|  |  |  |  |  |  |  |
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| **Part IV: Annex IV** | | | | | | |
| *(Formerly Annex 9-I of Master Circular on Foreign investment in India)* | | | | | | |
|  |  |  |  |  |  |  |
| **Form for reporting Foreign Collaboration - Transfer of Shares** | | | | | | |
| **Form FC-TRS** | | | | | | |
| **Declaration regarding transfer of shares / compulsorily and mandatorily convertible** | | | | | | |
| **preference shares (CMCPS) / debentures /others by way of sale from resident to non-** | | | | | | |
| **resident / non-resident to resident** | | | | | | |
|  | (to be submitted to the designated AD branch in quadruplicate within 60 days from the date of receipt of funds) | | | | | |
|  | **The following documents are enclosed** | | | | | |
|  | *For sale of shares / compulsorily and mandatorily convertible preference shares / debentures / others by a person resident in India* | | | | | |
|  | i. | Consent Letter duly signed by the seller and buyer or their duly appointed agent and in the latter case the Power of Attorney Document. | | | | |
|  | ii. | The shareholding pattern of the investee company after the acquisition of shares by a person resident outside India. | | | | |
|  | iii. | Certificate indicating fair value of shares from a Chartered Accountant. | | | | |
|  | iv. | Copy of Broker's note if sale is made on Stock Exchange. | | | | |
|  | v. | Declaration from the buyer to the effect that he is eligible to acquire shares / compulsorily and mandatorily convertible preference shares / debentures/others under FDI policy and the existing sectoral limits and Pricing Guidelines have been complied with. | | | | |
|  | vi. | Declaration from the FII/sub account to the effect that the individual FII / Sub account ceiling as prescribed has not been breached. | | | | |
|  |  | Additional documents in respect of sale of shares / compulsorily and mandatorily convertible preference shares / debentures / others by a person resident outside India | | | | |
|  | vii. | If the sellers are NRIs/OCBs, the copies of RBI approvals, if applicable, evidencing | | | | |
|  |  | the shares held by them on repatriation/non-repatriation basis. | | | | |
|  | viii. | No Objection/Tax Clearance Certificate from Income Tax Authority/ Chartered Account. | | | | |
| **1** | **Name of the company** | |  | | | |
|  | Address (including e-mail , telephone Number, Fax no) | |  | | | |
|  | Activity | |  | | | |
|  | NIC Code No. (In terms of AP (DIR Series) Circular No 5 dated July 17, 2014, NIC 2008 codes may be reported) | |  | | | |
| **2** | **Whether FDI is allowed under Automatic route** | |  | | | |
|  | Sectoral Cap under FDI Policy | |  | | | |
| **3** | **Nature of transaction** (Strike out whichever is not applicable) | | Transfer from resident to non resident / Transfer from non resident to resident | | | |
| **4** | **Name of the buyer** | |  | | | |
|  | **Constitution / Nature of the investing Entity** | |  | | | |
|  | Specify whether | |  | | | |
|  | 1. | Individual |  | | | |
|  | 2. | Company |  | | | |
|  | 3. | FII |  | | | |
|  | 4. | FVCI# |  | | | |
|  | 5. | Foreign Trust |  | | | |
|  | 6. | Private Equity Fund |  | | | |
|  | 7. | Pension/ Provident Fund |  | | | |
|  | 8. | Sovereign Wealth Fund (SWFπ) |  | | | |
|  | 9. | Partnership / Proprietorship firm |  | | | |
|  | 10. | Financial Institution |  | | | |
|  | 11. | NRIs / PIOs |  | | | |
|  | 12. | Others |  | | | |
|  | Date and Place of Incorporation | |  | | | |
|  | Address of the buyer *(including e-mail, telephone number. Fax no.)* | |  | | | |
| **5** | **Name of the seller** | |  | | | |
|  | **Constitution / Nature of the disinvesting entity** | |  | | | |
|  | Specify whether | |  | | | |
|  | 1. | Individual |  | | | |
|  | 2. | Company |  | | | |
|  | 3. | FII |  | | | |
|  | 4. | FVCI# |  | | | |
|  | 5. | Foreign Trust |  | | | |
|  | 6. | Private Equity Fund |  | | | |
|  | 7. | Pension/ Provident Fund |  | | | |
|  | 8. | Sovereign Wealth Fund (SWFπ) |  | | | |
|  | 9. | Partnership / Proprietorship firm |  | | | |
|  | 10. | Financial Institution |  | | | |
|  | 11. | NRIs / PIOs |  | | | |
|  | 12. | Others |  | | | |
|  | Date and Place of Incorporation | |  | | | |
|  | Address of the seller *(including e-mail, telephone Number Fax no)* | |  | | | |
| **6** | **Particulars of earlier Reserve Bank / FIPB approvals** | |  | | | |
| **7** | **Details regarding shares / compulsorily and mandatorily convertible preference shares (CMCPS) / debentures/ others (such as FDI compliant instruments like participating interest rights in oil fields, etc.) to be transferred** | | | | | |
|  | ***Date of the transaction*** | | ***Number of shares CMCPS / debentures /others*** | ***Face value in Rs.*** | ***Negotiated Price for the transfer\*\*in Rs.*** | ***Amount of consideration in Rs.*** |
|  |  | |  |  |  |  |
| **8** | **Foreign Investments in the company** | |  | | No. of shares | Percentage |
| Before the transfer | |  |  |
| After the transfer | |  |  |
| **9** | **Where the shares / CMCPS / debentures / others are listed on Stock Exchange** | |  | | | |
|  | Name of the Stock Exchange | |  | | | |
|  | Price Quoted on the Stock exchange | |  | | | |
|  | **Where the shares / CMCPS / debentures / others are Unlisted** | |  | | | |
|  | Price as per Valuation guidelines\* | |  | | | |
|  | Price as per Chartered Accountants | |  | | | |
|  | \* / \*\* Valuation report (CA Certificate to be attached) | |  | | | |
| **Declaration by the transferor / transferee** | | | | | | |
| **I / We hereby declare that** | | | | | | |
|  | i. | The particulars given above are true and correct to the best of my/our knowledge and belief. | | | | |
|  | ii. | I/ We, was/were holding the shares compulsorily and mandatorily convertible preference shares / debentures/ other as per FDI Policy under FERA/ FEMA Regulations on repatriation/non repatriation basis. | | | | |
|  | iii. | I/ We, am/are eligible to acquire the shares compulsorily and mandatorily convertible preference shares / debentures /other of the company in terms of the FDI Policy. It is not a transfer relating to shares compulsorily and mandatorily convertible preference shares / debentures /others of a company engaged in financial services sector or a sector where general permission is not available. | | | | |
|  | iv. | The Sectoral limit under the FDI Policy and the pricing guidelines have been adhered to. | | | | |
|  |  |  |  |  |  |  |
|  |  |  |  | **Signature of the Declarant or  his duly authorised agent** | | |
| **Date:** | |  |  |  |  |  |
| *Note:* | |  |  |  |  |  |
| *In respect of the transfer of shares / compulsorily and mandatorily convertible preference shares / compulsorily and mandatorily convertible debentures/ others from resident to non resident the declaration has to be signed by the non resident buyer, and in respect of the transfer of shares / compulsorily and mandatorily convertible preference shares / compulsorily and mandatorily convertible debentures/ other from non-resident to resident the declaration has to be signed by the non-resident seller.* | | | | | | |
| **Certificate by the AD Branch** | | | | | | |
| It is certified that the application is complete in all respects. | | | | | | |
| The receipt / payment for the transaction are in accordance with FEMA Regulations / Reserve Bank guidelines. | | | | | | |
|  |  |  |  |  |  |  |
| **Date :** | |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Signature** |
|  |  |  |  |  |  |  |
|  |  |  |  | **Name and Designation of the Officer** | | |
| **Name of the AD Branch** | | | | | | |
|  |  |  |  |  |  |  |
| **AD Branch Code** | | | | | | |
|  |  |  |  |  |  |  |
| # The initial investment/s was/were made by FVCI under FDI Scheme in terms of Schedule 1 to Notification No. FEMA.20/2000-RB dated May 3, 2000 | | | | | | |
| ∏ 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 initial investment/s was/were made by FVCI under FDI Scheme in terms of Schedule 1 to Notification No. FEMA.20/2000-RB dated May 3, 2000. | | | | | | |