

May 30, 2008

To

All Category - I Authorised Dealer Banks

Madam / Sir,

Reporting under FDI Scheme - Revised procedure

Attention of Authorised Dealer Category - I (AD Category - I) banks is invited to provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, notified vide Notification No. FEMA 20/2000-RB dated May 3, 2000, as amended from time to time and A. P. (DIR Series) Circular No.40 dated April 20, 2007.

2. In terms of para 9 (1) A of Schedule I to the Notification, Indian companies are required to report the details of the amount of consideration received for issuing shares and convertible debentures under the Foreign Direct Investment (FDI) scheme to the Regional Office of the Reserve Bank in whose jurisdiction the Registered Office of the company operates, within 30 days of receipt of the amount of consideration. Further, in terms of Para 9 (1) B of Schedule ibid, the companies are required to report the details of the issue of shares / convertible debentures in form FC-GPR, to the Regional Office concerned, within 30 days of issue of shares / convertible debentures.

3. In order to capture the details of FDI in a more comprehensive manner, form FC-GPR was revised vide A. P. (DIR Series) Circular No.40 dated April 20, 2007. The reporting framework was again reviewed and further revisions were proposed and the revised draft of form FC-GPR was placed in public domain on March 14, 2008 inviting feedback from the public. Based on the feedback received, form FC-GPR has been revised. The revised form is enclosed at Annex I. Further, a standard format for reporting of the receipt of the amount of consideration for issue of shares / convertible debentures has been prescribed as Annex II. A format for the KYC report on the non-resident investor from the overseas bank remitting the amount required to be submitted along with the form FC-GPR has also been introduced (Annex III). The KYC report should, henceforth, be submitted at the time of reporting the receipt of the amount of consideration from the non-resident investor.

4. Accordingly, Indian companies are required to report the details of the receipt of the amount of consideration for issue of shares / convertible debentures in Annex II, together with a copy/ies of the FIRC/s evidencing the receipt of the remittance along with the KYC report on the non-resident investor in Annex III, through an AD Category – I bank, not later than 30 days from the date of receipt of the amount of

consideration. The report would be acknowledged by the Regional Office concerned, which would allot a Unique Identification Number (UIN) for the amount reported.

5. The details of the issue of shares / convertible debentures should, henceforth, be reported in the revised form FC-GPR (Annex I). While forwarding form FC-GPR to the Regional Office concerned, the AD Category – I bank should ensure that the UIN is correctly indicated in the form. It is also clarified that the annual report of all investments which is to be filed in Part B of the revised form FC-GPR, which is hitherto to be submitted by June 30 every year, would now have to be submitted by July 31 every year.

6. Necessary amendments to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 notified vide Notification No. FEMA 20/2000-RB dated May 3, 2000 will be issued separately.

7. AD Category - I banks may bring the contents of this circular to the notice of their constituents and customers concerned.

8. The directions contained in this circular have been issued under sections 10(4) and 11(1) of the Foreign Exchange Management Act, 1999 (42 of 1999) and is without prejudice to permissions / approvals, if any, required under any other law.

Yours faithfully,

(Salim Gangadharan)
Chief General Manager -in- Charge

2.	Description of the main business activity NIC Code	
	Location of the project and NIC code for the district where the project is located	
	Percentage of FDI allowed as per FDI policy	
	State whether FDI is allowed under Automatic Route or Approval Route (strike out whichever is not applicable)	Automatic Route / Approval Route
3	Details of the foreign investor / collaborator*	
	Name Address Country Constitution / Nature of the investing Entity [Specify whether <ol style="list-style-type: none"> 1. Individual 2. Company 3. FII 4. FVCI 5. Foreign Trust 6. Private Equity Fund 7. Pension / Provident Fund 8. Sovereign Wealth Fund (SWF)[†] 9. Partnership / Proprietorship Firm 10. Financial Institution 11. NRIs / PIO 12. Others (please specify)] Date of incorporation	

* If there is more than one foreign investor/collaborator, separate Annex may be included for items 3 and 4 of the Form.

[†] SWF means a Government investment vehicle which is funded by foreign exchange assets, and which manages those assets separately from the official reserves of the monetary authorities.

4	Particulars of Shares / Convertible Debentures Issued							
(a)	Nature and date of issue							
		Nature of issue		Date of issue		Number of shares/ convertible debentures		
	01	IPO / FPO						
	02	Preferential allotment / private placement						
	03	Rights						
	04	Bonus						
	05	Conversion of ECB						
	06	Conversion of royalty (including lump sum payments)						
	07	Conversion against import of capital goods by units in SEZ						
	08	ESOPs						
	09	Share Swap						
	10	Others (please specify)						
		Total						
(b)	Type of security issued							
	No.	Nature of security	Number	Maturity	Face value	Premium	Issue Price per share	Amount of inflow*
	01	Equity						
	02	Compulsorily Convertible Debentures						
	03	Compulsorily Convertible Preference shares						
	04	Others (please specify)						
		Total						

i) In case the issue price is greater than the face value please give break up of the premium received.

ii) * In case the issue is against conversion of ECB or royalty or against import of capital goods by units in SEZ, a Chartered Accountant's Certificate certifying the amount outstanding on the date of conversion

(c)	Break up of premium	Amount
	Control Premium	
	Non competition fee	
	Others [@]	
	Total	

[@] please specify the nature

(d)	<p>Total inflow (in Rupees) on account of issue of shares / convertible debentures to non-residents (including premium, if any) vide</p> <p>(i) Remittance through AD: (ii) Debit to NRE/FCNR A/c with Bank _____ (iii) Others (please specify)</p> <p>Date of reporting of (i) and (ii) above to RBI under Para 9 (1) A of Notification No. FEMA 20/2000-RB dated May 3, 2000, as amended from time to time.</p>	
(e)	Disclosure of fair value of shares issued**	
	We are a listed company and the market value of a share as on date of the issue is*	
	We are an un-listed company and the fair value of a share is*	

** before issue of shares

*(Please indicate as applicable)

5. Post issue pattern of shareholding							
		Equity			Compulsorily convertible Preference Shares/ Debentures		
Investor category		No. of shares	Amount (Face Value) Rs.	%	No. of shares	Amount (Face Value) Rs.	%
a)	Non-Resident						
	01	Individuals					
	02	Companies					
	03	FIIIs					
	04	FVCIs					
	05	Foreign Trusts					
	06	Private Equity Funds					
	07	Pension/ Provident Funds					
	08	Sovereign Wealth Funds					
	09	Partnership/ Proprietorship Firms					
	10	Financial Institutions					
	11	NRIs/PIO					
	12	Others (please specify)					
		Sub Total					
b)	Resident						
Total							

DECLARATION TO BE FILED BY THE AUTHORISED REPRESENTATIVE OF THE INDIAN COMPANY: *(Delete whichever is not applicable and authenticate)*

We hereby declare that:

1. We comply with the procedure for issue of shares / convertible debentures as laid down under the FDI scheme as indicated in Notification No. FEMA 20/2000-RB dated 3rd May 2000 as amended from time to time.

2. The investment is within the sectoral cap/statutory ceiling permissible under the Automatic Route of RBI and we fulfill all the conditions laid down for investments under the Automatic Route namely (strike off whichever is not applicable) .

a) Foreign entity/entities—(other than individuals), to whom we have issued shares have existing joint venture or technology transfer or trade mark agreement in India in the same field and Conditions stipulated in Press Note 1 of 2005 Series dated January 12, 2005 have been complied with.

OR

Foreign entity/entities—(other than individuals), to whom we have issued shares do not have any existing joint venture or technology transfer or trade mark agreement in India in the same field.

b) We are not an SSI unit.

OR

We are a SSI unit and the investment limit of 24 % of paid-up capital has been observed/ requisite approvals have been obtained.

c) Shares issued on rights basis to non-residents are in conformity with Regulation 6 of the RBI Notification No FEMA 20/2000-RB dated 3rd May 2000, as amended from time to time.

OR

Shares issued are bonus shares.

OR

Shares have been issued under a scheme of merger and amalgamation of two or more Indian companies or reconstruction by way of de-merger or otherwise of an Indian company, duly approved by a court in India.

OR

Shares are issued under ESOP and the conditions regarding this issue have been satisfied

3.	Account closing date:	
4.	Details of changes if any, with regard to information furnished earlier (Change in name of company / Change of location, activities, etc.)	
5.	Whether listed company or unlisted company	Listed / Unlisted
5.1	If listed, i) Market value per share as at end-March ii) Net Asset Value per share as on date of latest Audited Balance Sheet	
5.2	If unlisted, Net Asset Value per share as on date of latest Audited Balance Sheet	
6. Foreign Direct Investment (FDI)		
		Amount in Lakhs of Rupees
		Foreign Liabilities In India *
		Foreign Assets Outside India &
		Outstanding at end-March of Previous Year
		Outstanding at end-March of Current Year
		Outstanding at end-March of Previous Year
		Outstanding at end-March of Current Year
6.0	Equity Capital	
6.1	Other Capital ^Ω	
6.2	Disinvestments during the year	
6.3	Retained earnings during the year ⁺	

* Please furnish the outstanding investments of **non-resident investors (Direct Investors)** who were holding **10 per cent or more** ordinary shares of your Company on the reporting date.

& Please furnish your total investments outside the country in each of which **your Company** held **10 per cent or more** ordinary shares of that non-resident enterprise on the reporting date.

^Ω Other Capital includes transactions between the non-resident direct investor and investee / reporting company, relating to i) Short Term Borrowing from overseas investors, ii) Long Term Borrowing from overseas investors, iii) Trade Credit, iv) Suppliers Credit, v) Financial Leasing, vi) Control Premium, vii) Non-Competition Fee in case of transactions not involving issue of shares, viii) Non-cash acquisition of shares against technical transfer, plant and machinery, goodwill, business development and similar considerations and ix) investment in immovable property made during the year.

⁺ Under foreign liabilities, for retained earnings (undistributed profit), please furnish the proportionate amount as per the share holding of non-resident investors (Direct investors). Similarly under foreign assets outside

7. Portfolio and Other Investment				
<i>[Please furnish here the outstanding investments other than those mentioned under FDI above]</i>				
	Amount in Lakhs of Rupees			
	Foreign Liabilities In India		Foreign Assets Outside India	
	Outstanding at end-March of Previous Year	Outstanding at end-March of Current Year	Outstanding at end-March of Previous Year	Outstanding at end-March of Current Year
7.0 Equity Securities				
7.1 Debt Securities				
7.1.1 Bonds and Notes				
7.1.2 Money Market Instruments				
7.2 Disinvestments during the year				
8. Financial Derivatives (notional value)				
9. Other Investment				
9.1 Trade Credit				
9.1.1 Short Term				
9.1.2 Long Term				
9.2 Loans [∞]	Please see the note below			
9.3 Others				
9.3.1 Short Term				
9.3.2 Long Term				

India, the retained earnings of your company would be proportionate to your shareholding of ordinary shares in the non-resident enterprise.

[∞] **Note:** As the details of the Loans availed of by your company are collected through Authorised Dealers separately by Foreign Exchange Department of the Reserve Bank in ECB returns, the details of external loans availed by your company need not be filled in. However, the external loans extended by your company to non-resident enterprises other than WOS/JVs outside India should be reported under "Foreign Assets outside India".

10. Shareholding pattern as at end-March		Equity			Compulsorily convertible Preference Shares/ Debentures		
Investor category / Nature of investing entity		No. of shares	Amount (Face Value) Rs.	%	No. of shares	Amount (Face Value) Rs.	%
a)	Non-Resident						
	01 Individuals						
	02 Companies						
	03 FIs						
	04 FVCIs						
	05 Foreign Trusts						
	06 Private Equity Funds						
	07 Pension/ Provident Funds						
	08 Sovereign Wealth Fund (SWF) [§]						
	08 Partnership / Proprietorship Firms						
	09 Financial Institutions						
	10 NRIs/PIO						
	11 Others (please specify)						
	Sub Total						
b)	Resident						
	Total						
11. Persons employed during the financial year ending March 31 [®]							
	Directly						
	Indirectly						
	Total						

Signature of the authorised Official : _____

Name (in block letters) : _____

Designation : _____

Place:

Date:

[§] SWF means a Government investment vehicle which is funded by foreign exchange assets, and which manages those assets separately from the official reserves of the monetary authorities.

[®] Please indicate the number of persons recruited by your company during the financial year for which the return is being submitted. Under “Directly”, indicate the number of persons on the roll of your company, whereas under “Indirectly”, indicate the number of persons otherwise engaged by your company during the year.

6.	Name of the AD Category – I bank through whom the remittance is received	
7.	Address of the AD Category – I bank	

Copy of the FIRC/s evidencing the receipt of consideration for issue of shares / convertible debentures as above is enclosed.

(Authorised signatory of the investee company) (Stamp)	(Authorised signatory of the AD) (Stamp)
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FOR USE OF THE RESERVE BANK ONLY:

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Unique Identification Number for the remittance received:

Annex III

[Annex to A. P. (DIR Series) Circular No. 44 dated May 30, 2008]

Know Your Customer (KYC) Form in respect of the non-resident investor

Registered Name of the Remitter / Investor (Name, if the investor is an Individual)	
Registration Number (Unique Identification Number* in case remitter is an Individual)	
Registered Address (Permanent Address if remitter Individual)	
Name of the Remitter's Bank	
Remitter's Bank Account No.	
Period of banking relationship with the remitter	

*Passport No., Social Security No, or any Unique No. certifying the bonafides of the remitter as prevalent in the remitter's country

We confirm that all the information furnished above is true and accurate as provided by the overseas remitting bank of the non-resident investor.

(Signature of the Authorised Official
of the AD bank receiving the remittance)

Date:

Place:

Stamp :