

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																				
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[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(<input type="checkbox"/>)the appropriate box] :			
A. Fresh Proposal		B. Supplementary Proposal	
(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* take over 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)						
Financial Year ending	Domestic sales/turn-over	Foreign exchange earnings from exports (excluding equity exports to existing JV/WOS)	Foreign exchange earnings (other than exports)	Net profit/ (Loss)	Paid-up capital	Net worth
(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	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)

Accounting year ending	Sales/ turnover	Net fixed assets	Net Profits/ (loss)	Paid-up capital	Net worth	Dividend (%)
(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			
(viii) 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 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			
(ii) By Foreign Partner						
(iii) By banks/FIs in India						
(iv) By banks abroad						

VII. Profitability Projections of the overseas JV/WOS (Amount in FCY)						
Years of operation						
	1	2	3	4	5	Total
(a)Gross sales/turnover						
(b)Net Profit(Loss)						
(c)Dividend						
(d)Net worth						
<u>VI. Method of Contribution by Indian Party</u>	(Amount in FCY)					
	<u>Amount</u>					
(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 (pl. specify)						
VIII. Projected repatriable entitlements, if any (Amount in FCY)						
Years of operation						
	1	2.	3	4	5	TOTAL
(a) Dividend						
(b) Others (Please specify)						
TOTAL						
IX. Projected non-equity exports (Amount in INR)						
Years of Operation						
	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% 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\$ 100.00 mn. on an annual basis, 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/list of defaulters to the Banking system circulated by the RBI, or under investigation by the Enforcement Directorate/ SEBI/IRDA etc.

Place: _____

(Signature of authorised official)

Date : _____

Stamp/Seal

Name:-----

Designation-----

List of enclosures :

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

Certificate by the Statutory Auditors of the Indian party

It is certified that the terms and conditions contained in FEMA Notification 19/RB-2000 dated May 3, 2000 as amended from time to time(Foreign Exchange Management (Transfer & 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)the investment is not in real estate oriented or banking business, and (ii)* 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 100 % of the net worth of the Indian party as on the date of last audited balance sheet, (iii)**that the Indian party has (a) a minimum net worth 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 100 % 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 & 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.

ANNEXURE-II

Instructions for filling up the Form ODI

(This part should be detached and retained by the applicant)****

Application complete in all respects should be submitted in two sets together with the following documents to

**The Chief General Manager,
Reserve Bank of India,
Exchange Control Department,
Central Office,
Overseas Investment Division (OID),
Amar Building,
Mumbai -400 001 :**

(a) Draft Joint Venture Agreement (or Memorandum & Articles of Association in the case of a Wholly Owned Subsidiary) specifying the equity structure, management, rights and responsibilities of shareholders and also draft agreement(s) for supply of technical knowhow, management and other services, if applicable.

(b) A detailed project/feasibility report incorporating, inter alia, projected funds flow statement and balance sheets for five years, the information on various leverage and profitability ratios like debt-equity ratio, debt service coverage ratio, return on investments, etc. of the foreign concern accompanied by the statement from a Chartered Accountant certifying the ratios and projections, given in the application/report.

(c) A report from the bankers of the Indian party in sealed/closed cover.

(d) The latest Annual Accounts, i.e. Balance Sheet and Profit and Loss Account along with the Directors' Report of the Indian party and of the foreign collaborator in case of a joint venture.

(e) Additional documents as under, if the application is made for partial/full take over of an existing foreign concern :-

(i) A copy of the certificate of incorporation of the foreign concern;

(ii) Latest Annual Accounts, i.e. the Balance Sheet and Profit and Loss Account along with Directors' report of the foreign concern ; and

- (iii) A copy of the share valuation certificate from
 - (i) where the investment is more than US \$ 5 (five) million, by a Category I Merchant Banker registered with SEBI or an Investment banker/Merchant Banker registered with the appropriate regulatory authority in the host country; and
 - (ii) in all other cases, by a Chartered Accountant or a Certified Public accountant

(f) A copy of the resolution of the Board of Directors of the Indian party/(ies) approving the proposed investment.

(g) Where investment is in the financial services sector, a certificate from a Chartered Accountant/Auditor's firm to the effect that the Indian Party :
has earned a net profit during the preceding three years from the financial services activity;
is registered with the appropriate regulatory authorities;
has a minimum net-worth (paid-up capital and free reserves) of not less than Rs.15 crores as on the date of last audited balance sheet; and
has fulfilled the prudential norms relating to capital adequacy as prescribed by the concerned regulatory authority in India

2. Where there are more than one Indian promoter of the JV/WOS, only one application should be submitted on behalf of all the promoters.

3 (a) In case an Indian party is seeking approval for acquisition of overseas concern through bidding/tender procedure (with/without remittance of any earnest money deposit (EMD)/issue of bid bond guarantee), Indian Party should approach the Reserve Bank atleast one month in advance from the last date for submission of bid to the overseas authority with the following documents :

- i) Application in form ODI, to the extent applicable;
- ii) Certified relevant extracts of the terms and conditions of bid;
- iii) Chartered Accountant's certificate indicating the valuation of shares and assets of the overseas concern justifying the acquisition price, where applicable; and
- iv) A project/feasibility report.

(b) In the case where the bid is won by the Indian Party but the terms and conditions of the acquisition are different from those furnished earlier to the Reserve Bank, the Indian Party should apply afresh to the Reserve Bank in form ODI for prior approval before putting through the transaction.