

FORM NO. SH-8

[Pursuant to section 68 of the Companies Act, 2013 and Rule 17(2) of the Companies (Share Capital & Debentures) Rules, 2014]



Letter of Offer

Form Language ☐ English ☐ Hindi

Refer the instruction kit for filing the form.

1. (a) *Corporate identity number (CIN) of the company
(b) Global location number (GLN) of company
2. (a) Name of the company
(b) Address of registered office of the company
(c) Email ID of the company
(d) Date of Incorporation
3. Main division of industrial activity of the company
Description of the main division
4. Particulars of directors and key managerial personnel

DIN/PAN	Full Name	Designation
<input type="text"/>	<input type="text"/>	<input type="text"/>

5. Present Capital structure of the company

(a) Authorized capital of the company (in Rs.)	<input type="text"/>	
(i) Number of equity shares	<input type="text"/>	Nominal amount per equity share <input type="text"/>
Total amount of equity share (in Rs.) <input type="text"/>		
(ii) Number of preference shares (in Rs.)	<input type="text"/>	Nominal amount for preference share <input type="text"/>
Total amount of preference share (in Rs.) <input type="text"/>		
(b) Suscribed capital of the company (in Rs.)	<input type="text"/>	
(i) Number of equity shares	<input type="text"/>	Nominal amount per equity share <input type="text"/>
Total amount of equity shares (in Rs.) <input type="text"/>		
(ii) Number of preference shares (in Rs.)	<input type="text"/>	Nominal amount for preference share <input type="text"/>
Total amount of preference shares (in Rs.) <input type="text"/>		

6. Details of last buy back

- (a) Date of completion of last buy-back
(b) Percentage of the share capital bought back to the total paid up share capital and free reserves

7. * Amount as on (in Rupees) (in %)
- (a) * Free reserves
(b) * Securities Premium account

(c) * Proceeds out of fresh issue of any shares or other specified securities

(d) * Debt

Secured

Unsecured

Total

8. * Source of the buy-back would be

☐

Free reserves

☐

Securities premium

☐

Proceeds out of fresh issue of shares or other specified securities

☐

Debt

9. (a) * Date of Board of Directors' resolution authorizing buy-back of securities

(b) (i) Date of passing the special resolution

10. * Shareholding of the promoters, directors and key manager personnel of the company and also the directors of such company which is promoter of the company

S. No.	Particulars	Equity shares	Preference redeemable	Preference convertible	Other, If any	Total
1	Number of shares as on the date preceding to the date of board meeting in which the buy-back got approved	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	Shares purchased during the period of 12 months preceding the date of board meeting approving buy-back	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	Shares purchased during the period from date of board meeting approving buy-back till the date of letter of offer	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	Maximum price paid for the above	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
5	Date on which the above maximum price was paid	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
6	Shares sold during the period of 12 months preceding the date of board meeting approving buy-back	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
7	Shares sold during the period from date of board meeting approving buy-back till the date of letter of offer	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
8	Maximum price received for the above	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
9	Date on which the above maximum price was received	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
10	Balance of number of shares held as on the date of letter of offer	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

11. * The shareholding pattern before buy-back of shares or other specified securities:

S. No.	Category of security holders	Securitized held before buy-back as on <input type="text"/>
1.	Government (Central and State)	<input type="text"/>
2.	Government Companies	<input type="text"/>
3.	Public financial institutions	<input type="text"/>
4.	Nationalized or other bank(s)	<input type="text"/>
5.	Mutual Funds	<input type="text"/>
6.	Venture Capital	<input type="text"/>
7.	Foreign holdings (Foreign Institutional Investors, Foreign companies, Non-resident Indians, Foreign financial institutions or Overseas corporate bodies)	<input type="text"/>
8.	Bodies corporate (Not mentioned above)	<input type="text"/>
9.	Directors or relatives of directors	<input type="text"/>
10.	Other top fifty shareholders (other than mentioned above)	<input type="text"/>
11.	Others	<input type="text"/>
12.	Total	<input type="text"/>
	Total number of shareholders	<input type="text"/>

12. * Particulars of the securities authorized to be bought-back

Maximum Number of the shares or other securities

Minimum Number of the shares or other securities

Nominal value per security Total amount of buy back

Percentage of total share capital and free reserves proposed to be bought back

13. * Objective of the buy-back

14. * Mode of buy-back

- ☐ Existing security-holders on a proportionate basis
- ☐ Open market
- ☐ Odd-lots of listed securities
- ☐ Employees' stock option
- ☐ Sweat equity
- ☐ Any other mode

15. * Article number authorizing buy-back

16. (a) * Date of opening of the offer

(b) * Proposed completion date of buy-back

(c) * Proposed date of extinguishment of the certificates

17. Other terms and conditions of offer, if any

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18. * Expected capital structure post buy-back (assuming maximum securities bought back as per plan)

(a) Authorized capital of the company (in Rs.)			
(i) Number of equity shares		Nominal amount per equity share	
Total amount of equity shares (in Rs.)			
(ii) Number of preference shares		Nominal amount per preference share	
Total amount of preference shares (in Rs.)			
(b) Paid-up capital of the company (in Rs.)			
(i) Number of equity shares		Nominal amount per equity share	
Total amount of equity shares (in Rs.)			
(ii) Number of preference shares		Nominal amount per preference share	
Total amount of preference shares (in Rs.)			

19. * Expected capital structure post buy-back (assuming minimum securities bought back as per plan)

(a) Authorized capital of the company (in Rs.)			
(i) Number of equity shares		Nominal amount per equity share	
Total amount of equity shares (in Rs.)			
(ii) Number of preference shares		Nominal amount per preference share	
Total amount of preference shares (in Rs.)			
(b) Paid-up capital of the company (in Rs.)			
(i) Number of equity shares		Nominal amount per equity share	
Total amount of equity shares (in Rs.)			
(ii) Number of preference shares		Nominal amount per preference share	
Total amount of preference shares (in Rs.)			

20. (a) * Debt to capital and free reserves ratio allowed to company

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

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(c) * Expected post buy-back debt to capital and free reserve ratio

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(d) Details of Government notification for the ratio higher than 2:1, if any

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Attachments**List of Attachments**

1. *Details of the promoters of the company
2. *Declaration by auditor(s)
3. *Copy of the board resolution
4. *Copy of the notice issued under section 68(3)
along with the explanatory Statement thereto,
5. *Audited financial statements of last three years
6. Buy back details of last three years
7. Management discussion and analysis (in case of listed company);
8. List of holding and subsidiary companies of the company;
9. Unaudited financial statement (if applicable);
10. Statutory approvals received (if any);
11. Details of the auditor, legal advisors,
bankers and trustees(if any);
12. Optional attachments (if any)

Declaration

It is hereby declared that all the attachments and the information given in this form are true and correct to the best of my knowledge. Further declared that:

- (a) All requirements of section 68(3) have been complied with.
- (b) No defaults are subsisting in repayment of deposits or interest payment there on, 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 and the company is not prohibited for buy-back by operation of law within the meaning of section 70 of the Act;
- (c) The Board of directors has amade 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)

*** To be digitally signed by**

Designation

*DIN

Designation Director

*DIN

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement/certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

Date of signing

(DD/MM/YYYY)

