

RESERVE BANK OF INDIA

Mumbai - 400 001

RBI/2017-18/194 A.P (DIR Series) Circular No.30 To

June 07, 2018

All Category – I Authorised Dealer Banks

Madam/Sir

Foreign Investment in India -Reporting in Single Master Form

As announced in the <u>First Bi-monthly Monetary Policy Review dated April 5, 2018</u>, Reserve Bank, with the objective of integrating the extant reporting structures of various types of foreign investment in India, will introduce a Single Master Form (SMF). The SMF would be filed online.

2. SMF would provide a facility for reporting total foreign investment in an Indian entity {as defined in <u>Foreign Exchange Management (Transfer or issue of security by a person resident</u> <u>outside India) Regulations 2017, dated November 7, 2017</u>}, as also investment by persons resident outside India in an Investment Vehicle.

3. Prior to the implementation of the SMF, Reserve Bank would provide an interface to the Indian entities, to input the data on total foreign investment in a specified format. The interface will be available on RBI website <u>https://firms.rbi.org.in</u> from June 28, 2018 to July 12, 2018. Indian entities not complying with this pre-requisite will not be able to receive foreign investment (including indirect foreign investment) and will be non-compliant with Foreign Exchange Management Act, 1999 and regulations made thereunder.

4. The entities may be in readiness with the requirements to be provided in the <u>Entity Master</u> at Annex 1. The format of the <u>SMF</u> is at Annex 2. The final form, when hosted, will be available in the Master Direction-Reporting under FEMA, 1999.

5. AD Category-I banks may bring the contents of this circular to the notice of their customers / constituents concerned.

6. The directions contained in this circular have been issued under sections 10(4) and 11(1) of the Foreign Exchange Management Act (FEMA), 1999 (42 of 1999) and are without prejudice to permissions / approvals, if any, required under any other law.

Yours faithfully,

(Shekhar Bhatnagar) Chief General Manager in Charge

Master form

1. Entity Master – Company/Limited Liability Partnership/Startup

(To be filled up by the company /LLP/start-ups which have foreign investment in them, within the time period and manner as stipulated by RBI)

1.1 Whether

Company Limited Liability Partnership Start-up

Corporate Identity Number (CIN) /LLP Identification number (LLPIN)											
(21 digits)											

Name of the company/LLP	
(as appearing in the certificate of incorporation)	
Date of incorporation	

Permanent Account Number (PAN)			-		1			1	1	

Registration number, if any, as allotted by RBI (in case of FDI received by the company/LLP earlier)	
Whether the company/LLP is under	Yes
investigation by Directorate of	
Enforcement/CBI or any other investigative agency for violation of FEMA, 1999	No

Particulars	(In Block Letters)
Address of the Registered Office	
Pincode:	
State:	
District:	
City:	
Telephone/ Mobile No:	
Fax:	
E-mail:	
Listed/Unlisted	

1.2 Business Activity Details

Main Business Activity *	
NIC Code (as per 2008 format)	
Description :	
(as defined in the National Identification Code(NIC) 2008)	
Brownfield /Greenfield	

(* In case the company is engaged in more than one activity, the applicant may mention the main business activity of the company, ensuring that all its activities are in compliance with extant regulations)

1.3 Foreign Portfolio Investment as on _____(date)

Investor type	No of shares (on a fully diluted basis)	Percentage Holding
FPI		
NRI		
Others		
Total		

1.4 Foreign investment in company/ LLP

Paid up capital (on a fully diluted basis) of the company /total capital contribution in an LLP ______ and face value of the shares ______as on _____ (*date*)

Particulars	Number	Percentage
Number of equity shares (on		
fully diluted basis) other than		
Foreign Portfolio investment		
Or		
Capital contribution/profit shares (if LLP)		
(A)		
Foreign Portfolio Investment (B)		
Indirect foreign investment		
(C)		
, <i>(</i>		
Total (C=A+B+C)		

Note : Fully diluted basis means the total number of shares that would be outstanding if all possible sources of conversion are exercised

Common details

1.Reporting for

- Form FC-GPR issue of capital instruments by an Indian company to a person outside India
- Form FC-TRS transfer of capital instruments between a person resident outside India and a person resident in India
- Form LLP-I FDI in LLP through capital contribution and profit shares
- Form LLP-II Disinvestment/ transfer of capital contribution and profit shares in LLP
- Form ESOP issue of ESOPs / sweat equity shares/ shares against exercise of ESOP by an Indian company to an employee resident outside India.
- Form CN issue or transfer of convertible notes
- Form DRR issue/transfer of Depository Receipts
- Dorm DI Reporting of downstream investment (indirect foreign investment) in a company or LLP
- Form InVi- Reporting of investment by a person resident outside India in an Investment vehicle

1.1

Corporate Identity I Identification numb	Number (CIN) /LLP er (LLPIN)			
(21 digits)				
Company	name	/LLP	name	:
Permanent Accoun	t Numbor (DAN)			
E Permanent Accoun	LINULIDEL (PAN)			-

Permanent Account Number (PAN)	 -	_	-						

2.1	Entry Route		Automatic Route Government Route (attach copy of Government approval)
2.2	Applicable Sectoral cap /Statutory ceiling		
2.3	Whether the foreign investment is received in the company/LLP and not for a specific project	YES NO	
	Project location		
	Pin Code		
	State		
	District		

2. Details of Foreign investment -Entry route and Applicable sectoral cap

Form FC-GPR

Whether the reporting is : New

: Subsequent

Identification number/reference number :_____

1 Issue details:

1.1 Date of Issue :

1.2 Nature of Issue

Preferential	allotment /				
private placement/ Private Arrangement					
Rights					
Bonus					
Merger / demerger / Amalgamation	(Attachment)				
Subscription to Memorandum of Association (MoA)					
Conversion of Convertible notes					
Capital Instruments issued under Schedule	7 of FEMA 20(R)				
Shares issued upon exercise of ESOPs					
Issue of sweat equity shares					
Issue of participating interest /rights in oil fiel	ds				
Others (please specify)					

1.3 Amount of issue

г

Total amount of Inflow : Rs
Total amount for which capital instruments have been issued : Rs
Refund, if any Rs Date of Refund
Does the amount refunded includes any interest payment : YES or NO
Attachments : RBI approval

1.4 Particulars of Issue

Type of Capital Instrument	Number	Maturity	Face value	Premi um	Issue Price per instrument	Amount of consider ation*
 Equity shares Compulsorily Convertible Debentures Compulsorily Convertible Preference shares Warrants Partly paid- up shares Shares issued against Convertible notes Shares issued upon exercise of options Sweat equity shares participating interest /rights in oil fields Others (please specify) 						

1.4.2 For partly paid up shares/ share warrants

Total amount of consideration : _____

Amount received in the first tranche : _____

Amount received in the _nth _ tranche : _____ Date of receipt _____

Remarks

1.5. Pricing

1.5.1 Fair value of the shares (in Rs)_____

(Attach valuation certificate)

1.5.2 Pre- determined Conversion formula for CCPS/CCDS/share warrants

Conversion Ratio : _____Period of conversion : _____

1.5.3 Whether the issue is pricing compliant : YES/NO

If no, please provide the necessary approvals from the competent authority for the issue (Attach approval letter)

2. Details of foreign investors:

- 2.1 Number of investors : _____
- 2.1.1 Details of the foreign investor:

2.1.1.1 General Details

	Name		
	Address		
	Country		
	Constituti	on / Nature of the investing Entity	
	[Specify v	vhether	
	i.	Individual	
	ii.	Company (Please specify if erstwhile OCB)	
	iii.	FPI	
	iv.	NRI	
	V.	FVCI	
	vi.	Others (please specify)]	
i i			
	Percentag	ge of shareholding (on a fully diluted basis) prior to this transaction	

2.1.12 Remittance Details

Name and Addre received.	ss of AD bank	through whom t	he inflow is	
Mode of payment	::			
(i)Remittance (ii) NRE/FCNR	through	banking	channel:	
(iii)Escrow (iv)Swap of capital	instruments		A/c	
(v) issue of equity investor (Attachm 1999) Description :	/ shares agains			
(vi)Others (please Date of Remittant				
Amount in foreig	n currency			
Amount in Rupee (In case the model equivalent amound inflow)				
Attachments:				
FIRC/Debit staten	nent	KYC		

2.1.1.3 Particulars of issue

Type of Capital Instrument	Number	Maturity	Face value	Premium	Issue Price per instrume nt	Amount of consideration
 Equity shares Compulsorily Convertible Debentures Compulsorily Convertible Preference shares Warrants Partly paid- up shares Shares issued against Convertible notes Shares issued upon exercise of options Sweat equity shares 					11	

 participating interest /rights in oil fields Others (please specify) 			

2.1.1.3.1 For partly paid up shares/ share warrants

Total amount of consideration : _____

Amount received in the first tranche : _____

Amount received in the _nth _ tranche : _____ Date of receipt _____

Remarks

Form FC-TRS

Whether the FC-TRS reporting is :

- 1. New
- 2. Subsequent

Identification number /reference number :

Transfer by way of : Sale

: Gift

1.1 Date of Remittance :

1.2 Date of Transfer :

1.3 Nature of Transfer

Offer for sale in an IPO	
Preferential	allotment /
private placement / Private arrangement	
Swap of capital instruments	
Sell on stock exchange	
Purchase on stock exchange	
Participating interests/rights in oil fields	
Buy-out Merger / Demerger / Amalgamation	
Buy back	
Others (please specify)	

1.4 Transfer type :

Outflow : Transfer of capital instruments from a person resident outside India to a person resident in *India (Please provide the acknowledgement letter for the initial investment)*

Inflow : Transfer of capital instruments from a person resident in India to a person resident outside India

1.5 Details of the buyer:

Name	
Address	
Country	
	ner person resident outside n resident in India)
Constitution / Entity	Nature of the investing
[Specify wheth	her
	dividual
2. Co	ompany
3. FF	-
4. NF	
5. FV	-
6. Ot	thers (please specify)]

1.6 Details of the Seller :

Name
Address
Country
Status (whether person resident outside India or person resident in India)
Constitution / Nature of the investing Entity [Specify whether 1. Individual 2. Company 3. FPI 4. NRI 5. Erstwhile OCB
 6. FVCI 7. Others (please specify)]

1.7 Mode of payment- Particulars of Remittance

Name and Add	dress of AD bank :
Total amount o	of consideration (In rupees):
Whether	
(i) Payment or	n full consideration :
(ii) Payment o	on deferred basis
Total amount ir	n the first tranche:
Amount in the	tranche and date of receipt :
Total amount :	:
(iii) Escrow ar	rangement :
Total amount fo	or which escrow arrangement been made :
For subsequen	nt inflow/outflow
Amount:	
Date	
(iv) Indemnity	arrangement
Total amount for	or which indemnity arrangement been made:
Inflow/Outflow	in case indemnity is invoked
Amount:	
Date :	
Please attach	relevant extracts of the transfer agreement)
Mode of Paym	nent
(ii) Debit to NR	through banking channel: E/FCNR/Escrow A/c pital instruments ease specify)
	ode of payment is through swap of shares, equivalent amount of shares d as amount of inflow)

KYC

1.8 Particulars of Transfer

Particulars of issue						
Type of Capital Instrument	Number	Maturity	Face value	Premium	Transfer Price per instrument	Total amount of consideration(=Num ber *transfer price per instrument)
 Equity shares Compulsorily Convertible Debentures Compulsorily Convertible Preference shares Warrants Partly paid- up shares Shares transferred as gift participating interest /rights in oil fields Others (please specify) 						

1.9 Pricing

1.9.1 Fair value of the capital instrument at the time of transfer (in Rs)_____

1.9.2 Whether the transfer is pricing compliant: YES/NO

If no, please provide the necessary approvals from the competent authority for the issue (Attach approval letter)

Form LLP-I (Receipt of capital contribution)

1. Details of foreign investor making capital contribution :

1.1 General Details

Name	
Address	
Country	
Constitut	ion / Nature of the investing
Entity	· · · · ·
[Specify \	whether
i.	Individual
ii.	LLP
iii.	Company (Please specify
	if erstwhile OCB)
iv.	FPI
v.	NRI
vi.	FVCI
vii.	Others (please specify)]

1.2 Remittance Details

Nam	e and Address of AD bank		
Mod	Mode of payment :		
	(i) Remittance through banking channel(ii) NRE/FCNR account		
Amo Amo	Date of Remittance : Amount remitted(in foreign currency): Amount remitted (in Rupees): Attachments:		
	FIRC/Debit statement	KYC	

Form LLP-II (Transfer of capital contribution/profit shares)

1.Transfer details:

- 1.1 Date of receipt of remittance:
- 1.2 Date of transfer

1.3 Transfer type :

Transfer of capital contibution/profit shares from a person resident outside India to a person resident in India (*Please provide the acknowledgement letter for the initial investment*)

Amount of outflow: Rs _____

Transfer of capital contribution/profit shares instruments from a person resident in India to a person resident outside India **Amount of inflow : Rs** _____

1.4 **Details of the buyer:**

Name	
Address	
Country	
Status (whether person resident outside India or	
person resident in India)	
Constitution / Nature of the investing Entity	
[Specify whether	
Individual	
Company	
• LLP	
FPI	
NRI	
FVCI	
 Others (please specify)] 	

1.5 Details of the Seller :

Name	
Address	
Country	
Status (whether person resident outside Inc	ia
or person resident in India)	
Constitution / Nature of the investing Entity	
[Specify whether	
Individual	
Company	
• LLP	

•	FPI	
•	NRI	
•	FVCI	
•	Others (please specify)]	

1.6 Transfer details

Date of the transaction	Percentage of capital contribution/ profit	Value in Rs. (fair price)	Negotiated Price	Amount of consideration in Rs.

1.7Mode of Payment

Name and Address of AD bank		
Mode of payment :		
(i) Remittance through ba (ii) NRE/FCNR account	nking channel	
Date of Remittance : Amount remitted(in foreign curr Amount remitted (in Rupees) Attachments:	ency)	
FIRC/Debit statement	KYC	

Form ESOP

Scheme under which ESOPS are issued _____

(Attach relevant extracts of the scheme)

Particulars of issue				
Date of issue	Number of ESOPs issued	Maturity Date	Pre-determined issue price	

Form CN

Whether : New : Subsequent

Identification number/ reference number

Transaction type :

1. Issue of convertible notes 1.1 New

- 1.2 Repayment
- 1.3 Conversion of Convertible Notes
- 2. Transfer of convertible notes

1. Issue of Convertible Notes

1.1 Date of issue of convertible notes : _____

1.2 Total amount of inflow : _____

1.3 Number of foreign investors : _____

Details of foreign investors :

1.3.1 General Details

	· · · · · · · · · · · · · · · · · · ·	
Name		
Address		
Country		
Constituti	ion / Nature of the investing Entity	
[Specify v	whether	
i.	Individual	
ii.	LLP	
iii.	Company (Please specify if	
	erstwhile OCB)	
iv.	FPI	
v.	NRI	
vi.	FVCI	
vii.	Others (please specify)]	

1.3.2 Remittance Details

Name and Address of AD bank throug the inflow is received.		
Mode of payment :		
(i) Remittance through banking(ii) NRE/FCNR/Escrow A/c(iii) Others (please specify)	channel:	
Date of Remittance : Amount remitted (in foreign currency) Amount remitted (in Rupees)		
Attachments:		
FIRC/Debit statement	KYC	

1.3.2 Repayment details : Whether the amount is being repaid to the same the foreign investor who initially acquired from the company : YES or NO

Details of Foreign investor

1.3.2.1 Date of repayment	:	

1.3.2.2 Amount repaid (in rupees) :

1.3.3Conversion of Convertible notes

- 1.3.3.1 Date of conversion
- 1.3.3.2 Amount converted (in rupees)

2 Transfer of convertible notes

- 2.1. Date of transfer :
- 2.2. Transfer Type :

Transfer of from a person resident outside India to a person resident in *India (Please provide the acknowledgement letter for the initial investment)*

Amount of outflow : Rs _____

Transfer from a person resident in India to a person resident outside India

Amount of inflow : Rs _____

2.3 Details of the buyer:

Name Address Country Status (whether person resident outside India or person resident in India) Constitution / Nature of the investing Entity [Specify whether		
	 Individual Company 	
	9. FPI	
	10. NRI	
	11. FVCI	
	12. Others (please specify)]	

2.4 Details of the Seller :

Name	
Address	
Country	

Status (whether person resident outside India or person resident in India)
Constitution / Nature of the investing
Entity
[Specify whether
8. Individual
9. Company
10. FPI
11. NRI
12. Erstwhile OCB
13. FVCI
14. Others (please specify)]

2.5 Mode of payment

Name and Address of AD bank facilitating transfer		
Mode of payment :		
(i) Remittance through banking channel:(ii) NRE/FCNR/Escrow A/c(iii) Others (please specify)		
Date of Remittance : Amount remitted (in foreign currency) Amount remitted (in Rupees)		
Attachments:		
FIRC/Debit statement	KYC	

Form DRR

Whether : New

: Subsequent

- 1. Name and address of the Domestic Custodian:
- 2. Name and address of the Global Custodian

3. Issue Details

3.1 Date of issue :

3.2 Country:

3.3 Particulars:

3.3.1 No of DRs issued
3.3.2 Underlying securities : equity shares/CCDs/CCPs/share warrants/ debt /units
3.3.3 Conversion Ratio
3.3.4 Amount raised:
3.3.5 Issue expenses, if any
3.3.6 Amount repatriated in India :
3.3.7 Amount kept abroad

4.Whether : Sponsored/Unsponsored

4.1 Sponsor details ; 4.2Name and address

5.Whether the DR is listed/traded on an International Exchange or trading platform: YES/ NO

5.1 Name of Stock Exchange5.2 Date of commencement of trading

Form DI

(For reporting of indirect foreign investment –investment by an FOCC in the Indian company/LLP directly or through investment on stock exchanges or Downstream investment by an Investment Vehicle in which neither the Sponsor nor the Manager nor the Investment Manager is Indian 'owned and controlled' directly or through investment on stock exchanges

To be reported within 30 days of the date of allotment of shares/ CCDs/CCPS/warrants /partly paid up shares)

Investment Details :

Investor type

2

Company/LLP /Investment Vehicle

- Name and AddressDate of investment
- Amount (in Rupees)
- Type of instruments : shares/CCDs/CCPs/warrants /partly paid up shares
- No of shares on fully diluted basis :

:

2

:

:

Form InVi

Details of foreign investment in Investment Vehicle

(To be reported by the Investment Vehicle receiving investment by a person resident outside India within 30 days of the date of issue of units)

- 1. Name of the investment vehicle:
- 2. Type of investment vehicle : (Real Estate Investment trusts

Infrastructure Investment trusts Alternate Investment Funds –Cat-I Alternate Investment Funds –Cat-II Alternate Investment Funds –Cat-III Others)

Please specify :

- 3. Investor name :
- 4. Investor country
- 5. Investor type :

Individual Company FPI NRI FVCI Others)

2

2

:

Please specify :

- 6. Date of receipt of remittance :
- 7. Amount of remittance
- 8. Date of issue of units
- 9. Number of units allotted

(Common for all reportings)

Pre and Post transaction –Shareholding pattern

Foreign investment in company/ LLP

Particulars	Pre- Transfer	Post-Transfer
Number of equity shares (on fully diluted basis)		
Other than Foreign Portfolio Investment		
Or		
Capital contribution/profit shares		
(A)		
Foreign Portfolio Investment (B)		
Indirect foreign investment- Number of equity shares (on fully diluted basis)		
(C)		
Total (C=A+B+C)		
Percentage		

DECLARATION TO BE FILED BY THE AUTHORISED REPRESENTATIVE OF THE INDIAN COMPANY/LLP:

We hereby declare that:

1. We comply with the procedure for issue of capital instruments/receipt of capital contribution as laid down under Foreign Exchange Management (Transfer or issue of security by person resident outside India) Regulations, 2017 notified vide <u>Notification No. FEMA 20(R)/2017-RB</u> dated November 07, 2017, as amended from time to time.

2. The investment is within the sectoral cap / statutory ceiling permissible under the regulations, ibid and in compliance with the attendant conditions.

3. The capital instruments 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 is duly approved by a court in India. (Check box)

3. 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 these regulations:

(i) A certificate from our Company Secretary as in the specified format at Annex

(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 *(if applicable)*

Or

A certificate from the Chartered Accountant/Cost Accountant/ approved valuer from the panel maintained by the Central Government, indicating the manner of arriving at the fair price of the capital contribution/profit shares issued to the persons resident outside India. *(if applicable)*

(iii) All other necessary documents as applicable to the issue.

(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/LLP)

Annex

CERTIFICATE TO BE FILED BY THE COMPANY SECRETARY/PRACTICING COMPANY SECRETARY OF THE INDIAN COMPANY OR DESIGNATED PARTNER/AUTHORISED SIGNATORY OF THE LLP RECEIVING FOREIGN INVESTMENT:

In respect of the details as mentioned as mentioned above, we certify the following:

- (i) all the requirements of the Companies Act, 2013 /Limited Liability Act, 2008 have been complied with;
- (ii) terms and conditions of the Government approval, if any, have been complied with;
- (iii) the company/LLP is eligible to issue capital instruments/receive capital instruments under Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2017 notified vide <u>Notification No. FEMA</u> <u>20(R)/2017-RB dated November 07, 2017</u>, as amended from time to time.
- (iv) The company/LLP has all certificates issued by authorized dealers in India evidencing receipt of amount of consideration in accordance with Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2017 notified vide <u>Notification No. FEMA 20(R)/2017-RB dated November 07, 2017</u>, as amended from time to time
- (v) The Investment Agreement/ Shareholder Agreement between the investor and the investee company is in compliance with the provisions of Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2017 notified vide <u>Notification No. FEMA 20(R)/2017-RB dated November</u> <u>07, 2017</u>, as amended from time to time

(Name & Signature of the Company Secretary/practicing Company secretary)

Or

(Name and Signature of the Designated Partner / Authorized representative of the LLP)

(Seal)

Declaration by the Non-resident 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 capital instruments of a company or capital contribution /profit shares in an LLP as per Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 notified vide <u>Notification No. FEMA 20/2000-RB dated 3rd May 2000</u>, as amended from time to time on repatriation/non repatriation basis.
- iii. I/ We, am/are eligible to acquire the capital instruments in a company or capital contribution/profit shares in an LLP in terms of regulations, ibid.
- iv. The investment is within the sectoral cap / statutory ceiling permissible under the regulations, ibid and in compliance with the attendant conditions.

Signature of the Declarant or his duly authorised agent Date: