|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Part IV: Annex III** | | | | | | | | | | |
| *(Formerly Annex 8 of Master Circular on Foreign investment in India)* | | | | | | | | | | |
|  |  |  |  |  |  |  |  |  |  |  |
| **Form for reporting Foreign Collaboration - General Permission Route** | | | | | | | | | | |
| **Form FC-GPR** | | | | | | | | | | |
|  |  |  |  |  |  |  |  |  |  |  |
| *(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 / others are issued to the foreign investor, along with the documents mentioned in item No. 5 of the undertaking enclosed to this form. All fields are mandatory)* | | | | | | | | | | |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Permanent Account Number (PAN) of the investee company given by the Income Tax Department | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | | | | |  |  |
|  |  | | |  |  |  |  |  |  |  |
|  | *Date of issue of shares / convertible debentures/others* | | | |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | |  |  |  |  |  |  |  |  | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
| **SI No.** | **Particulars** | | | | | | **(In Block Letters)** | | | |
| 1 | Name of the Investee Company | | | | | |  | | | |
| Address of the Registered Office of the Investee Company with City, District and State clearly mentioned | | | | | |  | | | |
| Telephone | | | | | |  | | | |
| Fax | | | | | |  | | | |
| e-mail | | | | | |  | | | |
| State | | | | | |  | | | |
| Registration No. given by Registrar of Companies and Date of Incorporation. | | | | | |  | | | |
| Whether existing company or new company (strike off whichever is not applicable) | | | | | | Existing company / New company (Brownfield) (Greenfield) | | | |
| 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 15 | | | | | |  | | | |
| Location of the project and NIC code for the district where the project is located | | | | | |  | | | |
| a) | | Detailed address including Name, City, District and State | | | |  | | | |
| b) | | Code for District | | | |  | | | |
| c) | | Code for State | | | |  | | | |
| Percentage of FDI allowed as per FDI policy (Sectoral cap under FDI Policy) | | | | | |  | | | |
| State whether FDI is allowed under Automatic Route or Approval Route (strike out whichever is not applicable) (If under approval route, give SIA/FIPB approval No. with date) | | | | | | Automatic Route / Approval Route | | | |
| 3 | Details of the foreign investor / collaborator[1]\* (Details of foreign residence to be given. Indian address if any should not be given) | | | | | | | | | |
| Name | | | | | |  | | | |
| Address | | | | | |  | | | |
| Country | | | | | |  | | | |
| Constitution / Nature of the investing Entity | | | | | |  | | | |
| [Specify whether | | | | | |  | | | |
| 1 | | Individual | | | |  | | | |
| 2 | | Company (Please specify if erstwhile OCB) | | | |  | | | |
| 3 | | FII | | | |  | | | |
| 4 | | FVCI# | | | |  | | | |
| 5 | | Foreign Trust | | | |  | | | |
| 6 | | Private Equity Fund | | | |  | | | |
| 7 | | Pension / Provident Fund | | | |  | | | |
| 8 | | Sovereign Wealth Fund (SWF)17 | | | |  | | | |
| 9 | | Partnership / Proprietorship Firm | | | |  | | | |
| 10 | | Financial Institution | | | |  | | | |
| 11 | | NRIs / PIO | | | |  | | | |
| 12 | | Others (please specify)] | | | |  | | | |
| Date of incorporation: | | | | | |  | | | |
| 4 | Particulars of Shares / Convertible Debentures /others Issued | | | | | | | | | |
| (a) | Nature and date of issue | | | | | |  |  |  |  |
|  |  |  | *Nature of issue* | | *Date of issue* | | *Number of shares/ convertible debentures/others* | |  |  |
|  |  | 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** | | | | | | | |  |
|  |  | **SI No.** | **Nature of security** | **Number** | **Maturity** | **Face value** | **Premium** | **Issue Price per security** | **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) | **Total inflow** (in Rupees) on account of issue of shares / convertible debentures/others to non-residents (including premium, if any) vide | | | | | |  | | | |
| (i) | | Remittance through AD: | | | |  | | | |
| (ii) | | Debit to NRE/FCNR/Escrow A/c with Bank\_\_\_\_\_\_\_\_\_ | | | |  | | | |
| (iii) | | Others (please specify) | | | |  | | | |
| Date of reporting of (i) and (ii) above to RBI under Para 9 (1) A of Schedule I to 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. Post issue pattern of shareholding** | | | | | | | | | | |
|  | | | | *Equity* | | | *Compulsorily convertible Preference Shares/ Debentures/others* | | | |
| Investor category |  |  |  | No.  of  shares | Amount  (Face Value) Rs. | % | No.  of  shares | Amount (Face Value) Rs. | % | |
| **a)** | **Non-Resident** | | |  |  |  |  |  |  | |
|  | **1** | | **Individuals** |  |  |  |  |  |  | |
|  | **2** | | **Companies** |  |  |  |  |  |  | |
|  | **3** | | **FIIs** |  |  |  |  |  |  | |
|  | **4** | | **FVCIs#** |  |  |  |  |  |  | |
|  | **5** | | **Foreign Trusts** |  |  |  |  |  |  | |
|  | **6** | | **Private Equity Funds** |  |  |  |  |  |  | |
|  | **7** | | **Pension/ Provident Funds** |  |  |  |  |  |  | |
|  | **8** | | **Sovereign Wealth Funds** |  |  |  |  |  |  | |
|  | **9** | | **Partnership/ Proprietorship Firms** |  |  |  |  |  |  | |
|  | **10** | | **Financial Institutions** |  |  |  |  |  |  | |
|  | **11** | | **NRIs/PIO** |  |  |  |  |  |  | |
|  | **12** | | **Others (please specify)** |  |  |  |  |  |  | |
|  | **Sub Total** | | |  |  |  |  |  |  | |
| **b)** |  | **Resident** |  |  |  |  |  |  |  | |
| **Total** | | | |  |  |  |  |  |  | |
|  |  |  |  |  |  |  |  |  |  |  |
| # The investment/s is/are made by FVCI under FDI scheme in terms of Schedule I to Notification No. FEMA 20/2000-RB dated May 3, 2000, as amended from time to time. | | | | | | | | | | |
|  |  |  |  |  |  |  |  |  |  |  |
| **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 fulfil all the conditions laid down for investments under the Automatic Route namely (strike off whichever is not applicable). | | | | | | | | | |
|  | a) | 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** | | | | | | | | |
|  | b) | Shares issued are bonus. | | | | | | | | |
|  |  | **OR** | | | | | | | | |
|  | c) | 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** | | | | | | | | |
|  | d) | 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 | 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 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 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/ convertible debentures/others (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 [3] 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. | | | | | | | | | |
| 2 | Terms and conditions of the Government approval, if any, have been complied with. | | | | | | | | | |
| 3 | The company is eligible to issue shares / convertible debentures/others 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**  R | | | | | |  |  |  |  |  |
| **Company at the time of reporting receipt of remittance** | | | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
| \* If there is more than one foreign investor/collaborator, separate Annex may be included for items 3 and 4 of the Form. | | | | | | | | | | |
| 17 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. | | | | | | | | | | |
| # The investment/s is/are made by FVCI under FDI Scheme in terms of Schedule I to Notification No. FEMA 20/2000-RB dated May 3, 2000. | | | | | | | | | | |
| # The investment/s is/are made by FVCI under FDI Scheme in terms of Schedule I to Notification No. FEMA 20/2000-RB dated May 3, 2000. | | | | | | | | | | |