

Annexure

Form No. SH-1

Share Certificate

[Pursuant to sub-section (3) of section 46 of the Companies Act, 2013 and rule 5(2) of the Companies (Share Capital and Debentures) Rules 2014]

.....Limited/Private Limited
.....(Corporate Identification Number)
(Incorporated under...the Companies Act, 1956/2013)
Registered Office:.....

This is to certify that the person(s) named in this Certificate is/are the Registered Holder(s) of the within mentioned share(s) bearing the distinctive number(s) herein specified in the above named Company subject to the Memorandum and Articles of Association of the Company and the amount endorsed herein has been paid up on each such share.

EQUITY SHARES EACH OF RUPEES..... (Nominal value)
AMOUNT PAID-UP PER SHARE RUPEES.....

Register Folio No:	Certificate No:
Name(s) of the Holder(s):	
No. of shares held:.....
(in words)	(in figures)
Distinctive No.(s): From..... To..... (Both inclusive)	

Given under the common seal of the Company this..... day of..... 20.....

(1) Director:

(2) Director:

(3) Secretary/ any other authorized person:

Note: No transfer of the Share(s) comprised in the Certificate can be registered unless accompanied by this Certificate.

Form No. SH-2

Register of Renewed and Duplicate Share Certificates

[Pursuant to sub-section (3) of section 46 of the Companies Act, 2013 and rule 6(3)(a) the Companies (Share Capital and Debentures) Rules 2014]

S. No.	Folio No.	Name of the person(s) to whom Renewed / Duplicate share certificate is issued	Date of approval of issue of Renewed/ Duplicate share certificate	Class of shares
1	2	3	4	5

Date of issue of original share certificate	Original share certificate number	Total number of shares in the Original Share Certificate	Distinctive No. of shares		Date of issue of Renewed/ Duplicate Share Certificate
			From	To	
6	7	8	9		10

Reasons for issue of Renewed/ Duplicate Share Certificate	Number of the Renewed share certificate, if applicable	Total Number of Shares in the Renewed/ Duplicate Share Certificate	Reference to entry in Register of Members	Remarks
11	12	13	14	15

Form No. SH-3

Register of Sweat Equity Shares

[Pursuant to section 54 of the Companies Act, 2013 and rule 8(14) of the Companies (Share Capital and Debentures) Rules 2014]

S. No.	Reference to entry in register of members	Name of the allottee	Status of the allottee – whether director or employee	Date of passing of Board resolution
1	2	3	4	5

Date of the special resolution authorizing the issue of sweat equity shares	Date of issue of sweat equity shares	Number of sweat equity shares issued	Certificate No. / Folio No.
6	7	8	9

Face value of	Price at which the shares	Amount to be treated as paid up	Total consideration paid, if any, by the employee / director

the share	are issued		Consideration received in cash	Particulars of consideration other than cash
10	11	12	13	14

Lock in period	the date of expiry of lock- in- period	Remarks, if any	Date of Joining	Fair value obtained by Valuer	Basis of Valuation	Name of Valuer
15	16	17	5	12	13	14

Form No. SH-4

Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

Name of the company (in full):

Name of the Stock Exchange where the company is listed, if any:

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)

No. of securities being transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures

Distinctive number	From						
	To						
Corresponding Certificate Nos.							

Transferor's Particulars-		
Registered Folio Number:		
	Name(s) in full	Signature (s)
1.		
2.		
3.		

I, hereby confirm that the Transferor has signed before me.

Signature of witness
name and address

Transferee's Particulars-					
Name in full	Father's/ mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
(1)	(2)	(3)	(4)	(5)	(6)
1.					
2.					
3.					

Folio No. of Transferee

Specimen Signature of Transferee

.....

.....

.....

.....

Value of stamp affixed:..... (Rs.)

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Others, specify.....

Stamps

For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on vide Transfer No.....

Approval Date.....

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered onat No.....

.....

On the reverse page of the certificate

Name of the Transferor Name of the Transferee No. of shares Date of

.....

Transfer Signature of the authorized signatory

Form No. SH-5

Notice for transfer of partly paid securities

[Pursuant to sub-section (3) of section 56 of the Companies Act, 2013 and sub-rule (3) of rule 11 the Companies (Share Capital and Debentures) Rules 2014]

To-

.....

.....

(Name and address of transferee)

Subject: Transfer of partly paid securities

Notice is hereby given that an application has been made by the transferor for the transfer of securities of the above named Company whose particulars are given hereunder-

Name & Address of the Transferor:

Name & Address of the Transferee:

Class / Kind of securities:

Number of securities:

Distinctive numbers of the securities:

Securities Certificate Number:

Nominal value of each security:

Issue price of each security:

Amount called on each security:

Amount paid on each security

Amount called and due on each security:

Amount uncalled on each security:

Total amount called and due on the total number of securities lodged for transfer:

Total amount uncalled on the total number of securities lodged for transfer:

As required under sub section (3) of section 56 of the Companies Act, 2013, notice is hereby given by the Company to the transferee on this Day ____ of (month) of ____ (year) that the above mentioned securities are partly paid and the transferee shall be liable to pay the balance amount unpaid on the securities.

The transferee is hereby requested to submit his / her objection, if any, within two weeks from the date of receipt of this notice in the absence of which it shall be presumed that he / she has no objection to the transfer and the securities shall be transferred in his / her name without any further correspondence.

Signature:

Form No. SH-6

Register of Employee Stock Options

[Pursuant to clause (b) of sub-section (1) of section 62 of the Companies Act, 2013 and rule 12(10) the Companies (Share Capital and Debentures) Rules 2014]

Name of Company

Registered office address

Date of special resolution

S. No.	Name of the grantee	Number of options granted	Date on which options vested	Exercised period
1	2	3	4	5

Date on which options exercised	Options exercised	Exercise price	Number of shares arising as result of exercise of option
6	7	8	9

Folio No. of Register of members having	Lock in period, if any	Option lapsed, if any	Total number of options in force	Amount forfeited/ refunded if option is not exercised

respective entry				
10	11	12	13	14
Any variation of terms of the scheme and its effects	Signature	Remarks		
15	16	17		

Form No. SH-10

Register of shares or other securities bought-back

[Pursuant to sub-section (9) of section 68 of the Companies Act, 2013 and rule 17 (12) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the company:

Registered address :

1. Date of passing of special resolution at the meeting of the members authorizing buy-back of securities:
2. Date of approval by the Board:
3. Number, price and amount of shares or other specified securities authorized to be bought back:
4. Date of opening and closing of buy-back offer:
5. Date by which buy-back was completed:
6. Description of shares or other specified securities bought back by the company:

S.No.	Folio number / DP Id/client ID number or certificate number of securities bought-back	Name of last holder of securities	*Category to which they belong	Date of buy-back
(1)	(2)	(3)	(4)	(5)

Number of securities bought-back	**Mode of buy-back	Nominal value of securities	Price at which securities are bought back	Date of payment
(6)	(7)	(8)	(9)	(10)

Amount paid for bought back securities	Cumulative total of securities bought-back	Date of/ cancellation / extinguishment and physical destruction of securities bought-back	Reference to entry in Register of members	Remarks
(11)	(12)	(13)	(14)	(15)

*Indicate the category of securities that have been bought back

- Preference shares
- Equity shares
- Employees' Stock Option shares
- Sweat equity shares, etc

**Indicate whether the securities have been bought back from

- the existing security-holders on a proportionate basis
- the open market
- odd-lots of listed securities
- Employees' Stock Option
- Sweat equity
- any other mode, if so indicate the mode

2. Other relevant details, if any.

Place:

Signature of the authorized signatory

Date:

Name of the above person:

Designation:

Form No. SH-15

Certificate of compliance in respect of buy-back of securities

[Pursuant sub-rule (14) of rule 17 of the Companies (Share Capital and Debentures) Rules 2014]

1. (a) Corporate identity number (CIN) of company:
(b) Global location number (GLN) of company:

2. (a) Name of the company:
(b) Address of the registered office of the company:
(c) E-mail ID of the company:

We,directors of the above named company certify that the provisions of Companies Act, 2013 and rules made thereunder relating to buy-back of securities have been complied with in respect of the securities bought back vide Board Resolution dated.....and / or special resolution passed by the members in the general meeting held on and the details relating to which has been filed in **Form No. SH-11** with the Registrar of Companies.

Date:

Signature:

Place:

(1) Managing Director / Director

(2) Director

Verified by

Company Secretary in Practice

CP No.

Form No. SH-12

Debenture Trust Deed

[Pursuant to sub-section (13) of section 71 of the Companies Act, 2013 and rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

The debenture trust deed shall, *inter alia*, contain the following:-

1. DESCRIPTION OF DEBENTURE ISSUE:

- (a) Purpose of raising finance through the debenture issue;
- (b) Details of debenture issue as regards amount, tenure, interest/coupon rate, periodicity of payment, mode of payment and period of redemption;
- (c) An undertaking by the company to pay the interest and principal amount of such debentures to the Debenture holders as and when it becomes due, as per the terms of offer;
- (d) The terms of conversion/redemption of the debentures in terms of the issue to the debenture holders, options available, and debt equity ratio and debt service coverage ratio, if applicable.

2. DETAILS OF CHARGE CREATED (in case of secured debentures):

- (a) Nature of charge created and examination of title;
- (b) Rank of charge created viz. first, second, pari passu, residual, etc;
- (c) Minimum security cover required;
- (d) Complete details of the asset(s) on which charge is created such as description, nature, title, location, value, basis of valuation etc.;

- (e) Methods and mode of preservation of assets charged as security for the debentures;
- (f) Other particulars of the charge, e.g., time period of charge, rate of interest, name of the charge holder;
- (g) Provision for subsequent valuation;
- (h) Procedure for allowing inspection of charged assets and book of accounts by debenture trustee or any person or person authorized by it;
- (i) Charging of future assets
- (j) Time limit within which the future security for the issue of debentures shall be created
- (k) Circumstances specifying when the security may be disposed of or leased out with the approval of trustees
- (l) Enforceability of securities, events under which security becomes enforceable
- (m) Obligation of company not to create further charge or encumbrance of the trust property without prior approval of the trustee

3. PARTICULARS OF THE APPOINTMENT OF DEBENTURE TRUSTEE(S):

- (a) The conditions and procedure for the appointment of the debenture trustee ;
- (b) Procedure for resignation by trustee including appointment of new trustees;
- (c) Provision that the debenture trustee shall not relinquish his office until another debenture trustee has been appointed;
- (d) Procedure to remove debenture trustee by debenture holders providing for removal on a resolution passed by

the holders of not less than three fourth in value of debentures;

- (e) Fees or commission or other legal travelling and other expenses payable to the trustee(s) for their services;
- (f) Rights of the trustee including the right to inspect the registers of the company and to take copies and extract thereof and the right to appoint a nominee director;
- (g) Duties of the trustee.

4. EVENTS OF DEFAULTS

- (a) Events under which the security becomes enforceable which shall include the following events:
 - (i) When the company makes two consecutive defaults in the payment of any interest which ought to have been paid in accordance with the terms of the issue;
 - (ii) When the company without the consent of debenture holders ceases to carry on its business or gives notice of its intention to do so;
 - (iii) When an order has been made by the Tribunal or a special resolution has been passed by the members of the company for winding up of the company;
 - (iv) When any breach of the terms of the prospectus inviting the subscriptions of debentures or of the covenants of this deed is committed;
 - (v) When the company creates or attempts to create any charge on the mortgaged premises or any part thereof without the prior approval of the trustees/debenture holders;
 - (vi) When in the opinion of the trustees the security of debenture holders is in jeopardy.

- (b) Steps which shall be taken by the debenture trustee in the event of defaults;
- (c) Circumstances specifying when the security may be disposed off or leased out with the approval of trustees;
- (d) A covenant that the company may hold and enjoy all the mortgaged premises and carry on therein and therewith the business until the security constituted becomes enforceable

5. OBLIGATIONS OF COMPANY:

This section shall state the company's duty with respect to-

- (a) maintaining a Register of debenture holders including addresses of the debenture holders, record of subsequent transfers and changes of ownership;
- (b) keeping proper books of accounts open for inspection by debenture trustee;
- (c) permitting the debenture trustee to enter the debentureholder's premises and inspect the state and condition of charged assets;
- (d) furnishing information required by the debenture trustee for the effective discharge of its duties and obligations, including copies of reports, balance sheets , profit and loss account etc.;
- (e) keeping charged property/security adequately insured and in proper condition;
- (f) paying all taxes, cesses, insurance premium with respect to charged property/security, on time;
- (g) not declaring any dividend to the shareholders in any year until the company has paid or made satisfactory provision

for the payment of the installments of principal and interest due on the debentures;

- (h) creating the debenture redemption reserve;
- (i) converting the debentures into equity in accordance with the terms of the issue, if applicable;
- (j) informing the debenture trustee about any change in nature and conduct of business by the company before such change;
- (k) informing the debenture trustee of any significant changes in the composition of its Board of Directors;
- (l) informing the debenture trustee of any amalgamation, merger or reconstruction scheme proposed by the company;
- (m) keeping the debenture trustee informed of all orders, directions, notices, of court/tribunal affecting or likely to affect the charged assets;
- (n) not creating further charge or encumbrance over the trust property without the approval of the trustee;
- (o) obligation of the company to forward periodical reports to debenture trustees containing the following particulars:
 - (i) updated list of the names and addresses of the debenture holders;
 - (ii) details of interest due but unpaid and reasons thereof;
 - (iii) the number and nature of grievances received from debenture holders and (a) resolved by the company (b) unresolved by the company and the reasons for the same.
 - (iv) a statement that the assets of the company which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due

- (p) complying with all directions/guidelines issued by a Regulatory authority, with regard to the debenture issue
- (q) submitting such information, as required by the debenture trustee

6. MISCELLANEOUS:

- (a) The conditions under which the provisions of the trust deed or the terms and conditions of the debentures may be modified;
- (b) The mode of service of notices and other documents on the company, the trustee and the holders of the debentures;
- (c) The company to be responsible for paying any stamp duty on the trust deed or the debentures (if applicable);
- (d) Provisions regarding meetings of the debenture holders;
- (e) Provisions for redressal of grievances of debenture holders.

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Name of the company:

Address of the company:

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

(a) Name:

(b) Date of Birth:

(c) Father's/Mother's/Spouse's name:

(d) Occupation:

(e) Nationality:

(f) Address:

(g) E-mail id:

(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

(a) Date of birth:

(b) Date of attaining majority

(c) Name of guardian:

(d) Address of guardian:

Name:

Address:

Name of the Security

Holder (s)

Signature

Witness with
name and address

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the company:

I/We hereby cancel the nomination(s) made by me/us in favor of.....(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:

vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR--

- i. Date of Birth:
- ii. Date of attaining majority
- iii. Name of guardian:
- iv. Address of guardian:

Signature

Name of the Security

Holder (s)

Witness with name and address

FORM NO. SH.7

[Pursuant to section 64(1) of the Companies Act, 2013 and pursuant to Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014]



Notice to Registrar of any alteration of share capital

Form language English Hindi

Refer the instruction kit for filing the form.

1.(a) * Corporate identity number (CIN) of company

Pre-fill

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. *Purpose of the form

- Increase in share capital independently by company Increase in number of members
 Increase in share capital with Central Government order Consolidation or division etc.
 Redemption of redeemable preference shares

4. In accordance with section 61(1) of the Companies Act, 2013, that by Ordinary Special resolution at

the meeting of the members of the company held on (DD/MM/YYYY)

Service request number (SRN) of related Form MGT.14

(a) (i) The authorised share capital of the company has been increased from

Existing (in Rs.)

Revised (in Rs.)

Difference (addition) (in Rs.)

(b) (i) The number of members in the company has been increased from

Existing

Revised

Difference (additional)

(ii) Maximum number of members excluding past and present employee(s)

5. (a) In accordance with sub section (6) of section 62 of the Companies Act, 2013, the authorised capital of the company has been increased consequent upon an order number dated (DD/MM/YYYY) of the Union Government State Government under sub section (4) of section 62 for conversion of debentures loan into shares

Existing authorised capital	(in Rs.)	<input type="text"/>
Revised authorised capital	(in Rs.)	<input type="text"/>
Difference (addition)	(in Rs.)	<input type="text"/>

Date of passing the order by Tribunal (if applicable)
 Date of receipt of such order

(b) A copy of the aforesaid order was received by the company from the Central Government

6. The additional capital (taking into consideration the addition above) is divided as follows

(a) Number of equity shares	<input type="text"/>	Total amount of equity shares (in Rs.)	<input type="text"/>
(b) Number of preference shares	<input type="text"/>	Total amount of preference shares	<input type="text"/>
Total addition	(in Rs.) <input type="text"/>	(in Rs.)	

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which new shares have been issued, are as follows

7. Notice is hereby given that

In accordance with section 61 of the Companies Act, 2013, that the company has on (DD/MM/YYYY)

(a) Consolidated

(b) Converted

(c) Reconverted

(d) Subdivided

(e) Cancelled

(f) Reclassified

Date of passing the order by Tribunal (if applicable)

Date of receipt of such order

8. In accordance with section 55, by a resolution of the Board of Directors at the meeting held on the company has redeemed redeemable preference shares, the particulars of which are as under

(a) Description of Preference shares to be redeemed

(b) Date of issue of series of shares

(c) Date on which shares were fully paid up

(d) Due date of redemption of shares

(e) Actual date of redemption of shares

(f) Amount payable on redemption Amount (in Rupees)

- i. Number of preference shares
- ii. Face value per share **iii.** Carrying rate of dividend per share
- iv. Total nominal value
- v. Total premium paid on redemption, if any

(g) Preference shares redeemed out of Amount (in Rupees)

- o Profits of the company
- o Proceeds of fresh issue of shares

9. Revised capital structure after taking into consideration the changes vide points 4, 5, 6, 7 and 8 above

(a) Authorised capital of the company (in Rs.)

Break up of Authorised capital

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

(b) Issued capital of the company (in Rs.)

Break up of Issued capital

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

(c) Subscribed capital of the company (in Rs.)

Break up of Subscribed capital

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

(d) Paid up capital of the company (in Rs.)

Break up of Paid up capital

Number of equity shares Total amount of equity shares (in Rs.)

Nominal amount per equity share

Number of preference shares Total amount of preference shares (in Rs.)

Nominal amount per preference share

10. *Whether articles of association have been altered Yes No

11. Particulars of payment of stamp duty (Refer instruction kit for details before filling the particulars)

(a) State or Union territory in respect of which stamp duty is paid or to be paid

(b) *Whether stamp duty is to be paid electronically through MCA21 system Yes No Not applicable

(i) Details of stamp duty to be paid

Amount of stamp duty to be paid (in Rs.)

(ii) Provide details of stamp duty already paid

Type of document/Particulars	Form SH.7
Total amount of stamps or stamp paper (in Rs.)	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>
Name of vendor or Treasury or Authority or any other Competent agency authorised to collect stamp duty or to sell stamp papers or to emboss the documents or to dispense stamp vouchers on behalf of the Government	
Serial number of embossing or stamps or stamp paper or treasury challan number	
Registration number of vendor	
Date of purchase of stamps or stamp paper or payment of stamp duty	<input type="text"/> (DD/MM/YYYY)
Place of purchase of stamps or stamp paper or payment of stamp duty	

12. In case maximum stamp duty payable has already been paid, provide details of form(s) filled earlier (SRN or receipt number, form number, date of filing, amount of stamp duty paid)

Declaration

I* , a
 * (Drop down) {Values: Director/Manager/Company secretary/CEO/CFO} of the company declare that all the requirements of the Companies Act, 2013 and the rules made thereunder have been complied with. I am authorized by the board of directors to give this declaration and to sign and submit this Form. It is further declared and verified that

- (h) Whatever is stated in this form and in 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.
- (i) All the required attachments have been completely, correctly and legibly attached to this form.
- (j) I further declare that the company has paid correct stamp duty as per applicable Stamp Act.

***To be digitally signed by** DSC BOX

*Designation

*Director identification number of the director; or
 DIN or PAN of the manager or CEO or CFO; or
 Membership number of the company secretary

Attachments

- | | |
|---|---------------------------------------|
| 1. Copy of the resolution for alteration of capital; | <input type="button" value="Attach"/> |
| 2. Copy of order of Central Government; | <input type="button" value="Attach"/> |
| 3. Copy of the order of the Tribunal; | <input type="button" value="Attach"/> |
| 4. Copy of Board resolution authorizing redemption of redeemable preference shares; | <input type="button" value="Attach"/> |
| 5. Altered memorandum of association; | <input type="button" value="Attach"/> |
| 6. Altered articles of association; | <input type="button" value="Attach"/> |
| 7. Workings for calculation of ratios (in case of conversion); | <input type="button" value="Attach"/> |
| 8. Optional attachment(s), if any | <input type="button" value="Attach"/> |

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement 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)

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
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	Pre-fill All	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 | <input type="text"/> | <input type="text"/> |
| b. *Securities Premium account | <input type="text"/> | <input type="text"/> |
| c. *Proceeds out of fresh issue of any shares or other specified securities | <input type="text"/> | <input type="text"/> |
| d. *Debt | | |
| | Secured | <input type="text"/> |
| | Unsecured | <input type="text"/> |
| | Total | <input type="text"/> |
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
- (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 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.

- 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"/> 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"/>

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

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)

Attach
Attach
Attach
Attach
Attach
Attach
Attach
Attach
Attach
Attach
Attach
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.

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

Confirm submission

Date of signing

(DD/MM/YYYY)

FORM NO. SH.9

[Pursuant to section 68(6) of the Companies Act, 2013 and Rule 17(3) of the Companies (Share Capital & Debentures) Rules, 2014]



Declaration of Solvency

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

2.(a) Name of the company

(b) Address of registered office of the company

(c) email Id of the company

3. (a) *Whether the company is listed Yes No

(b) Name of the stock exchange(s)

(c) Date of listing(s)

(d) Name of the merchant banker appointed

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

(b) (i) Date of special resolution of members authorizing the buy-back of securities

(ii) Service request number of Form no. MGT.14

(iii) Date of filling form MGT.14

Attachments

(1) *Copy of board resolution	<input type="button" value="Attach"/>
(2) *Statement of assets and liabilities	<input type="button" value="Attach"/>
(3) *Auditor's report	<input type="button" value="Attach"/>
(4) *Affidavit as per rule 17(3)	<input type="button" value="Attach"/>
(5) Copy of Special Resolution	<input type="button" value="Attach"/>
(6) Optional Attachments , if any	<input type="button" value="Attach"/>

Declaration

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and have noted that the shareholders by a special resolution dated

And/or the resolution passed by the Board at its meeting held on* have approved the
buy-
back of* (in numbers)
 (in words) shares
or
other specified securities as per the provisions of section 68 of the Companies Act, 2013.
Verified this day the* day of *

To be digitally signed by two directors, one of whom shall be the Managing director (if any)

*Designation DSC Box
(Values: Director, Managing Director)

*DIN

*Designation DSC Box
Director

*DIN

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

For office use only:

eForm Service request number (SRN) eForm filing date (DD/MM/YY)

This e-Form is hereby registered
Digital signature of the authorising officer

Date of signing (DD/MM/YYYY)

FORM NO. SH.11

[Pursuant to section 68(10) of the Companies Act, 2013 and pursuant to Rule 17(13) of the Companies (Share Capital & Debentures) Rules, 2014]



Return in respect of buy-back of securities

Form language English Hindi

Refer the instruction kit for filing the form.

1.(a) * Corporate identity number (CIN) of company

Pre-Fill

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) * e-mail ID of the company

3. * Income-tax permanent account number (Income-tax PAN)

4. * Whether the company is listed

Yes

No

If listed, name(s) of stock exchange(s) where listed

Date(s) of listing

5. Name of the merchant banker appointed by company

6. * Details of paid-up capital as on (DD/MM/YYYY)

[As per latest audited balance sheet]

S.No.	Details of paid up capital	Amount (in Rs.)
1.	Equity	<input type="text"/>
2.	Preference redeemable	<input type="text"/>
3.	Preference convertible	<input type="text"/>
4.	Others, if any	<input type="text"/>
5.	Total	<input type="text"/>

7. * Free reserves or securities premium account or proceeds of any shares or other securities or debts as on

(DD/MM/YYYY)

(a) * Free reserves (in Rs.)

(b) * Securities premium account (in Rs.)

(c) * Proceeds of any shares or other securities (in Rs.)

(d) * Debts Secured (in Rs.)

Unsecured (in Rs.)

Total (in Rs.)

8.(a) * Date of Board of directors' resolution approving or authorising the buy back of securities (DD/MM/YYYY)

(b) Date of special resolution of members authorising buy back of securities (DD/MM/YYYY)

9. * Amount of securities authorised to be bought back (in Rs.)

* Number of securities authorized to be bought back

10. (a) * Date upto which buy back of securities to be completed (DD/MM/YYYY)

(b) * Date of completion of buy back (DD/MM/YYYY)

11.(a) Date on which last buy back was authorised (DD/MM/YYYY)

(b) Details of last buy back

12. Date on which last buy back was completed (DD/MM/YYYY)

13.(a) * Debt to capital and free reserve ratio allowed for company

(b) * Pre buy-back debt to capital & free reserves ratio

(c) * Post buy-back debt to capital & free reserves ratio

(d) Details of Government approval for the ratio at serial number '13' above higher than 2:1

14. * Whether there is any subsisting default in the following

(a) Repayment of deposit Yes No

(b) Repayment of interest payable on deposits above Yes No

(c) Repayment of debentures Yes No

(d) Repayment of preference shares Yes No

(e) Payment of dividend to shareholders Yes No

(f) Repayment of term loans to any financial institution or bank Yes No

(g) Repayment of interest on the term loans mentioned above Yes No

15. Whether there is any default in complying with the provisions of following sections:

- (a) Section 92 (relating to annual return) Yes No
- (b) Section 123 (relating to payment of dividend) Yes No
- (c) Section 128 (relating to balance sheet or profit and loss account) Yes No

16. *Date of payment of consideration to all shareholders from whom securities have been bought back

17. *The shareholding pattern after buy back of securities:

S.No.	Category of security holders	Securities held before buy back as on <input type="text"/> (DD/MM/YYYY)	Securities held after buy back as on <input type="text"/> (DD/MM/YYYY)
1.	Government [Central and State]	<input type="text"/>	<input type="text"/>
2.	Government companies	<input type="text"/>	<input type="text"/>
3.	Public financial companies	<input type="text"/>	<input type="text"/>
4.	Nationalised or other bank(s)	<input type="text"/>	<input type="text"/>
5.	Mutual funds	<input type="text"/>	<input type="text"/>
6.	Venture capital	<input type="text"/>	<input type="text"/>
7.	Foreign holdings (Foreign institutional investors, Foreign companies, Non resident indians, Foreign financial institutions or Overseas corporate bodies)	<input type="text"/>	<input type="text"/>
8.	Bodies corporate (not mentioned above)	<input type="text"/>	<input type="text"/>
9.	Directors or relatives of directors	<input type="text"/>	<input type="text"/>
10.	Other top fifty (50) shareholders (other than mentioned above)	<input type="text"/>	<input type="text"/>
11.	Others	<input type="text"/>	<input type="text"/>
12.	Total	<input type="text"/>	<input type="text"/>

* Total number of shareholders

18.(a) Service request number (SRN) of Form MGT.14

(b) *SRN of Form SH.9 in respect of declaration of solvency

Declaration

I have been authorized by the board of director's resolution number * *dated to sign and submit this form. All the attachments and the information given in this form are true and correct to the best of my knowledge. Further, on behalf of board of directors, I hereby confirm that full enquiry into the affairs and prospects of the company and have formed the opinion

- (i) that immediately following the date on which the general meeting is convened there will be no grounds on which the company could be found unable to pay its debts;

- (ii) as regards its prospects for the year immediately following that date, 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
- (iii) in forming their opinion for the above purposes, the directors have taken into account the liabilities (including prospective and contingent liabilities) as if the company were being wound up under the provisions of the Companies Act, 2013.

***To be digitally signed by** DSC Box

*Designation

*Director's Identification number of the director; or DIN or PAN of the Manager or CEO or CFO; or Membership number of the Company secretary

Attachments

- (13) *Description of shares or other specified securities bought back
- (14) *Particulars relating to holders of securities before buy-back
- (15) Copy of the special resolution passed at the general meeting
- (16) *Copy of the board resolution
- (17) *Balance sheet of the company
- (18) *Certificate of compliance of buy-back rules according to rule 17(14)
- (19) Optional attachments, if any

Attach
Attach
Attach
Attach
Attach
Attach
Attach

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.

<input type="button" value="Modify"/>	<input type="button" value="Check Form"/>	<input type="button" value="Prescrutiny"/>	<input type="button" value="Submit"/>
For office use only:		<input type="button" value="Affix filing details"/>	
eForm Service request number (SRN)	<input style="width: 100px;" type="text"/>	eForm filing date	<input style="width: 100px;" type="text"/> (DD/MM/YYYY)
This e-Form is hereby registered			
Digital signature of the authorising officer	<input style="width: 60px; height: 20px;" type="text"/>	<input type="button" value="Confirm submission"/>	
Date of signing	<input style="width: 100px;" type="text"/>	(DD/MM/YYYY)	