

Form No.SH-8

Letter of offer

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

**Form language**
 English Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory.

Company Information

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

L74140MH2003PLC142116

(b) Name of the company

EMA PARTNERS INDIA LIMITED

(c) *Address of the Registered Office of the company

204, The Summit Business Bay, Western Express Highway,, NA, Vile Parle East, Mumbai City, Maharashtra, India, 400057.

(d) *Email ID of the company

*****iance@ema-partners.com

2 Share capital

*Date as on (DD/MM/YYYY)

31/03/2026

(a) Equity share capital

*Number of classes

1

Class of share	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	30000000	23246426	23246426	23246426
Nominal amount per share (in INR)	5	5	5	5
Total amount (in INR)	150000000	116232130	116232130	116232130

(b) Preference share capital

*Number of classes

0

Class of share	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	0	0	0	0
Nominal amount per share (in INR)	0	0	0	0
Total amount (in INR)	0	0	0	0

(c) *Others

Description of share capital	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal amount per share (in INR)				
Total amount (in INR)				

(d) *Total unclassified authorised share capital

0

3 Details of 'paid up equity capital,' 'paid up capital' and 'free reserves'

*Date (as on) (DD/MM/YYYY)	31/03/2026
*Total paid up equity share capital	116232130
*Total paid up share capital	116232130
*Free reserves	321444407.09
*security premium	666588013.56

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

29/08/2022

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

07/05/2026

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

22/05/2026

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

29/05/2026

5 Source of the buy-back would be

Checkbox	Source	Amount as on (DD/MM/YYYY)	Amount proposed to be utilized for buy-back
		31/03/2026	
<input type="checkbox"/>	Free reserves	321444407.09	
<input checked="" type="checkbox"/>	Securities Premium account	666588013.56	72500000
<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

1

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

Equity shares

Equity

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

725000

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

725000

(e) *Nominal value per security

5

(f) *Proposed buy-back price

100

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

72500000

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

Through Tender offer

8 (a) *Article number authorising buy-back

13

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

23/04/2026

(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	16238329	0		16238329
2	Shares purchased during the period of 12 months preceding the date of board meeting approving buy-back	88000	0		88000

3	Shares purchased during the period from date of board meeting approving buy-back till the date of letter of offer	0	0		0
4	Maximum price paid for the above	108.75	0		36.25
5	Date on which the above maximum price was paid (DD/MM/YYYY)	03/06/2025			-
6	Shares sold during the period of 12 months preceding the date of board meeting approving buy- back	0	0		0
7	Shares sold during the period from date of board meeting approving buy-back till the date of letter of offer	0	0		0
8	Maximum price received for the above	0	0		0
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	16326329	0	0	16326329

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	
		31/03/2026	
1	Government(Central and State)	0	
2	Government Companies	0	
3	Public financial institutions	0.03	
4	Nationalized or other bank(s)	0	
5	Mutual Funds	2.5	
6	Venture Capital	0	
7	Foreign holdings (Foreign Institutional Investors, Foreign companies, Non-resident Indians, Foreign financial institutions or Overseas corporate bodies)	0.32	

8	Bodies Corporate (not mentioned above)	14.06
9	Directors or relatives of directors	6.47
10	Other top fifty shareholders (other than mentioned above)	0
11	Others	76.62
12	Total	100
13	*Total number of shareholders	1105

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 6:1 2:1

(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);
- (b) Statutory approvals received (if any);
- (c) *Declaration by auditor(s);
- (d) *Copy of the board resolution;
- (e) Optional attachment(s) if-any

and promoter group.pdf
Financial Part B.pdf
Letter_of_Offer.pdf
Clarification letter.pdf

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**

*Designation

(Director/Managing director)

*Director identification number of the director

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*Designation

(Director/Managing director)

*Director identification number of the director

For office use only:

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.

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)