May 30, 2008

То

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

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

FC-GPR

PART - A

(To be filed by the company through its Authorised Dealer Category – I bank with the Regional Office of the RBI under whose jurisdiction the Registered Office of the company making the declaration is situated as and when shares / convertible debentures are issued to the foreign investor, along with the documents mentioned in item No. 4 of the undertaking enclosed to this form)

Permanent Account Number (PAN) of the investee company given by the Income Tax

Date of issue of shares / convertible debentures

Department

Na	Particulars	(In Block Letters)
No.		
1.	Name	
	Address of the Registered Office	
	State	
	Registration No. given by Registrar of Companies	
	Whether existing company or new company (strike off whichever is not applicable)	Existing company / New company
	If existing company, give registration number allotted by RBI for FDI, if any	
	Telephone	
	Fax	
	e-mail	

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 / Approval Route
	Automatic Route or Approval Route	
	(strike out whichever is not	
3	applicable) Details of the foreign investor / coll	aborator*
5	Name	
	Address	
	Country	
	Constitution / Nature of the	
	investing Entity	
	[Specify whether	
	1. Individual	
	2. Company 3. FII	
	4. FVCI	
	5. Foreign Trust	
	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.

 $^{^{\}dagger}$ 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	Parti	culars of Sh	ares / Co	nvertible	Deber	tures Iss	ued						
(a)	Natu	re and date of	of issue										
		Nature of	issue		Dat	e of issue		Number of shares/ convertible debentures					
	01	IPO / FPC)										
	02	Preferenti	al allotme	ent /									
		private pla	acement										
	03	Rights											
	04	Bonus											
	05	Conversio	n of ECB										
	06	Conversio											
		(including											
		payments											
	07	Conversio		t import									
		of capital	•										
		SEZ	goodo b	y anno in									
	08	ESOPs											
	00	Share Sw	an										
	10	Others (pl		cifv)									
	10	Total	ease spe	city)									
(b)	Typ	e of security	iccurd										
(0)	No.	Nature of	Number	Maturity	Face	Premium	Issue	Amount					
		security	Number	Maturity	value	Tremium	Price per share	of inflow*					
	01	Equity											
	02	Compulsorily Convertible											
		Debentures											
	03	Compulsorily											
		Convertible											
		Preference											
	04	shares Others											
	04	(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)	Total inflow (in Rupees) on account of issue of shares / convertible debentures to non-residents (including premium, if any) vide	
	 (i) Remittance through AD: (ii) Debit to NRE/FCNR A/c with Bank (iii) Others (please specify) 	
	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.	
(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. P	ost is	ssue 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	Flls							
	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)		dent							
Tot	al								

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. Shares have been issued in terms of SIA/FIPB approval No._____ dated _____

4. We enclose the following documents in compliance with Paragraph 9 (1) (B) of Schedule 1 to Notification No. FEMA 20/2000-RB dated May 3, 2000:

- (i) A certificate from our Company Secretary certifying that
 - (a) all the requirements of the Companies Act, 1956 have been complied with;
 - (b) terms and conditions of the Government approval, if any, have been complied with;
 - (c) the company is eligible to issue shares under these Regulations; and
 - (d) the company has all original certificates issued by authorised dealers in India evidencing receipt of amount of consideration in accordance with paragraph 8 of Schedule 1 to Notification No. FEMA 20/2000-RB dated May 3, 2000.

(ii) A certificate from Statutory Auditors / Chartered Accountant indicating the manner of arriving at the price of the shares issued to the persons resident outside India.

5. Unique Identification Numbers given for all the remittances received as consideration for issue of shares/convertible debentures (details as above), by Reserve Bank.

	R	
	[R]	
(Signature of the Applicant)* :		
(Name in Block Letters) :		
(Designation of the signatory) :		
Place:		
Date:		

(* To be signed by Managing Director/Director/Secretary of the Company)

CERTIFICATE TO BE FILED BY THE COMPANY SECRETARY[‡] OF THE INDIAN COMPANY ACCEPTING THE INVESTMENT:

(As per Para 9 (1) (B) (i) of Schedule 1 to Notification No. FEMA 20/2000-RB dated May 3, 2000)

In respect of the abovementioned details, we certify the following :

1. All the requirements of the Companies Act, 1956 have been complied with.

Terms and conditions of the Government approval, if any, have been complied with.
 The company is eligible to issue shares / convertible debentures under these Regulations.

4. The company has all original certificates issued by AD Category – I banks in India, evidencing receipt of amount of consideration in accordance with paragraph 8 of Schedule 1 to Notification No. FEMA 20/2000-RB dated May 3, 2000.

(Name & Signature of the Company Secretary) (Seal)

FOR USE OF THE RESERVE BANK ONLY:

Registration Number for the FC-GPR:

Unique Identification Number allotted to the Company at the time of reporting receipt of remittance

f.								
-	R							

[‡] If the company doesn't have a full time Company Secretary, a certificate from a practising Company Secretary may be submitted.

[Part-B of Annex I to A. P. (DIR Series) Circular No. 44 dated May 30, 2008]

FC-GPR

PART-B

(i) This part of form FC-GPR is to be submitted to the Director, Balance of Payment Statistical Division, Department of Statistical Analysis & Computer Services, Reserve Bank of India, C8, 3rd Floor, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051; Tel: 2657 1265, 2657 2513, Fax: 26570848; email:surveyfla@rbi.org.in

(ii) This is an annual return to be submitted by 31st of July every year by all companies, pertaining to all investments by way of direct/portfolio investments/re-invested earnings/others in the Indian company made during the previous years (e,g. the information in Part B submitted by 31st July 2008 will pertain to all the investments made in the previous years up to March 31, 2008). The details of the investments to be reported would include all foreign investments made into the company which is outstanding as on the date of the balance sheet. The details of overseas investments in the company both under Direct / portfolio investment may be separately indicated. Please use end-March Market prices/exchange rates for compiling the relevant information.

Permanent Account										
Number (PAN) of the	 -	1	1	-		1		1	1	
investee company given										
by the Income Tax										
Department										

No.	Particulars	(In Block Letters)
1.	Name	
	Address	
	Chata	
	State	
	Registration No. given by the	
	Registrar of Companies	
2.	Name of the Contact Person:	Designation:
	Tel.	E-mail:
	Fax:	

3.	Account closing date:								
4.	Details of changes if any,	with regard							
	to information furnished e								
	(Change in name of comp								
	Change of location, activi								
5.	Whether listed company	y or	Listed / Unlisted						
	unlisted company								
5.1	If listed,								
	i) Market value per s	hare as at							
	end-March								
	ii) Net Asset Value per date of latest Audit								
	Sheet	eu Dalalice							
	Oneer								
5.2	If unlisted, Net Asset	Value per							
	share as on date of lat								
	Balance Sheet								
6. F	oreign Direct Investment	t (FDI)							
				Amount in Lal	khs of Rupees				
			Liabilities In Foreign Assets Outs						
			dia *	India ^{&}					
		Outstanding	0	Outstanding	Outstanding				
		at end-	at end-	at end-	at end-				
		March of	March of	March of	March of				
		Previous	Current	Previous	Current				
6.01		Year	Year	Year	Year				
	Other Capital $^{\Omega}$								
	Disinvestments during								
the y									
	Retained earnings during								
the y	ear								

^{*} Please furnish the outstanding investments of **<u>non-resident investors</u>** (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.

 $^{^{\}Omega}$ 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 Investn				_			
[Please furnish here the outstanding investments other than those mentioned under FDI above]							
			Mount in Lak				
	Foreign Liabilities In Foreign Assets Outsi						
	Inc		India				
	Outstanding	Outstanding	Outstanding	Outstanding			
	at end-	at end-	at end-	at end-			
	March of	March of	March of	March of			
	Previous	Current	Previous	Current			
	Year	Year	Year	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 th	e note below					
9.3 Others							
9.3.1 Short Term							
9.3.2 Long Term							
U							

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

 $^{\infty}$ **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)	Nor	n-Resident		1					
	01	Individuals							
	02	Companies							
	03	Flls							
	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)	Res	sident							
		Total							
					0				
11.		sons employed during the financial yea	r ending	g March	31 [®]				
	Dire								
		rectly							
	Total								
Signature of the authorised Official :									
Name	e (in k	block letters) :							
Desig	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.

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

Report by the Indian company receiving amount of consideration for issue of shares / convertible debentures under the FDI Scheme

(To be filed by the company through its Authorised Dealer Category – I bank, with the Regional Office of the Reserve Bank under whose jurisdiction the Registered Office of the company making the declaration is situated, not later than 30 days from the date of receipt of the amount of consideration, as specified in para 9 (I) (A) of Schedule I to Notification No. FEMA 20/2000-RB dated May 3, 2000)

Permanent Account	_							ł
Number (PAN) of the								l
investee company given								

by the IT Department

No.	Particulars	(In Block Letters)
1.	Name of the Indian company	
	Address of the Registered Office	
	Fax	
	Telephone	
	e-mail	
2	Details of the foreign investor/ co	laborator
	Name	
	Address	
	Address	
	Country	
3.	Date of receipt of funds	
4.	Amount	In foreign currency In Indian Rupees
_		
5.	Whether investment is under Automatic Route or Approval	Automatic Route / Approval Route
	Automatic Route or Approval Route	
	If Approval Route, give details (ref.	
	no. of approval and date)	

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)	(Authorised signatory of the AD)
(Stamp)	(Stamp)

FOR USE OF THE RESERVE BANK ONLY:

Unique Identifica	tion Number for t	he remittance received:
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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 :