Canada Pension Plan or any government pension plan similar thereto.

**(16.3)** If it is impracticable to state the amount of remuneration payments proposed to be made, the aggregate amount set aside or accrued to date in respect of such payments should be stated, together with an explanation of the basis of future payments.

**(16.4)** The information called for by paragraphs (a), (b) and (c) of this item may be given for the directors and senior officers as a group, without naming them.

**(16.5)** In giving information as to aggregate remuneration payments under paragraph (c) of this item include any payments made or proposed to be made with respect to deferred compensation benefits, retirement benefits or other benefits except for such amounts as were paid or would be paid under the normal pension plan of the issuer and its subsidiaries.

**Item 17. Options to Purchase Securities:**

Furnish the information referred to in Instruction 1, if possible in tabular form, as to options to purchase securities from the issuer or any of its subsidiaries:

- (i) held or proposed to be held by all directors and senior officers as a group, without naming them;
- (ii) held or proposed to be held by all directors and senior officers of any subsidiary of the issuer as a group, without naming them;
- (iii) held or proposed to be held by all other employees of the issuer as a group, without naming them;
- (iv) held or proposed to be held by all other employees of any subsidiary of the issuer as a group, without naming them; and
- (v) held or proposed to be held by any other person or company, naming each such person or company;

which are outstanding as of a specified date within 30 days prior to the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act as the case may be, or which are subsequently given or proposed to be given.

*Instructions:*

**(17.1)** Describe the options, stating the material provisions including,

- (i) the designation and number of the securities under option;
- (ii) the purchase price of the securities under option and the expiration dates of such options;
- (iii) if reasonably ascertainable, the market value of the securities under option on the date of grant; and
- (iv) if reasonable ascertainable, the market value of the securities under option as of the aforesaid specified date.

**(17.2)** The term "option" as used herein includes all options, share purchase warrants or rights other than those issued to all security-holders of the same class on a pro rata basis or to all security-holders of the same class resident in Canada on a pro rata basis.

**(17.3)** The extension of options shall be deemed the granting of options within the meaning of this item.

(17.4) Where the market value of securities is not meaningful, it is permissible to state in lieu of such market value the formula by which the purchase price of the securities under option will be determined.

(17.5) No reference need be made to any option disclosed in Item 2.

**Item 18. Escrowed Shares:**

State as of a specified date within 30 days prior to the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be, in substantially the tabular form indicated, the number of shares of each class of equity shares of the issuer to the knowledge of the issuer held in escrow, disclosing the name of the depository, if any, the date of and the conditions, if any, governing the release of such shares from escrow:

TABLE

COLUMN 1	COLUMN 2	COLUMN 3
<i>Designation of class</i>	<i>Number of shares held in escrow</i>	<i>Percentage of class</i>
_____	_____	_____
_____	_____	_____

**Item 19. Principal Holders of Securities:**

Furnish the following information as of a specified date within 30 days prior to the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be, in substantially the tabular form indicated:

(a) The number of share of each class of equity shares of the issuer owned of record or beneficially, directly or indirectly, by each person or company who owns of record, or is known by the issuer to own beneficially, directly or indirectly, more than 10% of any class of such shares. Show in column 3 whether the shares are owned both of record and beneficially, or record only, or beneficially only, and show in columns 4 and 5 the respective amounts and percentages known by the issuer to be owned in each such manner:

TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5
<i>Name and address</i>	<i>Designation of class</i>	<i>Type of ownership</i>	<i>Number of shares owned</i>	<i>Percentage of class</i>
_____	_____	_____	_____	_____

(b) The percentage of shares of each class of equity shares of the issuer or any of its parents or its subsidiaries, beneficially owned, directly or indirectly, by all directors and senior officers of the issuer, as a group, without naming them:

TABLE

COLUMN 1	COLUMN 2
<i>Designation of class</i>	<i>Percentage of class</i>
_____	_____
_____	_____

*Instructions:*

**(19.1)** For purposes of paragraph (a) of this item, shares owned beneficially, directly or indirectly, and of record shall be aggregated in determining whether any person or company owns more than 10% of the shares of any class.

**(19.2)** If equity shares are being offered in connection with, or pursuant to, a plan of acquisition, amalgamation or reorganization, indicate, as far as practicable, the respective equity shareholdings that will exist after giving effect to the plan.

**(19.3)** If any of the securities being offered are to be offered for the account of a security-holder, name such security-holder and state the number or amount of the securities owned by him, the number or amount to be offered for his account and the number or amount to be owned by him after the offering.

**(19.4)** If, to the knowledge of the issuer or the underwriter of the securities being offered, more than 10% of any class of equity shares of the issuer are held or are to be held subject to any voting trust or other similar agreement, other than an escrow arrangement referred to in Item 18, state the designation of such shares, the number or amount held or to be held and the duration of the agreement. Give the names and addresses of the voting trustees and outline briefly their voting rights and other powers under the agreement.

**(19.5)** If, to the knowledge of the issuer or the underwriter of the securities being offered, any person or company named in answer to paragraph (a) is an associate or affiliate of any other person or company named therein disclose, insofar as known, the material facts of such relationship.

**Item 20. Prior Sales:**

State the prices at which securities of the class offered by the prospectus have been sold within the past 12 months prior to the date of the preliminary prospectus, or the date of the prospectus filed under section 56 of the Act, as the case may be, or are to be sold, by the issuer or selling security-holder if such prices differ from those at which the securities are offered by the prospectus. State the number of securities sold or to be sold at each price.

*Instruction:*

In the case of sales by a selling security-holder, the information required by this item may, with the consent of the Director, be given in the form of price ranges for each calendar month.

**Item 21. Interest of Management and Others in Material Transactions:**

Describe briefly, and where practicable state the approximate amount of, any material interest, direct or indirect, of any of the following persons or companies in any transaction within the three years prior to the date of the preliminary prospectus, or the date of the prospectus filed under section 56 of the Act, as the case may be, or in any proposed transaction which, in either such cases, has materially affected or will materially affect the issuer or any of its subsidiaries:

- (i) any director or senior officer of the issuer;
- (ii) any shareholder named in answer to paragraph (a) of Item 19; and
- (iii) any associate or affiliate of any of the foregoing persons or companies.

*Instructions:*

**(21.1)** Give a brief description of the material transaction. Include the name and address of each person or company whose interest in any transaction is described and the nature of the relationship by reason of which such interest is required to be described.

**(21.2)** As to any transaction involving the purchase or sale of assets by or to the issuer or any subsidiary, otherwise than in the ordinary course of business, state the cost of the assets to the purchaser and the cost thereof to the seller if acquired by the seller within two years prior to the transaction.

**(21.3)** This item does not apply to any interest arising from the ownership of securities of the issuer where the security-holder receives no extra or special benefit or advantage not shared on a pro rata basis by all other holders of the same class of securities or all other holders of the same class of securities who are resident in Canada.

**(21.4)** Information shall be included as to any material underwriting discounts or commissions upon the sale of securities by the issuer where any of the specified persons or companies was or is to be an underwriter or is an associate, affiliate or partner of a person, company or partnership that was or is to be an underwriter.

**(21.5)** No information need be given in answer to this item as to any transaction or any interest therein, where,

(i) the rates or charges involved in the transaction are fixed by law or determined by competitive bids;

(ii) the interest of a specified person or company in the transaction is solely that of a director of another company that is a party to the transaction;

(iii) the transaction involves services as a bank or other depository of funds, transfer agent, registrar, trustee under a trust indenture or other similar services;

(iv) the interest of a specified person or company, including all periodic instalments in the case of any lease or other agreement providing for periodic payments or instalments, does not exceed \$10,000.; or

(v) the transaction does not, directly or indirectly, involve remuneration for services, and,

(A) the interests of the specified person or company arose from the beneficial ownership, direct or indirect, of less than 10% of any class of equity shares of another company that is a party to the transaction,

(B) the transaction is in the ordinary course of business of the issuer or its subsidiaries, and

(C) the amount of the transaction or series or transactions is less than 10% of the total sales or purchases, as the case may be, of the issuer and its subsidiaries for the last completed financial year.

**(21.6)** Information shall be furnished in answer to this item with respect to transactions not excluded above that involve remuneration, directly or indirectly, to any of the specified persons or companies for services in any capacity unless the interest of the person or company arises solely from the beneficial ownership, direct or indirect, of less than 10% of any class of equity shares of another company furnishing the services to the issuer or its subsidiaries.

**(21.7)** This item does not require the disclosure of any interest in any transaction unless such interest and transaction are material.

## **Item 22. Auditors, Transfer Agents and Registrars:**

State the name and address of the auditor of the issuer. State the names of the issuer's transfer agents and registrars and the location (by municipalities) of the registers of transfers of each class of shares of the issuer. Where securities other than shares are offered, state the location (by municipalities) of each register on which transfers of such securities may be recorded.

**Item 23. Material Contracts:**

Give particulars of every material contract entered into within two years prior to the date of the preliminary prospectus or the date of the prospectus filed under section 56 of the Act, as the case may be, by the issuer or any of its subsidiaries and state a reasonable time and place at which any such contract or a copy thereof may be inspected during primary distribution of the securities being offered.

*Instructions:*

**(23.1)** The term "material contract" for this purpose means any contract that can reasonably be regarded as presently material to the proposed investor in the securities being offered.

**(23.2)** Set out a complete list of all material contracts, indicating those which are disclosed elsewhere in the prospectus and provide particulars with respect to those material contracts about which particular are not given elsewhere in the prospectus. This item does not require disclosure of contracts entered into in the ordinary course of business of the issuer or its subsidiaries as the case may be.

**(23.3)** Particulars of contracts should include the dates of, parties to and general nature of the contracts, succinctly described.

**(23.4)** Particulars of contracts need not be disclosed, or copies of such contracts made available for inspection, if the Director determines that such disclosure or making-available would impair the value of the contract and would not be necessary for the protection of investors.

**Item 24. Other Material Facts:**

Give particulars of any other material facts relating to the securities proposed to be offered and not disclosed pursuant to the foregoing items.