

Part IV: Annex VI

(Formerly Annex 13 of Master Circular on Foreign investment in India)

Form ESOP

Return to be filed by Indian company who has issued shares under Employees' Stock Options (ESOP) Scheme and/or sweat equity shares.

(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 is situated making the declaration as and when shares under Employees' Stock Options Scheme and/or sweat equity shares are issued to the foreign investor)

I. Details of the Company issuing ESOP/sweat equity shares

Sl. No.	Particulars	(In Block Letters)
1.	Name of the Company	
2.	Permanent Account Number (PAN)	
3.	Address of the Registered office	
4.	Registration No. given by Registrar of Companies	
5.	Registration No. given by RBI for FDI, if applicable	
6.	Telephone	
7.	Fax	
8.	e-mail	
9.	Business details	
a)	Description of the main business activity	
b)	NIC Code	
c)	Percentage of FDI allowed as per FDI policy	
d)	State whether FDI is allowed under Automatic Route or Approval route	
e)	FIPB approval, if any	

II. Type of security issued

(Tick mark whichever is applicable)

- | | |
|---|----------|
| 1. Sweat equity shares | () |
| 2. Stock Option Scheme | () |
| 3. Shares issued against exercise of option | () |

Please provide the details of the security issued in a separate Annex viz. date of issue, names of persons to whom shares are issued, number of shares, issue price, consideration other than cash(if any), in case of options (maturity date, pre-determined issue price etc.) and any other details relevant to the issue.

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 under Employees' Stock Option Scheme/ sweat equity shares 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) Options issued under Employees' Stock Option Scheme

OR

b) Shares issued against exercise of option as (a) above

OR

c) Sweat Equity Shares issued to non-residents

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

4. The foreign investment received and reported now will be utilized in compliance with the provision of a Prevention of Money Laundering Act 2002 (PMLA) and Unlawful Activities(Prevention) Act, 1967 (UAPA). We confirm that the investment complies with the provisions of all applicable Rules and Regulations.

5. We enclose the following documents in compliance with Regulation 8 of [Notification No. FEMA 20/2000-RB dated May 3, 2000](#):

(i) A certificate from our Company Secretary certifying that

(a) Sweat equity shares have been issued / the Employees' Stock Option Scheme has been drawn either in terms of regulations issued under the Securities Exchange Board of India Act, 1992 or the Companies (Share Capital and Debentures) Rules, 2014 notified by the Central Government under the Companies Act, 2013, as the case may be

(b) all the requirements of the Companies Act, 2013 have been complied with;

(c) terms and conditions of the Government approval, if any, have been complied with;

(d) the company is eligible to issue shares under these Regulations; and

(e) 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 SEBI registered Merchant Banker / Chartered Accountant indicating the manner of arriving at the price of the shares issued to the persons resident outside India.

6. Unique Identification Numbers given for all the remittances received as consideration for issue of shares under Employees' Stock Option Scheme/ Sweat Equity shares by Reserve Bank.

(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:**

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

- 1) Sweat equity shares have been issued/ the Employees' Stock Option Scheme has been drawn either in terms of regulations issued under the Securities Exchange Board of India Act, 1992 or the Companies (Share Capital and Debentures) Rules, 2014 notified by the Central Government under the Companies Act, 2013, as the case may be
- 2) all the requirements of the Companies Act, 2013 have been complied with;
- 3) terms and conditions of the Government approval, if any, have been complied with;
- 4) the company is eligible to issue shares under these Regulations; and
- 5) 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](#), as amended from time to time.

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

FOR USE OF THE RESERVE BANK ONLY: