

Table of Contents

About this Document	2
Part I – Laws Governing the eForm	2
Section and Rule Numbers	2
Purpose of the eForm	5
eForm Number as per Companies Act, 1956	5
Part II – Instructions to fill the eForm	5
Specific Instructions to fill the eForm SH-8 at Field Level	5
Common Instructions to fill the eForm	8
Part III - Important Points for Successful Submission	9
Fee Rules	9
Processing Type	9
SRN Generation	9
Challan Generation.....	10
Email	10
Annexure A	11
The Companies (Fee for filings with Registrar of Companies) Rules, 2014	11

About this Document

The Instruction Kit has been prepared to help you file eForm with ease. This documents provides references to laws governing the eForms, instructions to fill the eForm at field level, and common instructions to fill all the eForms. The document also includes important points to be noted for successful submission.

User is advised to refer Instruction Kit specifically prepared for each eForm.

This document is divided into the following sections

[Part I – Laws Governing the eForm](#)

[Part II – Instructions to fill the eForm](#)

[Part III – Important Points for Successful Submission](#)

Click on any section link to refer to the section.

Part I – Laws Governing the eForm

Section and Rule Numbers

eForm SH-8 is required to be filed pursuant to Section 68 of the Companies Act 2013 rule 17(2) of the Companies (Share Capital & Debentures) Rules, 2014 which are reproduced for your reference:

Section 68:

(1) Notwithstanding anything contained in this Act, but subject to the provisions of sub-section(2), a company may purchase its own shares or other specified securities (hereinafter referred to as buy-back) out of—

- (a) Its free reserves;
- (b) The securities premium account; or
- (c) The proceeds of the issue of any shares or other specified securities:

Provided that no buy-back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

(2) No company shall purchase its own shares or other specified securities under sub-section (1), unless—

- (a) The buy-back is authorized by its articles;
- (b) A special resolution has been passed at a general meeting of the company authorizing the buy-back:

Instruction Kit for eForm SH-8
(Letter of Offer)

Provided that nothing contained in this clause shall apply to a case where—

- (i) The buy-back is, ten per cent or less of the total paid-up equity capital and free reserves of the company; and
- (ii) Such buy-back has been authorized by the Board by means of a resolution passed at its meeting;
- (c) The buy-back is twenty-five per cent. Or less of the aggregate of paid-up capital and free reserves of the company:

Provided that in respect of the buy-back of equity shares in any financial year, the reference to twenty-five per cent. In this clause shall be construed with respect to its total paid-up equity capital in that financial year;

- (d) The ratio of the aggregate of secured and unsecured debts owed by the company after buy-back is not more than twice the paid-up capital and its free reserves:

Provided that the Central Government may, by order, notify a higher ratio of the debt to capital and free reserves for a class or classes of companies;

- (e) All the shares or other specified securities for buy-back are fully paid-up;
- (f) The buy-back of the shares or other specified securities listed on any recognized stock exchange is in accordance with the regulations made by the Securities and Exchange Board in this behalf; and
- (g) The buy-back in respect of shares or other specified securities other than those specified in clause (f) is in accordance with such rules as may be prescribed:

Provided that no offer of buy-back under this sub-section shall be made within a period of one year reckoned from the date of the closure of the preceding offer of buy-back, if any.

- (3) The notice of the meeting at which the special resolution is proposed to be passed under clause (b) of sub-section (2) shall be accompanied by an explanatory statement stating—
 - (a) A full and complete disclosure of all material facts;
 - (b) The necessity for the buy-back;
 - (c) The class of shares or securities intended to be purchased under the buy-back;
 - (d) The amount to be invested under the buy-back; and
 - (e) The time-limit for completion of buy-back.

(4) Every buy-back shall be completed within a period of one year from the date of passing of the special resolution, or as the case may be, the resolution passed by the Board under clause (b) of sub-section (2).

- (5) The buy-back under sub-section (1) may be—
 - (a) From the existing shareholders or security holders on a proportionate basis;
 - (b) From the open market;

Instruction Kit for eForm SH-8
(Letter of Offer)

- (c) By purchasing the securities issued to employees of the company pursuant to a scheme of stock option or sweat equity.
- (6) Where a company proposes to buy-back its own shares or other specified securities under this section in pursuance of a special resolution under clause (b) of sub-section (2) or a resolution under item (ii) of the proviso thereto, it shall, before making such buy-back, file with the Registrar and the Securities and Exchange Board, a declaration of solvency signed by at least two directors of the company, one of whom shall be the managing director, if any, in such form as may be prescribed and verified by an affidavit to the effect that the Board of Directors of the company has made a full inquiry into the affairs of the company as a result of which they have formed an opinion that it is capable of meeting its liabilities and will not be rendered insolvent within a period of one year from the date of declaration adopted by the Board:
Provided that no declaration of solvency shall be filed with the Securities and Exchange Board by a company whose shares are not listed on any recognized stock exchange.
- (7) Where a company buys back its own shares or other specified securities, it shall extinguish and physically destroy the shares or securities so bought back within seven days of the last date of completion of buy-back.
- (8) Where a company completes a buy-back of its shares or other specified securities under this section, it shall not make a further issue of the same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months except by way of a bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.
- (9) Where a company buys back its shares or other specified securities under this section, it shall maintain a register of the shares or securities so bought, the consideration paid for the shares or securities bought back, the date of cancellation of shares or securities, the date of extinguishing and physically destroying the shares or securities and such other particulars as may be prescribed.
- (10) A company shall, after the completion of the buy-back under this section, file with the Registrar and the Securities and Exchange Board a return containing such particulars relating to the buy-back within thirty days of such completion, as may be prescribed:
Provided that no return shall be filed with the Securities and Exchange Board by a company whose shares are not listed on any recognized stock exchange.
- (11) If a company makes any default in complying with the provisions of this section or any regulation made by the Securities and Exchange Board, for the purposes of clause (f) of sub-section(2), the company shall be punishable with fine which shall not be less than one lakh rupees

Instruction Kit for eForm SH-8
(Letter of Offer)

but which may extend to three lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than one lakh rupees but which may extend to three lakh rupees, or with both.

Explanation I.—for the purposes of this section and section 70, “specified securities” includes employees’ stock option or other securities as may be notified by the Central Government from time to time.

Explanation II.—for the purposes of this section, “free reserves” includes securities premium account.

Rule 17 (2):

The company which has been authorized by a special resolution shall, before the buy-back of shares, file with the Registrar of Companies a letter of offer in Form No. SH-8, along with the fee. Provided that such letter of offer shall be dated and signed on behalf of the Board of directors of the company by not less than two directors of the company, one of whom shall be the managing director, where there is one.

Purpose of the eForm

eForm SH-8 is required to be filled by the company for presenting letter of offer for buyback of its own shares or other securities. Letter of offer shall be filed by a company authorized by a special resolution for buyback of its own shares or other securities with the Registrar of Companies in eForm SH-8 before buy back.

eForm Number as per Companies Act, 1956

eForm SH-8 has been introduced in the Companies Act, 2013.

Part II – Instructions to fill the eForm

Specific Instructions to fill the eForm SH-8 at Field Level

Instructions to fill the eForm are tabulated below at field level. Only important fields that require detailed instructions to be filled in eForm are explained. Self-explanatory fields are not discussed.

S. No/ Section Name		Field Name	Instructions
1	(a)	Corporate identity number (CIN) of the company	Enter a valid ‘Corporate identity number’ (CIN). Click the Pre-fill button. On clicking the button, system will automatically display the name, registered office

Instruction Kit for eForm SH-8
(Letter of Offer)

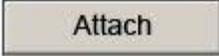
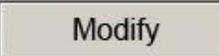
S. No/ Section Name		Field Name	Instructions
			<p>address, email ID, date of incorporation of the company, main division of industrial activity and description of the main division of the activity pursued by the company.</p> <p>In case there is any change in the email ID, enter the new valid email ID of the company.</p>
4		Particulars of directors and Key managerial personnel	Enter the details of directors and key managerial personnel and the same shall be minimum three in case of public company and two in case of private company and one in case of OPC.
5		Present Capital structure of the company	
	(a) & (b)	Authorized and subscribed capital of the company (in Rs.)	Enter the details of authorized and subscribed share capital which shall be minimum 1 lakh in case of private and OPC company and 5 lakh in case of a public company.
9	(a)	Date of board of directors' resolution authorizing buy-back of securities	<p>Enter the date of Board of directors' resolution approving or authorizing the buy back of securities.</p> <p>In case the buy back has been authorized by the members of the company, then enter the date of the special resolution of members.</p> <p>And also enter SRN of MGT-14 which is filed for such special resolution authorizing buy back.</p>
16	(a) to (c)	Dates w.r.t buy back	<p>Enter the date of opening of offer.</p> <p>Enter the date of proposed completion of buy back which shall not exceed by more than twelve months from the date of special resolution or board resolution as the case may be.</p> <p>Enter the date of extinguishment of securities which shall not be more than seven days from the date of completion of buy back of securities.</p>

Instruction Kit for eForm SH-8
(Letter of Offer)

S. No/ Section Name	Field Name	Instructions
To be digitally signed by	Designation	Designation shall be mandatorily selected as managing director, if there is one in the company. Director can be selected in both designation if no managing director is there in the company.
	DSC	eForm should be digitally signed by at least two directors and out of them, one shall be the managing director where there is one.
	Director identification number of the director/ managing director	Ensure approved DIN is entered.
Attachments	<p>The following attachments are mandatory:</p> <ol style="list-style-type: none"> (1) Details of the promoters of the company. (2) Declaration by auditor(s). (3) Certified true copy of the board resolution authorizing buy back. (4) Copy of the notice of the general meeting issued under section 68(3) along with the explanatory Statement thereto, (5) Audited financial statements of last three years. <p>Rest are based on applicability as mentioned in the eForm:</p> <ol style="list-style-type: none"> (6) Buy back details of last three years is mandatory in case company has done any buy back in the last three years. (7) Management discussion and analysis is mandatory in case of listed company. (8) List of holding and subsidiary companies of the company if applicable (9) Unaudited financial statements if applicable (10) Statutory approvals received (if any) (11) Details of the auditor, legal advisors, bankers and trustees (if any) <p>Any other information can be provided as an optional attachment(s).</p>	

Instruction Kit for eForm SH-8
(Letter of Offer)

Common Instructions to fill the eForm

Buttons	Particulars
<p>Pre-Fill</p> 	<p>The Pre-fill button can appear more than once in an eForm. The button appears next to a field that can be automatically filled using the MCA database.</p> <p>Click this button to populate the field.</p> <p>Note: You are required to be connected to the Internet to use the Pre-fill functionality.</p>
<p>Attach</p> 	<p>Click this document to browse and select a document that needs to be attached to the eForm. All the attachments should be scanned in pdf format. You have to click the attach button corresponding to the document you are making an attachment. In case you wish to attach any other document, please click the optional attach button.</p>
<p>Check Form</p> 	<ol style="list-style-type: none"> 1. Click the Check Form button after, filling the eForm. System performs form level validation like checking if all mandatory fields are filled. System displays the errors and provides you an opportunity to correct errors. 2. Correct the highlighted errors. 3. Click the Check Form button again and. system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”. <p>Note: The Check Form functionality does not require Internet connectivity.</p>
<p>Modify</p> 	<p>The Modify button is enabled, after you have checked the eForm using the Check Form button.</p> <p>To make changes to the filled and checked form:</p> <ol style="list-style-type: none"> 1. Click the Modify button. 2. Make the changes to the filled eForm. 3. Click the Check Form button to check the eForm again.

Instruction Kit for eForm SH-8
(Letter of Offer)

Buttons	Particulars
Pre scrutiny 	<ol style="list-style-type: none"> 1. After checking the eForm, click the Prescrutiny button. System performs some checks and displays errors, if any. 2. Correct the errors. 3. Click the Prescrutiny button again. If there are no errors, a message is displayed “No errors found”. <p>The Prescrutiny functionality requires Internet Connectivity.</p>
Submit 	This button is disabled at present.

Part III - Important Points for Successful Submission

Fee Rules

S. No	Purpose of the form	Normal Fee	Additional Fee (Delay Fee)	Logic for Additional Fees	
				Event Date	Time limit(days) for filing
1.	Letter of offer	The Companies (Fee for filings with Registrar of Companies) Rules, 2014 – Annexure A	NA	NA	NA

Processing Type

The eForm will be processed by the office of Registrar of Companies.

SRN Generation

On successful submission of the eForm SH-8, SRN will be generated and shown to the user which will be used for future correspondence with MCA.

Instruction Kit for eForm SH-8 (Letter of Offer)

Challan Generation

On successful submission of the eForm SH-8, Challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the eForm has been filed.

Email

When an eForm is completely processed by the authority concerned, an acknowledgement of the same, if any is sent to the user in the form of an email to the email id of the company.

Instruction Kit for eForm SH-8
(Letter of Offer)

Annexure A

The Companies (Fee for filings with Registrar of Companies) Rules, 2014

In case of company having share capital

Nominal Share Capital	Fee applicable
Less than 1,00,000	Rupees 200
1,00,000 to 4,99,999	Rupees 300
5,00,000 to 24,99,999	Rupees 400
25,00,000 to 99,99,999	Rupees 500
1,00,00,000 or more	Rupees 600

In case company not having share capital

N/A

[Back](#)