

**Annex I**

**APPLICATION FORM FOR REGISTRATION WITH RBI UNDER SECTION 45-IA  
OF THE RBI ACT, 1934**

**FORM OF APPLICATION FOR CERTIFICATE OF REGISTRATION TO  
COMMENCE/CARRY ON THE BUSINESS OF A NON-BANKING FINANCIAL  
COMPANY - NON-DEPOSIT TAKING (NBFC-ND)**

**TYPE I - NBFC-ND  TYPE II - NBFC-ND  (TICK X WHICHEVER IS  
APPLICABLE)**

**SPECIFIC CATEGORY- NBFC-MFI  NBFC-FACTOR  NBFC-IDF   
NBFC-Account Aggregator  (TICK X IF APPLICABLE)**

Name and address of registered office of the company (in block letters)

*By Registered Post A.D./Hand Delivery*

To

The Chief General Manager  
Department of Regulation  
Reserve Bank of India  
Central Office, 2nd Floor, Main Office Building,  
Shahid Bhagat Singh Marg, Fort  
Mumbai-400 001

Dear Sir,

*Application for a Certificate of Registration to commence the business of a NBFC-ND*

We make this application in terms of sub-section (2) of section 45-IA of the Reserve Bank of India Act, 1934 for issue of a Certificate of Registration. The required documents/ information as per the instructions are furnished.

We are desirous of commencing the business of a Non-Banking Financial Company. Hence, we hereby request you to kindly issue the necessary Certificate of Registration under sub-section (1) of section 45-IA of the Reserve Bank of India Act, 1934 to enable our company to commence/carry on\* the business of a NBFC-ND.

We declare that to the best of our knowledge and belief the information furnished in the statements/annexes enclosed hereto is true/correct and complete.

	Yours faithfully,
	Signature:
Date:	Name:
Place:	Designation:
	Company Seal:

Encl. : .....Sheets

### **INSTRUCTIONS**

*(Fill up the application form strictly in accordance with these instructions)*

#### **GENERAL**

- (1) Application should be made in the prescribed form only. Wherever space is insufficient, information may be furnished in separate sheet/s.
- (2) Application along with enclosures duly completed should be duly filed, page numbered and submitted
- (3) A photocopy of the application as submitted may be kept with the company for its record.
- (4) Application should be signed by any of the following officials authorised by the Board of Directors, in this behalf (viz., Chairman, Managing Director, Chief Executive Officer, Company Secretary, a whole-time Director or any other official).
- (5) Application should bear common seal of the company and certified by the Statutory Auditors.

#### **Annex IA**

- (6) If the company or any of its Directors/shareholders/Major functionaries/principal officers have ever defaulted in timely repayment of deposit and payment of interest, a list of all such pending cases and the action taken in respect of each case should

be furnished. The company should also submit a list containing the details of all the court cases pending against it, including those pending in consumer fora.

#### **Annex IB**

- (7) For filling up Annex IB, please refer to the provisions contained in NonBanking Financial Company Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 on prudential norms as amended from time to time
- (8) The particulars/information to be furnished in Annex IB of the application should be based on figures as disclosed in the **latest** annual audited balance-sheet. However, in the case of a newly incorporated company, such particulars/information should be based on the balance-sheet as on a date falling **within thirty days** preceding the date of application.
- (9) The contents of Annex IA &IB should be certified by the Statutory Auditors.

#### **Annex IC**

- (10) Please ensure that names (spelling, etc.) and addresses (at item No.7 & 8) tally with DIN allotment letter. Please explain reasons for variations, if any, and support the claim of genuineness with a magistrate's certificate
- (11) 'Substantial interest' means holding of beneficial interest by an individual or his/her spouse or minor child, whether singly or taken together, in shares of a company/capital of a firm, the amount paid-up on which exceeds 10 per cent of the paid-up capital of the company or total capital subscribed by all the partners of a partnership firm.

#### **Annex IA**

##### **Company Identification Information (CII)**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Response</b>
1	Name of the company	

2	CIN of the company	
3	PAN of the company	
4	Date of Incorporation	
5	Complete Registered Address of the Company (Including Phone Number, Fax Number, Email)	
6	Address of the Corporate Office:  (If different from the Office mentioned in 4 above.)	
7	The ROC with which the company is registered	<b>City:</b> <b>State:</b>
8	How is the company registered with ROC (Tick whichever is applicable)	(i) Public Ltd Co (ii) Private Ltd Co (iii) Deemed public Co (iv) Government Company (v) Others (to be specified)
9	If registered as Public Limited Company, date of commencement of business.	Date: dd/mm/yyyy
10	Whether the company has changed its name earlier?	Yes /No
11	If yes, a list of all the earlier names of the company and date/s of change together with the names of Chief Executive Officer and Chairman at the time of change of name along with the reasons for such a change should be furnished.	
12	Is the Company registered with any other financial regulator other than ROC	Yes/No
13	If yes, furnish Name of the Regulator, Registration number of the company and date of Registration	

14	Whether the MoA permits the company to carry out Financial Business	Yes/No
15	Amount of Net Owned Funds as on (date)	Rs. Crore
16	Applicant Company- a) Total Assets: b) Total Liabilities: c) No. of branches:	Rs. Crore Rs. Crore
17	Details of Start-up capital of the company is from own sources /borrowed funds/Foreign funding (Amount in Rs. -----)	Own funds: Rs. Borrowed Capital: Rs. Foreign Funding: Rs.
18	Details of Latest shareholding pattern (with %). Provide details about the line of activity of corporate stakeholders.	Name of Shareholder: % shareholding:
19	Net Worth of Shareholders holding Substantial Interest (more than 10%) in the company.	Name of shareholder: Net worth of the shareholder: Rs.
20	Whether the company has received Foreign Direct Investment.	Yes/No
21	If yes, how was it received? FIPB or Automatic Route. Submit the copies of relevant certificates (viz. FIRC, FC-GPRs etc) in this regard	specify the Entity, Amount and % of FDI in shareholding
22	Has the company already started its business operations?	Yes /No
23	If yes, please furnish a brief background note on the activities of the company since inception and the reasons for applying for NBFC registration.	
24	Is the Company carrying on any Finance related business?	Yes/No
25	If yes, specify the type of Activity.	

26	Has it applied to RBI earlier for a CoR. If yes details thereof to be submitted. If not applied to RBI earlier, whether the company was doing NBFI activities without CoR. If yes, indicate reasons for same. Whether company has completely stopped NBFI activities now and furnish the certificate in this regard certified by their auditor. Also, submit a letter seeking to be condoned for violation of Sec 45 IA if the company had conducted NBFI business detailing the circumstances.	Yes/No
27	Whether the company has ever accepted deposits in the past?	Yes /No
28	If yes, specify under which provisions of law it has been accepted along with the period and the quantum of deposits outstanding as on the date of this application	
29	Has the Company defaulted in repayment of the deposits accepted earlier? If so, to what extent. Quantify the amount of default.	Yes /No
30	Whether the company has raised any funds by way of unsecured loans from others (including the directors) during the year	Yes /No
31	If yes, whether these unsecured loans fall under the exempted category of Public deposits. Please furnish full details of the loans.	Yes /No
32	Has the company borrowed from Bank/NBFC/FI etc?	Yes /No
33	If yes, Please furnish full details of the loans (Viz. Name of the entity, Amount of loan, Loan Classification by Bank viz. Standard, Sub-standard etc) and balance outstanding as on the date of application	
34	Is the present company created out of mergers and acquisition if any with/of other companies?	Yes /No
35	If yes, please furnish complete information about the merger/acquisition and the names of the earlier company/ies	

	which merged to form the present company or the earlier company which took over the present company	
36	Is the Company a Subsidiary of a Holding Company?	Yes/No
37	If Yes, Please full particulars of all the Holding Company.	
38	Does the Company have a Subsidiary/Associate/Group company	Yes/No
39	If Yes, please furnish full particulars of all the subsidiaries/Associate/Group company/Related Parties in tabular form as per CC No. 312 dated December 07, 2012, updated from time to time. Additionally, furnish CIBIL Score or equivalent Credit Information Score of each of these companies.	
40	Has the other regulatory body initiated any penal action against the company or any of its Subsidiary/Associate/Holding Company?	Yes/No
41	If yes, please furnish complete details of strictures, penalties, adjudications, investigations etc together with the reasons for such action against the Subsidiary/Associate/Group/Holding Company.	
42	Are there any pending civil or criminal cases against the company?	Yes /No
43	If yes, give complete information about the case and the courts in which it is pending	
44	If it is an existing company, was it engaged in full-fledged or partial money changing activity?	Yes /No
45	If yes, please furnish a copy of the RBI's permission in this regard.	
46	If it is an existing company, is it engaged in any capital market activity?	Yes /No
47	If yes, whether it is registered with SEBI and has there been any non-compliance with SEBI Regulations?	

48	Whether the company had been issued a Certificate of Registration earlier in terms of Circular DFC (COC) No. 2/02/04/96-97, dated July 24, 1996?	Yes /No
49	If Yes Please furnish information on the CoR. Please submit a copy of the CoR.	
50	Whether the company was transacting the business of Non-banking financial institution as on January 9, 1997?	Yes /No
51	If Yes, please complete particulars of the type of business	
52	Date of commencement of the business	dd/mm/yyyy
53	Classification as made by RBI (EL/HP/LC/IC/RNBC/MNBC). Reference No. and date of RBI Classification advice	
54	Whether the applicant company or its group companies/subsidiaries/associate company is/are engaged in Multi level Marketing activity?	Yes/No
55	If yes, specify the details thereof.	
56	Name/s of Statutory Auditor/s of the company with address/es Telephone numbers, fax, email and the ICAI registration Number	
57	Name/s & Address/es of bankers of the company, with complete address, telephone number	
58	Declaration: I, Shri/Smt/Kum. _____ director of (Name of applicant company) confirm on behalf of the company that the company owns electronic infrastructure and is capable to electronically submit data/returns through internet as and when required by Reserve Bank of India (Tick √ if complied)	
59	<p><b>Details of the Authorised Official-</b></p> <p><b>Signature:</b></p> <p><b>Name:</b></p> <p><b>Designation Company Seal:</b></p> <p><b>Date:</b></p>	

	<b>Place:</b>	
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### **Statutory Auditors Certificate**

**In addition to the above, we also certify that:**

- a) the company is not carrying on any NBFC activity
- b) that the company has/has not accepted FDI till date (Fill the details as applicable).  
Whether the company fulfils the Minimum capitalization norms or not. (Specify details)
- c) that the company has/has not borrowed funds from the bank/s(Fill the details as applicable)
- d) adequacy of statutory NOF post investment (applicable only in case of NBFC share holders)
- e) If unsecured loans are raised by the applicant company, whether they fall under the exempted category of Public deposits.
- f) UIBs in the group where the director holds substantial interest or otherwise has not accepted any public deposit in the past/does not hold any public deposit as on date.
- g) Net Worth of Shareholders holding Substantial Interest (more than 10%) has been verified by us
- h) the company has not accepted public funds in the past/does not hold any public fund as on the date (applicable only in case of Type I - NBFC-ND)
- i) the company does not have any customer interface as on date (applicable only in case of Type I - NBFC-ND)
- j) the company has not accepted any public deposit, in the past (specify period)/does not hold any public deposit as on the date (applicable only in case of Type II - NBFC-ND, NBFC-MFI, NBFC- factor, NBFC-IDF, NBFC-AA)

Certified that the data/information furnished above has been examined by us and to the best of my knowledge and belief they are correct.

**Place:**

**Name of the Statutory Auditor:**

**Signature:**

**Date:**

**Common Seal:**

**Annex IB**

**STATEMENT OF CAPITAL FUNDS AS ON\*.....**

*(Rs. in thousands)* CAPITAL FUNDS - TIER-I

<b><i>Item Name</i></b>	<b><i>Item Code</i></b>	<b><i>Amount Rs.</i></b>
(i) Paid-up Equity Capital	111	
(ii) Free reserves (Please see note below) :		
(a) General Reserves	112	
(b) Share Premium	113	
Capital Reserves (representing surplus on sale of assets held in separate account)	114	
(d) Debentures Redemption Reserve	115	
(e) Capital Redemption Reserve	116	
(f) Credit Balance in P & L Account	117	
(g) Other free reserves (to be specified)	118	
(iii) Total (111 to 118)	110	
(iv) Accumulated balance of loss	121	
(v) Deferred Revenue Expenditure	122	
(vi) Other Intangible Assets	123	
(vii) Total (121 to 123)	120	
(viii) Owned funds (110 - 120)	130	

**Note :** 'Free reserves' shall include balance in share premium account, capital and debenture redemption reserves and any other reserves shown in the balance-sheet and created through an allocation out of profits but not being (a) a reserve created for repayment of any future liability or for depreciation on assets or for bad debts, or (b) a reserve created by revaluation of assets of the company.

<b>Item Name</b>	<b>Item Code</b>	<b>Amount Rs.</b>
(ix) Investment in shares of: [please see Note (1) below] :		
(a) Subsidiaries	141	
(b) Companies in the same Group	142	
(c) Other non-banking financial companies	143	
The book value of debentures bonds, outstanding loans and advances (including hire-purchase and lease finance) made to and deposits with [please see note (2) below] :		
(a) Subsidiaries	144	
(b) Companies in the same Group	145	
(xi) Total (141 to 145)	140	
Amount of item 140 in excess of 10 per cent of item 130 above	150	
(xiii) Tier-I Capital: Net owned funds (130 - 150)	151	

**Notes :**

1. Investments in shares includes investment in fully convertible debentures and/or convertible portion of partially convertible debentures. Investments held either in investment account or stock-in-trade should be included under this item.
2. Debentures whether held in investment account or by way of stock-in-trade should be included under this item. Non-convertible debentures, non-convertible portion of

partially convertible debentures and optionally convertible debentures should also be included under this item.

Certified that the data/information furnished in this statement are in accordance with the guidelines issued by the Reserve Bank of India. They have been compiled from the books of account and other records of the company and to the best of my knowledge and belief they are correct.

For and on behalf of

	Name of the Company :	
	Signature :	
Date :	Name :	
	Designation :	
Place :	Company Seal :	

#### **AUDITOR'S REPORT**

We have examined the books of account and other records maintained by.....Limited in respect of the capital funds, risk assets/exposures and risk asset ratio, etc., as on.....and report that to the best of our knowledge and according to the information and explanations given to us and as shown by the record examined by us, the figures shown in the statement are correct.

Place:

Date :

*Statutory Auditors*

**Annex IC****Information on the Management (IOM)****(Separate form should be submitted in respect of each of the Directors)**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Response</b>
1	Name	
2	Director Identification Number (DIN)	
3	Designation in company	
4	Nationality	
5	If a Foreign National, which country please specify country and Passport Number * Furnish copy of the Passport details	Country: Passport Number:
6	Date of Birth Age as on the date of Application	DD\MM\YYYY Y Age: -- Yrs.
7	Business Address (along with Phone, Fax and Email)	
8	Residential Address (along with Phone, Fax and Email) with supporting document	
9	PAN Number under Income Tax Act	
10	Educational/professional qualifications	
11	Experience if any, in the Financial Services Sector (including Banking Sector). Details should be provided with such as name of the company, designation held, Experience in years etc.	
12	Is the Director associated with any other entity in any capacity?	Yes/No
13	If yes, Please furnish the name(s) of other organisations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive	

	Officer or associated with the above entities in any other capacity. Indicating the activity of the company and regulators, if any	
14	Declaration: I, Shri/Smt/Kum. _____ director of (Name of applicant company) confirm that I comply with section 45S of Chapter IIIC of the RBI Act, 1934. (Tick √ if complied)	
15	Is/was the Director associated as Promoter, Managing Director, Chairman or Director with any other NBFC including a Residuary Non-Banking Financial Company which has been prohibited from accepting deposits/prosecuted by RBI?	Yes/No
16	If yes, please furnish the name(s) of the entity and the position held and period of the position	
17	Has any prosecution, either civil or criminal, been initiated or pending or commenced or has resulted in conviction, if any, in the past, against the Director and/or against any of the entities he is associated with for violation of economic laws and regulations.	Yes/No
18	If yes please furnish a gist and status of the case pending as on the date of application.	
19	Has the Director or any relative of the Director (relative as per Companies Act) or the companies/entities in which the Director is/was associated with, are in default or have defaulted in the past in respect of credit facilities obtained from any entity or bank.	Yes/No
20	If yes, please furnish complete information about the default and the name of the lending institution.	
21	Is there any disciplinary action, pending or commenced or resulting in conviction in the past against him/her or whether he/she has been banned from entry of any professional occupation at any time?	Yes/No
22	If yes, please furnish complete information about the action initiated.	

23	Whether the Director at any point of time is/ was associated with any company engaged with Multi-Level Marketing (Ponzi schemes)	Yes/No
24	If yes, please furnish complete information on the same.	
25	Whether the Director attracts any of the disqualification envisaged under Section 274 of the Companies Act, 1956 / Section 164 of the Companies Act, 2013.	Yes/No
26	Has the Director or any of the companies, he is associated with, been subject to any investigation at the instance of the Government Departments or any other Statutory Agencies.	Yes/No
27	If yes, give details of the investigation.	
28	Has the Director at any time been found guilty of violations of rules/ regulations/ legislative requirements by Customs/ Excise/ Income Tax/ Foreign Exchange/ Other Revenue Authorities?	Yes/No
29	If yes, give details of the violations and action thereof.	
30	Name/s of the companies, firms, partnership firms, in which the director holds substantial interest.	
31	Whether number of directorships held by the Director exceeds the limits prescribed under Section 275 of the Companies Act, 1956 / Section 165 of the Companies Act, 2013.	Yes/No
32	Company to mention details of the Unincorporated bodies (Name of UIB, % holding of director, type of UIB viz. Proprietorship, partnership firm etc), if any, in the group where the directors may be holding directorship with/without substantial interest.	
	Whether any financial activity is present in the UIB. (Yes/No). If yes state the activity.	
33	Whether any prohibitory order was issued in the past to the company or any other NBFC/RNBC/any other entity with which the directors/promoters etc. were associated?  If yes, please furnish a copy containing the details of the prohibitory order	Yes/No

34	Whether the company or any of its directors was/is involved in any criminal case, including under section 138(1) of the Negotiable Instruments Act?	Yes/No
35	If yes, please furnish full details of the case	
36	Whether any order has been passed by Company Law Board against companies with which the Directors are associated?	Yes/No
37	If yes, please furnish full details of the same.	
38	CIBIL or equivalent Credit Information Score Adverse remarks, if any to be incorporated	
39	<p><b><i>Signature:</i></b></p> <p><b><i>Name:</i></b></p> <p><b><i>Designation Company Seal:</i></b></p> <p><b><i>Date:</i></b></p> <p><b><i>Place:</i></b></p>	

**Note:**

(i) Separate form should be submitted in respect of each of the Directors, by using photocopy of this format