

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 the company

Pre-fill

2. (a) Name of the company

(b) Address of registered office of the company

(c) emailID 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

Pre-fill All

DIN/PAN	Full Name	Designation

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 shares (in Rs.)	<input type="text"/>
(ii) Number of preference shares	<input type="text"/> Nominal amount per preference share <input type="text"/>
Total amount of preference shares (in Rs.)	<input type="text"/>
(b) Subscribed 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	<input type="text"/> Nominal amount per 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

O Free reserves

O Securities premium

O Proceeds out of fresh issue of shares or other specified securities

O Debt

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

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

(ii) Service request number of Form MGT.14

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

11. *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 <input type="text"/>
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	
	Total number of shareholders	

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

13. *Objective of the buy-back

14. *
- 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

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

(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 shares (in Rs.) <input type="text"/>	
(ii) Number of preference shares <input type="text"/>	Nominal amount per preference share <input type="text"/>
Total amount of preference shares (in Rs.) <input type="text"/>	
(b) Paid-up 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 <input type="text"/>	Nominal amount per preference share <input type="text"/>
Total amount of preference shares (in Rs.) <input type="text"/>	

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

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

20. (a) *Debt to capital and free reserves ratio allowed to company
- (b) *Pre buy-back debt to capital and free reserve ratio
- (c) *Expected post buy-back debt to capital and free reserve ratio

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

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Attachments

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

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 thereon, 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)

***To be digitally signed by**

Designation (Drop down) (Values: Director, Managing Director)

*DIN

DSC Box

Designation

Director

*DIN

DSC Box

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

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Check Form

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For office use only:

Affix filing details

eForm Service request number (SRN)

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(DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

Confirm submission

Date of signing

(DD/MM/YYYY)