

FORM ODI PART I				
Section A: Details of Indian Party (IP) / Resident Individual (RI)				
I.	Code of Reporting AD bank			
II.	Investment under	Automatic Route		Approval Route
III.	Particulars of the IP / RI			
i.	Name of IP/ RI			
ii.	PAN Number			
iii.	Group to which the IP belongs			
iv.	Activity code of IP		(1987 NIC code at 3-digit level)	
v.	Address of IP/ RI			
vi.	City			
vii.	State			
viii.	Pin			
ix.	Networth in INR		As on date	
x.	Contact Person			
xi.	Designation of the contact person			
xii.	Telephone Number			
xiii.	Mobile Number			
xiv.	Fax			
xv.	E-mail ID			
IV.	Status of IP/ RI: (Please tick appropriate category):			
i.	Public Ltd. Company		vi.	Unregistered Partnership
ii.	Private Ltd. Company		vii.	Proprietorship
iii.	Public Sector Undertaking		viii.	Trust
iv.	Individual		ix.	Society
v.	Registered Partnership		x.	Others (please specify)
V.	Financial particulars of the IP for the last 3 years (If the IP is engaged in the financial sector or falls under the category of Proprietorship, Unregistered Partnership)			
i.	Particulars (Actual Amt. in Rs.)	Year 1 [31-3-	Year 2 [31-3 -	Year 3 [31-3- ]
ii.	Foreign exchange earnings (excluding equity exports to JV/WOS)			
iii.	Net profit			
iv.	Paid-up Capital			
v.	Net worth of (a) Indian Party			
	(b) Group Company@			
	@ to be furnished In terms of explanation to Regulation 6 (3) of Notification No. FEMA 120/ RB-2004 dated July 7, 2004 as amended			
VI.	Particulars of existing JV and WOS already in operation or under implementation, of the IP/ RI: (Attach separate sheet if required)			
	Name of IP / RI	Unique Identification Number (UIN) allotted by Reserve Bank		Name of the designated AD bank



vii.	Securitisation					
viii.	Any other mode (please specify)					
ix.	Total					
<b>VIII Proposed/ Updated Capital Structure:</b>						
i.	Indian Party (ies)/ RI		% stake	ii.	Foreign partner(s)	
	(1)			(1)		
	(2)			(2)		
	(3)			(3)		
<b>IX Furnish the details of investment/ disinvestment of Step down subsidiary (SDS) of JV/ WOS in the prescribed format (attach separate sheet if the number of SDS is more than one)</b>						
i.	Name, Level and Country of SDS					
ii.	Name, Level and Country of parent SDS					
iii.	Name of the Parent of the SDS					
iv.	Investment type:				WOS	JV
v.	Type of Step Down Subsidiary				SPV	Operating Operating Cum SPV
vi.	Activity code as per NIC 1987					
vii.	Investment Amount and Date of investment (if any):					
viii.	% stake held by the parent in the SDS					
<b>FORM ODI - PART I</b>						
<b>Section C: Details of Transaction/ Remittance/ Financial Commitment of Indian Party/ Resident Individual</b>						
Code of Reporting AD bank						
<b>Indicate 13 digit Unique Identification Number issued by Reserve Bank (if applicable)</b>						
X	Name of the IP/ RI					
<b>XI Purpose of investment (Please tick appropriate category) (It can be either [a], [b] [c] or [d])</b>						
[a]	Purpose of investment in New Project @			[b]	Purpose of Supplementary Investment in existing project @	
i.	Participation in JV			i.	Enhancement of equity in the existing JV/WOS overseas	
ii.	Contribution in WOS			ii.	Enhancement of Preference Equity/	

			Convertible Debt	
iii.	Full acquisition of the foreign concern		iii. Grant/ Enhancement of Loan in existing JV/WOS	
iv.	Partial acquisition of a foreign concern		iv. Extension/ Enhancement of Guarantees	
v.	Investment in unincorporated entity		v. Remittances to Unincorporated Entity	
vi.	Others		vi. Others	
[c]	<b>Conversion of loan into equity and vice versa \$</b>		<b>[d] Rollover/ change in amount and date of a guarantee already reported to Reserve Bank \$\$</b>	
<b>XII</b>	<b>Details of Current Remittances/ Transaction Effected (Select a suitable method of investment and give the other details as mentioned in “Note” and the table below):</b>			
i.	Method of Investment			
ii.	Category of Investment			
iii.	Other Details \$, \$\$			
iv.	Amount of Remittance / other financial commitment. **			
<b>Note :</b> <b>** Please indicate name of the foreign currency (FCY) as per SWIFT code.</b> <b>@ Please specify the other dues being capitalized viz., royalty, technical know-how fee, consultancy fees, etc.</b> <b>\$ In case of conversion of loan into equity and vice versa please furnish the following details in the field “Other Details”→ a) Date of conversion b) Amount converted into equity/ loan c) 15 digit transaction number allotted by the Reserve bank when the original remittance towards loan/ equity was reported online.</b> <b>\$\$ In case of rollover / change in guarantee please furnish the following details in the field “Other Details”→ a) Date of change/ Rollover of guarantee, b) Validity date of the new guarantee c) New Guarantee Amount d) 15 digit transaction number allotted by the Reserve bank when the original guarantee was reported online.</b>				

S. No.	Method or Source of Investments	Category of Investments (OPS: Other Preference Shares, IP: Indian Party)					Other details
1	Cash Remittance – EEFC	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
2	Cash Remittance – Market Purchase	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
3	ECB	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
4	FCCB	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
5	ADR	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
6	GDR	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
7	Swap of Shares	Equity					Remittance Date
8	@ Capitalization – Exports/ Others	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
9	Capitalization – Others (Specify)	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
10	Others – Fund based (Specify)	Equity	CCPS	OPS	Loan	Guarantee Invoked	Remittance Date
11	Corporate or Personal Guarantee Issued	Corporate Guarantee by IP		Personal Guarantee by third party	Corporate Guarantee by third party		Issue date and Validity date
12	Performance Guarantee Issued	Performance Guarantee Issued					Issue date and Validity date
13	Bank Guarantee Issued  (Name of the Bank)	Bank Guarantee Issued					Issue date and Validity date
14	Creation of Charge – foreign Assets	Shares of JV / WOS		Movable & Immovable Properties	Other Financial Assets		Date of Creation of charge and Validity date
15	Creation of charge – domestic Assets (to be	Shares of IP and/or its group companies		Movable & Immovable Properties of IP and/or its	Other Financial Assets of IP and/ or its group		Date of Creation of charge and Validity date

	denominated in INR) (name of the overseas lender)		group		(To be allowed only in INR)
16	Others – Non fund based  (Specify)	(Specify)			
17	ODI as a result of merger	Equity	Loan	Guarantee	Date of Merger
18	ODI as a result of sale/ transfer/ merger by / of Indian Parties	Equity	Loan	Guarantee	Date of Sale Transfer

**To be filled by the AD branch (strike out whichever is not applicable)**

We hereby confirm that the remittance/ transaction of (amount in FCY) \_\_\_\_\_ towards \_\_\_\_\_ (equity/ loan/ guarantee)

- i) has been allowed under the Automatic Route based on the certification given by the statutory auditors confirming compliance with the prescribed terms and conditions by the Indian Party;
- ii) has been allowed under the Approved Route based on the certification given by the statutory auditors confirming compliance with the prescribed terms and conditions by the Indian Party;
- iii) is in accordance with the terms and conditions of the approval letter issued by the Reserve Bank;
- iv) has been allowed on behalf of the Resident Individual under LRS as per Schedule V of Notification No. FEMA 120/RB-2004 dated July 07, 2004 as amended from time to time; and
- v) in respect of the guarantee invoked, the remittance has been made after satisfying that the claim is in conformity with the terms and conditions of the guarantee issued to/on behalf of the JV/WOS abroad.

Signature of authorized official				<u>Stamp/Seal</u>
Name & Designation of the Authorized Official				
Place:		Date:		
Telephone No:		Fax No:		

<b>FORM ODI - PART I</b> <b>Section D : Declaration by the Indian Party / Resident Individual</b>					
(a) Whether the Indian Party / Resident Individual, are under investigation/s by any investigative/enforcement agency or regulatory body. If yes, the brief details thereof, including present stage of investigation/ adjudication / manner of disposal of the case.					
(b) Whether the promoter Indian Party (ies) is (are) presently on Exporters' Caution List of the Reserve Bank for non-realization of export proceeds or on the list of defaulters to the Banking System circulated by Reserve Bank. If so, status of the Indian Party (ies):					
(c) Any other information relevant to this proposal, including any special benefits / incentives available in the host country for setting up / acquiring the proposed concern.					
(d) Wherever applicable, the Share Certificate and Annual Performance Report as required in terms of Regulation 15 (i) and 15(iii) of the Notification No. FEMA 120 / RB - 2004 dated July 07, 2004, as amended from time to time, in respect of all the existing JV / WOS of the Indian Party has been submitted.					
(e) All the receivables have been repatriated as required in terms of Regulation 15 (ii) of the Notification No. FEMA Notification <i>ibid</i> in respect of all the existing JV / WOS of the Indian Party/ Resident Individual.					
(f) If the Activity of the Step Down Subsidiary is related to the financial services it is certified that we have complied with Regulation 7(2) of Notification No. FEMA 120 dated July 07, 2004 as amended.					
I/ We hereby certify that the information furnished above are true and correct.					
Signature of the authorized official of the IP / RI				<u>Stamp/Seal</u>	
Name & Designation of the Authorized Official					
Place:		Date:			
Telephone No.		Fax No.:			
List of enclosures:					
1.		2.		3.	
4.		5.		6.	

## Form ODI - PART I

### Section E : Certificate by the Statutory Auditors of the Indian Party

It is certified that the terms and conditions contained in Notification No. FEMA 120/RB-2004 dated July 7, 2004, as amended from time to time (Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004) have been complied with by the Indian Party \_\_\_\_\_ (Name of the Indian Party) in respect of the investment under report. In particular, it is certified that:

- i. the investment is not in real estate oriented or banking business, and
- ii. the remittance / transaction amount towards the investment together with earlier financial commitment is within the limit stipulated by the Reserve Bank from time to time. This has been verified with reference to the net worth (Amt in INR \_\_\_\_\_/Amt in equivalent FCY\_\_\_\_\_) of the Indian Party \_\_\_\_\_ (Name of the Indian Party) as on the date of last audited balance sheet, i.e. (date \_\_\_\_\_) and the total financial commitment (Amt in FCY \_\_\_\_\_) vis a vis net worth arrived at \_\_\_\_%.
- iii. The Financial commitment of the Indian Party is within the 1 Billion limit for this financial year in terms of A.P. (DIR Series) Circular No.1 dated July 03, 2014.
- iv. has complied with the valuation norms prescribed for the investment towards equity and the valuation for the investment in \_\_\_\_\_ (no of shares) is arrived at \_\_\_\_\_ (amount in FCY).
- v. has complied with the ECB guidelines #.
- vi. that the Indian Party (a) has made net profits during the preceding three years, (b) has fulfilled the prudential norms of capital adequacy as prescribed by the regulatory authority concerned; (c) has been registered with the appropriate regulatory authority in India and (d) has obtained approval for the investment in financial services sector activities from the regulatory authorities concerned in India and abroad\*.

Further, certified that, wherever applicable, the Annual Performance Report, as required in terms of Regulation 15(iii) of the Notification *ibid*, in respect of all its JV / WOS (UIN to be mentioned in the table below) of the Indian Party have been submitted. (attach a separate sheet if required)

UIN 1:	UIN 2:	UIN 3:
UIN 4:	UIN 5:	UIN 6:

Note: \*Applicable only in cases where the investment proposed is in the financial services sector (e.g. insurance, mutual fund, asset management, etc.).

# Applicable where investment is funded through ECB/FCCB balances.

Signature of the Statutory Auditors of the Indian Party		<u>Stamp/Seal</u>	
Name of the firm and registration number			
Place:		Date:	



## Instructions relating to submission of Form ODI Part I:

(a) In case of Automatic Route - AD Category – I banks may allow Overseas Direct Investment on receipt of application in Form ODI, where the Indian Party is complying with Regulation 6 of Notification No. FEMA 120/RB-2004 dated July 7, 2004 as amended from time to time and the Resident Individual is complying with Regulation 20 read with Schedule V of the FEMA Notification *ibid*.

(b) In case of Approval Route – the application should be submitted to the Reserve Bank in the on-line application of Form ODI Part I as contemplated above.

The proposal under the approval route shall be submitted after due scrutiny and with the specific recommendations of the designated AD bank along with a copy of Section D and Section E of Part I of Form ODI and supporting documents to The Chief General Manager, Reserve Bank of India, Foreign Exchange Department, Overseas Investment Division, Amar Building, 5th Floor, Sir P. M. Road, Fort, Mumbai 400001.

In case the proposal is approved, the AD bank should effect the remittance under advise to Reserve Bank so that the UIN may be allotted under the approval route.

For approval by the Reserve Bank, following documents need to be submitted along with Part I of Form ODI by the designated Authorized Dealer:

- (i) A letter from the designated AD of the IP in a sealed cover mentioning the following details:
  - Transaction number generated by the ODI application
  - Brief details of the Indian entity
  - Brief details of the overseas entity
  - Background of the proposal, if any
  - Brief details of the transaction
  - Reason/s for seeking approval mentioning the extant FEMA provisions.
  - Observation of the designated AD bank with respect to the following:
    - Prima facie viability of the JV/ WOS outside India;
    - Contribution to external trade and other benefits which will accrue to India through such investment;
    - Financial position and business track record of the IP and the foreign entity;
    - Expertise and experience of the IP in the same or related line of activity of the JV/ WOS outside India.
  - Recommendations of the designated AD bank
- (ii) A letter from the IP addressed to the designated AD bank.
- (iii) Board resolution for the proposed transaction/s.
- (iv) Diagrammatic representation of the organisational structure indicating all the subsidiaries of the IP horizontally and vertically with their stake (direct & indirect) and status (whether operating company or SPV).
- (v) Incorporation certificate and the valuation certificate for the overseas entity (if applicable).
- (vi) Other relevant documents properly numbered, indexed and flagged.

(c) Part I contains details of the JV/WOS, Indian Parties/ Resident Individuals and the remittance, other financial commitment of the overseas entity and shall be submitted

- a. at the time of initial remittance, all subsequent remittances / other forms of financial commitment shall be undertaken only after the allotment of UIN.
- b. for reporting the remittance for supplementary investment and any other forms of financial commitment.

(d) subsequent remittances (or financial commitment) under the automatic route and remittances (or financial commitment) under the approval route should be made, only after receipt of auto generated e-mail from RBI confirming the UIN.

(e) In cases where the investment (or financial commitment) is being made jointly by more than one IP, Form ODI is required to be submitted individually by all the investing entities and submitted to the designated branch of the AD bank. The AD bank should file online a consolidated Form ODI indicating details of each party. The Reserve Bank would allot only one UIN to the overseas project.

(f) In terms of Regulation 11 of the Notification *ibid*, the Indian parties are permitted to make direct investment (or undertake financial commitment) in JV / WOS abroad by way of capitalisation of exports or other dues/entitlements like royalties, technical knowhow fees, consultancy fees, etc. In

such cases also, the IP is required to submit details of capitalisation in the Form ODI to the designated AD bank branch.

(g) All Indian parties/ Resident Individual are required to undertake all the Overseas Direct Investments through the respective AD bank through which the UIN is obtained.

(h) All amounts of foreign currency (FCY) and Indian Rupees (INR) should be in actuals only. Please indicate the name of the foreign currency (FCY) as per SWIFT code.

(i) The dates shall be in the format of DD/MM/YYYY.

(j) Each page of the Form ODI - Part I should be duly signed and stamped with date by the RI / authorized person of the IP.

(k) If more than one IP / RI are investing in the same JV / WOS, the Form ODI Part I is to be submitted by each IP / RI.

(l) Estimated cost/ Fair Value of the overseas acquisition – The amount of the estimated cost/ fair value should be in FCY.

(m) Financial Commitment with the current JV/ WOS – The IP / RI shall furnish the outstanding financial commitment towards equity, loan and guarantee.

(n) The certificate by the statutory auditor shall be required only in case of IP and not in case of RI.

(o) Proposals for conversion of equity into loan shall be forwarded to the Reserve Bank for prior approval through the designated AD bank.

(p) Reserve Bank reserves the right to put the information furnished here in the public domain.

(q) Step down subsidiary can be:

- a. Operating company
- b. Holding Company/ Special Purpose Vehicle (SPV)
- c. Holding cum Operating company

(r) Type of investment can be wholly owned step down subsidiary (WO SDS) or Step Down Joint Venture (JV SDS).

(s) Level of step down Subsidiary (SDS) should be calculated treating the JV/ WOS as the parent. So an SDS under the direct JV/ WOS should be treated as first level SDS. Accordingly an SDS under the first level SDS would be treated as second level SDS.

(t) Post Investment changes may be reported in the relevant section as prescribed under:

Sl. No.	Type of post investment change	Relevant Section of Form ODI – Part I to be submitted individually
1.	Change in the details of IP/ RI viz Change in the name, Address, contact details, status.	Section A
2.	Investigation details of the IP / RI	Section A
3.	Change in the Networth of the IP	Section A
4.	Change in capital structure of the JV/ WOS	Section B
5.	Change in status of JV/ WOS from operating entity to SPV or vice versa	Section B
6.	Change in the details of JV/ WOS such as name address etc.	Section B
7.	Reporting of setup/ incorporation/ investment / disinvestment of SDS	Section B
8.	Conversion of loan into equity and vice versa	Section C
9.	Rollover/ change in amount / validity date of the guarantee already reported to the Reserve Bank	Section C