

**Form No. SH-8**

Form language

☒ English☐ Hindi**Letter of offer**

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

*Refer instruction kit for filing the form*

*All fields marked in \* are mandatory*

**Company Information**

1 (a) \*Corporate Identity Number (CIN)

(b) \*Name of the Company

© \*Address of the Registered Office of the company

(d) \*Email ID of the company

**2 Share capital**

\*Date as on (DD/MM/YYYY)

**(a) Equity share capital**

\*Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<input type="text"/>				
Number of equity shares				
Nominal amount per share (in INR)				
Total amount (in INR)				

**(b) Preference share capital**

\*Number of classes

Class of shares <input type="text"/>	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal amount per share (in INR)				
Total amount (in INR)				

**(c) Others**

Description of share capital <input type="text"/>	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of shares				
Nominal amount per share (in INR)				
Total amount (in INR)				

(d) \*Total unclassified authorized share capital

**3 Details 'f 'paid up equity capit'l' 'paid up capi'al' and 'free reserves'**

*Date (as on) (DD/MM/YYYY)	
*Total paid up equity share capital	
*Total paid up share capital	
*Free reserves	
*Securities premium	

4 (a) \*Date of completion of last buy-back (DD/MM/YYYY)

(b) \*Proposed / Expected date of opening of offer (DD/MM/YYYY)

(c) \*Proposed completion date of buy-back (DD/MM/YYYY)

(d) \*Proposed date of extinguishment of the shares or securities (DD/MM/YYYY)

5 Source of the buy-back would be

Checkbox	Source	Amount as on (DD/MM/YYYY) _____	Amount proposed to be utilized for buy-back
<input type="checkbox"/>	Free reserves		
<input type="checkbox"/>	Securities Premium account		
<input type="checkbox"/>	Proceeds out of fresh issue of any shares or other specified securities		

**6 Particulars of the securities authorised to be bought-back**

(a) \*Shares or other securities to be bought back

☐ Equity shares☐ Preference shares☐ Others

(a)(i) \* Number of classes to be bought back

(b) \*Class of shares or securities and type to be bought back

(c) \*Maximum Number of the shares or other securities to be bought back

(d) \*Minimum Number of the shares or other securities to be bought back

(e) \*Nominal value per security

(f) \*Proposed buy-back price

(g) \*Total proposed amount of buy back (assuming maximum securities bought back as per plan)

**7 (a) \*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

(b) If any other mode, please specify the details

**8 (a) \*Article number authorising buy-back**

(b) \*Date of Board of Directors' resolution authorising buy-back of securities (DD/MM/YYYY)

(c)(i) Date of passing the special resolution (DD/MM/YYYY)

(ii) Service Request Number (SRN) of Form MGT – 14

**9 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 shares	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				
2	Shares purchased during the period of 12 months preceding the date of board meeting				

	approving buy-back				
3	Shares purchased during the period from date of board meeting approving buy-back till the date of letter of offer				
4	Maximum price paid for the above				
5	Date on which the above maximum price was paid (DD/MM/YYYY)				
6	Shares sold during the period of 12 months preceding the date of board meeting approving buy-back				
7	Shares sold during the period from date of board meeting approving buy-back till the date of letter of offer				
8	Maximum price received for the above				
9	Date on which the above maximum price was received (DD/MM/YYYY)				
10	Balance of number of shares held as on the date of letter of offer				

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

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

**Debt Equity ratio**

11 (a) \*Whether government notification for the ratio higher than 2:1 is applicable?

☐ Yes

☐ No

(b) \*Debt to capital and free reserves ratio allowed to company

☐ 2:1

☐ 6:1

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

(d) \*Post buy-back debt to capital and free reserve ratio

12 \*Whether there is any subsisting default, or if the default is remedied and a period of three years has not lapsed after such default ceased to subsist, in respect of the following:

- (a) Repayment of deposit
- (b) Repayment of interest payable on deposits above
- (c) Repayment of debentures
- (d) Repayment of preference shares
- (e) Payment of dividend to shareholders
- (f) Repayment of term loans to any financial institution or bank
- (g) Repayment of interest on the term loans mentioned above

☐ Yes

☐ No

13 \*Whether there is any default in complying with the provisions of the following sections:

- (a) Section 92 (annual return)
- (b) Section 123 (declaration of dividend)
- (c) Section 127 (punishment for failure to distribute dividends)
- (d) Section 129 (financial statement)

☐ Yes

☐ No

#### Attachments

(a) Unaudited financial statement (if applicable);

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(b) Statutory approvals received (if any);

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(c) \*Declaration by auditor(s);

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(d) \*Copy of the board resolution;

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(e) Optional attachment(s) - if any

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#### Company 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 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)

We declare that we have received a report from the company's auditors stating that they have inquired into the company's state of affairs, the amount of the permissible capital payment for the securities in question is in their view properly determined and 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.

**\*To be digitally signed by**

DSC BOX

**\*Designation**

(Director/Managing director)

**\*Director identification number of the director**



**\*To be digitally signed by**

DSC BOX

**\*Designation**

(Director/Managing director)

**\*Director identification number of the director**



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**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 eForm is hereby registered**

Digital signature of the authorising officer

Date of signing (DD/MM/YYYY)



DSC BOX