

# FOREIGN EXCHANGE MANAGEMENT (TRANSFER OR ISSUE OF ANY FOREIGN SECURITY) REGULATIONS, 2004

## ODG

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

For Office Use

Date of Receipt:

Approval No. :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

#### I. General

(a) Name and address of the Indian Company :

.....

.....

.....

.....

(b) Date of Incorporation :

D	D	M	M	Y	Y	Y	Y

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

.....

.....

.....

.....

(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>
(1)	(2)	(3)	(4)	(5)	(6)	(7)
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

#### 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 .....
- .....
- .....
- .....
- (b) Name(s) and address of the shareholders of the acquiring company offering the shares in exchange .....
- .....
- .....
- .....
- .....
- (c) Line(s) of activity (activities) of the company .....
- .....
- .....
- (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.  
2.  
3.

4.  
5.  
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.

\*For revised version, see AP (DIR Series) (2002-03) Circular No. 107, dated 19-6-2003, given at end.

**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.