

ODA

Direct investment in joint venture (JV)/wholly owned subsidiary (WOS) abroad under automatic route

To

(Name and address of the authorised dealer)	For use by RBI only							
	Date of receipt :					Inward No.		
	Identification No.							
[All amounts in Foreign Currency (FC) and Indian Rupees (INR), should be in thousand only]								

I. GENERAL

Nature and category of the investment [Please tick (✓) the appropriate box] :			
<i>A. Fresh Proposal</i>		<i>B. Supplementary Proposal</i>	
(i) Participation in JV abroad		(a)(i) Enhancement of equity in existing JV/WOS abroad	
(ii) Contribution in WOS		(ii) Grant/enhancement of loan in existing JV/WOS	
(iii) Full/partial† takeover of an existing foreign concern		(iii) Extension/enhancement of guarantee	
(iv) Acquisition of a company overseas through bidding or tender procedure		(iv) Others (Please specify)	

(†Strike out whichever is not applicable)

II. PARTICULARS OF INDIAN PARTY

(a) Name and Address of the Indian party	

(b) Date of incorporation		(c) Status*
(d) Name of the Industrial House/Group to which the Indian party belongs		
(e)(i) Existing line of activity of the Indian party (Please tick the appropriate box)		(ii) Brief particulars of the products manufactured/goods traded/services rendered
Manufacturing		
Trading		
Financial Services		
Non-Financial Services		
Others (please specify)		

(f) Years of experience in the existing line of activity

(g) Financial details for the last three years

(Amount in INR)

<i>Financial Year ending</i>	<i>Domestic Sales/turn-over</i>	<i>Foreign exchange earnings from exports (excluding equity exports to existing JV/WOS)</i>	<i>Foreign exchange earnings (other than exports)</i>	<i>Net profit/(Loss)</i>	<i>Paid-up capital</i>	<i>Net worth</i>
(1)	(2)	(3)	(4)	(5)	(6)	(7)

*(a) Public Ltd. Company (1), (b) Private Limited Company (2),

(c) Public Sector Undertaking (3), (d) Others (4) (Please specify)

(h) Particulars of EEFC Account

(Amount in FCY)

Account No.	Balance as on	Name of the Bank/Branch

(i) Particulars of ADR/GDR funds raised (applicable only where the proposed investment is funded fully/partly out of ADR/GDR funds)

(Amount in FCY)

(i) Date of issue		(iv) Amount utilised so far	
(ii) Amount issued		(v) Out of (ii) above, amount utilised for overseas investments	
(iii) Issue Price		(vi) Balance available (Please indicate where the funds have been parked)	

III. PARTICULARS OF THE FOREIGN PARTNER/CONCERN

(a) Date of incorporation :											
					D	D	M	M	Y	Y	Y
(b) Address of the foreign partner/concern											
(c) Years of experience in the proposed field of collaboration :											
(d) Financial details during the last three years :											

(Amount in FCY)

<i>Accounting ending</i>	<i>Sales/turnover</i>	<i>Net fixed assets</i>	<i>Net Profits/(loss)</i>	<i>Paid-up Capital</i>	<i>Net worth</i>	<i>Dividend (%)</i>
(1)	(2)	(3)	(4)	(5)	(6)	(7)

IV. PARTICULARS OF JV/WOS

(i) Line of activity of the proposed JV/WOS (Please tick the appropriate box)		(ii) Brief particulars of the products manufactured/goods traded/services rendered
(a) Manufacturing		
(b) Trading		
(c) Financial Services		
(d) Non-financial services		
(e) Others (Please specify)		
(iii) Location (country) of the proposed JV/WOS :		
(iv) Time-frame for project implementation of the project :		
(v) Accounting year followed in host country :		

V. FINANCIAL PACKAGE

(Amount in FCY)

(a) Estimated cost of the project - of which	
(i) Cost of capital equipment	
(ii) Cost of land	
(iii) Cost of civil works	
(iv) Cost of misc. fixed assets	

(v) Preliminary & pre-operative expenses			
(vi) Contingencies			
(vii) Others (Please specify)			
Total*			
(b) Equity share capital of the JV/WOS			
(i) By the Indian party	% to total equity	(ii) By Foreign collaborator	% to total equity

*Where the investment is for partial/full take over of an existing foreign concern, the total cost of acquisition may be furnished. A certificate from a Chartered Accountant about reasonableness of the acquisition price should be enclosed.

(c) Debt Finance			(Amount in FCY)			
	Amount		Period Rate of Interest			
	TL *	WC**	TL	WC	TL	WC
(i) By the Indian Party						
(ii) By the Foreign Partner						
(iii) By banks/FIs in India						
(iv) By banks/FIs abroad						
Total						
*TL = Term Loan			**WC = Working Capital			
[V (a) should tally with the sum of equity and term loan as given at (b) and (c) above						
(Amount in FCY)						
(d) Guarantees/other contingent liabilities	Amount		Period		Remittance towards invoked guarantee	
(i) By Indian Party						
(ii) By Foreign Partner						
(iii) By banks/FIs in India						
(iv) By banks abroad						

VI. METHOD OF CONTRIBUTION BY INDIAN PARTY		(Amount in FCY)
	Amount	
(i) Foreign exchange from the market		
(ii) Out of EEFC balances		
(iii) Out of ADR/GDR proceeds		
(iv) Capitalisation of export proceeds		
(v) Capitalisation of other dues (Please specify)		

VII. PROFITABILITY PROJECTIONS OF THE OVERSEAS JV /WOS						
(Amount in FCY)						
	<i>Years of operation</i>					
	1	2	3	4	5	Total
(a) Gross sales/turnover						
(b) Net Profit (Loss)						
(c) Dividend						
(d) Net worth						

VIII. PROJECTED REPATRIABLE ENTITLEMENTS, IF ANY						
(Amount in FCY)						
	<i>Years of operation</i>					
	1	2	3	4	5	Total
(a) Dividend						
(b) Others (Please specify)						
TOTAL						

IX. PROJECTED NON-EQUITY EXPORTS						
(Amount in INR)						
	<i>Years of operation</i>					
	1	2	3	4	5	Total
FOB Value						

Declaration

We hereby certify that (i) the information furnished above are true and correct, (ii) all the legal and other formalities in India and the host country for the above investment have been/will be complied with, (iii) the amount of investment by way of equity/loan and 50 per cent of the guarantee, either out of market purchase of foreign exchange or the balances held in the EEFC account, utilisation of ADR/GDR proceeds, capitalisation of exports/other entitlements is within the limit of US \$ 50.00 mn in a block of three years as per extant regulations, and (iv) no investigations by Directorate of Enforcement are pending against us, and (v) our name is not in the Exporters' Caution List of the Reserve Bank.

Place :

Date :

Stamp/Seal

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(Signature of authorised official)

Name :

Designation :

List of enclosures :

- | | |
|----|----|
| 1. | 4. |
| 2. | 5. |
| 3. | 6. |

CERTIFICATE BY AUTHORISED DEALER

Forwarded to Reserve Bank of India, Exchange Control Department, Regional Office for information and necessary action.

*It is certified that the remittances in the manner indicated at VI above towards overseas investment have been effected by us after obtaining/verifying the documents prescribed in terms of AD/MA Circular No. dated 2000/Foreign Exchange Management (Transfer and Issue of Foreign Security) Regulations, 2000.

*It is certified that remittance towards claim under the invoked guarantee indicated at V(d) above have been made after satisfying that the guarantee has been invoked in accordance with the terms and conditions of its issue.

*Where applicable.

Place :

Date :

Stamp/Seal

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(Signature of authorised official)

Name :

Designation :

CERTIFICATE BY STATUTORY AUDITORS OF THE INDIAN PARTY

It is certified that the terms and conditions contained in AD/MA Circular No. dated/Foreign Exchange Management (Transfer and Issue of Foreign Securities) Regulations, 2000 have been complied with by the Indian party in respect of the investment under report. In particular, it is further certified that-(i) overseas investment is in the core activity area of the Indian party, i.e., the activity which constitute at least 50 per cent of the turnover of the Indian party in the previous accounting year, (ii) the Indian party has earned net profit during the preceding three accounting years, (iii) the investment is not in real estate oriented or banking business, and (iv)* the amount of foreign exchange proposed to be purchased for remittance towards the investment together with remittances already made and exports and other dues capitalised for investment abroad during the current financial year under the Automatic Route is/will be within 25 per cent of the net worth of the Indian party as on the date of last audited balance sheet, (v)** that the Indian party has (a) a minimum networth of Rs. 15 crores; (b) has made net profits during preceding three years, (c) has fulfilled the prudential norms of capital adequacy as prescribed by the concerned regulatory authority; and (d) has been registered with the appropriate regulatory authority in India for conducting financial services activity and (vi)*** proceeds of ADR/GDR being used for the investment is within 50 per cent of the amount raised abroad by way of ADR/GDR issues.

*Applicable if investment in part or full is funded out of purchase of foreign exchange from market and/or capitalisation of exports and other dues.

**Applicable only in cases where the investment is in the financial services sector (e.g., insurance, mutual fund, asset management, etc.).

***Applicable where investment is funded, in part or full, out of ADR/GDR proceeds.

Place :

Date :

Stamp/Seal

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(Signature of Statutory Auditor)

Name :

Address :

INSTRUCTIONS FOR FILLING UP THE FORM ODA*

(This part should be detached and retained by the Indian party)

- 1.** This Form, in triplicate, should be submitted through authorised dealer at the time of making remittance. In all other cases of financial commitment not involving remittance, the Form in duplicate should be forwarded to the concerned Regional Office of the Reserve Bank within 30 days of making investments through the authorised dealer.
- 2.** The Form should be complete in all respects and accompanied by (i) the prescribed certificate from the authorised dealer, (ii) certificate from the statutory auditors in the Format given in the Form, and (iii) certified copy of the resolution of the Board of Directors approving the investment. In respect of supplementary proposals involving additional equity, loan or guarantee, the particulars furnished in Form ODA submitted earlier in respect of the same JV/WOS need not be repeated; however, revised particulars, to the extent applicable, may only be indicated.
- 3.** All amounts, both in FC and INR, should be rounded off to the nearest thousand and the same should be indicated after omitting '000' e.g., 10,499 and 10,500 should be shown as 10 and 11 respectively.
- 4.** Where there are more than one Indian party making investment in the same JV/WOS overseas, Form ODA should be submitted by all the Indian parties jointly to one AD along with a certificate(s) from other ADs, if remittances are effected by the latter.
- 5.** Wherever the initial investment in a JV/WOS has been made out of balances in the EEFC account/ADR/GDR proceeds, subsequent investment in such JV/WOS should not be made unless the Indian party comply with the requirements applicable to investments under the Automatic Route.
- 6.** In case where the Indian party is successful in the bid for overseas acquisitions for which it has already made remittance towards Earnest Money Deposit or issued bid bond guarantee, under a bidding or tender procedure, it should, while effecting the final remittance towards such acquisition, submit a report in this Form ODA to the authorised dealer for onward transmission to the concerned Regional Office of the Reserve Bank.

ODG

**Report on overseas acquisition made under the
ADR/GDR Stock Swap Scheme**

For Office Use

Date of Receipt:

Approval No. :

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I. General

(a) Name and address of the Indian Company :

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(b) Date of Incorporation :

D	D	M	M	Y	Y	Y	Y

(c) Line(s) of activity (activities) :

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(d) Financial details of the Indian company for the last three years:—

(Rs. in crores)

<i>Financial year ended</i>	<i>Domestic sales</i>	<i>Forex Exchange earnings from exports</i>	<i>Forex earnings (other than export of goods/ services)</i>	<i>Paid-up capital</i>	<i>Net Profit/ (Loss)</i>	<i>Networth</i>
<i>(1)</i>	<i>(2)</i>	<i>(3)</i>	<i>(4)</i>	<i>(5)</i>	<i>(6)</i>	<i>(7)</i>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

II. Details of ADRs/GDRs issued on Stock Swap basis for the acquisition under report :

(a) Number and Amount of ADRs/GDRs issued for the purpose

(b) (i) Name of the stock exchange on which the ADRs/GDRs are Listed

- (ii) Name of the Issue Manager
- (c) Number of underlying share of the Indian company for each ADR/GDR issue
- (d) (i) Acquisition price per share of the overseas (acquired) company
- (ii) Price of share recommended by the Investment Banker
- (e) Price of each underlying share and ADR/GDR of the Indian company (acquiring company)
- (f) Basis of valuation of price of the share of the Indian company
- (g) Share Exchange Ratio (Share price of the acquired company/share price of the acquiring company)

III. Details of the foreign (acquired) company

- (a) Name and address of the company

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- (b) Name(s) and address of the shareholders of the acquiring company offering the shares in exchange

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- (c) Line(s) of activity (activities) of the company

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- (d) Financial particulars of the company for the last 3 years

(Amount in Foreign Currency/ million)

<i>Accounting year ended</i>	<i>Name of Foreign Currency</i>	<i>Gross Sales/ Turnover</i>	<i>Net Profit/ (Loss)</i>	<i>Paid-up capital</i>	<i>Networth</i>
<i>(1)</i>	<i>(2)</i>	<i>(3)</i>	<i>(4)</i>	<i>(5)</i>	<i>(6)</i>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

IV. Post-acquisition equity structure of Indian company (acquiring company) and foreign company (acquired company)

(a) Indian Company (% of non-resident holding to total equity)		(b) Foreign Company (% of Indian holding to total equity)	
Pre-acquisition	Post-acquisition	Pre-acquisition	Post-acquisition
_____	_____	_____	_____
_____	_____	_____	_____

V. Cumulative position of ADRs/GDRs issued for overseas acquisitions under the scheme
(Amount in Foreign Currency/ million)

Sl. No.	Date of Issue	Amount of Issue	Issue price per ADR/GDR	Amount outstanding	Name of the foreign company acquired	Date of report to RBI in form ODG
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	_____	_____	_____	_____	_____	_____
2.	_____	_____	_____	_____	_____	_____
3.	_____	_____	_____	_____	_____	_____

VI. Any other information relevant to the acquisition under report

Declaration

It is certified that the information furnished above is true and correct. It is further certified that all the legal and other regulatory requirements in India and the host country of acquisition have been complied with.

Place

Date

.....

(Signature of authorised official)

Stamp &
Seal

Name :

Designation :

Encls: 1. _____ 4. _____
2. _____ 5. _____
3. _____ 6. _____

Instructions for filling up the Form

(This may be detached and retained by the Indian company)

1. ODG Form complete in all respects should be submitted in triplicate to the Chief General Manager, Exchange Control Department, Reserve Bank of India, Central Office, Overseas Investment Division, Amar Building, Mumbai-400 001.

2. The following documents should be enclosed to this Form :

(A) A statement from the Statutory Auditors of the Indian company certifying that :

- (i) at least 80 per cent of the average turnover of the Indian company in the three previous financial years is from the specified activities/sectors (*viz.,*) IT and Entertainment Software Pharmaceuticals, Biotechnology and other sectors as may be notified from time to time) or the Indian party has an annual average export earnings of at least Rs. 100 crores in the three previous financial years from these activities/sectors;
- (ii) the issued amount of the ADRs/GDRs exchanged for acquiring shares of the overseas (acquired) company is within the limit specified in the Foreign Exchange Management. (Transfer or Issue of Foreign Security) Regulations, 2000;
- (iii) the ADRs and/or GDRs issued for the purpose of acquisitions are backed by underlying fresh equity shares of the Indian party;
- (iv) after the new ADR and/or GDR issue, the total holding in the Indian party by persons resident outside India in the expanded capital base does not exceed the sectoral cap prescribed under the relevant regulations for such investments in the activities in which the Indian party is engaged; and
- (v) where the shares of the foreign (acquired) company are not Listed in any stock exchange, its valuation for acquisition is in accordance with the recommendations of the Investment Banker

or

Where the shares of the foreign (acquired) company is Listed on a stock exchange abroad, the valuation of its shares is based on current market capitalisation of the acquired company arrived at on the basis of monthly average price on any stock exchange abroad for the 3 months preceding the month in which the acquisition is committed and over and above, the premium, if any, as recommended by the Investment Banker in its due diligence report.

- (B) Copy of the report together with due diligence report, if any, from an Investment Banker in support of the valuation as indicated at above.
- (C) Other relevant documents as submitted to the Stock Exchange/Regulatory Authorities in the host country of the company acquired.