



**RESERVE BANK OF INDIA**  
**Foreign Exchange Department**  
**Central Office**  
**Mumbai - 400 001**

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**RBI/2013-14/566**

**A.P. (DIR Series) Circular No. 123**

**April 16, 2014**

To,

All Category – I Authorised Dealer Banks

Madam / Sir,

**Foreign Direct Investment (FDI) in Limited Liability Partnership (LLP)**

Attention of Authorised Dealer Category - I (AD Category - I) banks is invited to Schedule I to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (The Principal Regulations), notified vide [Notification No. FEMA 20/2000-RB dated May 3, 2000](#), as amended from time to time. In terms of extant instructions, only a Company incorporated under the Companies Act, 1956 or a Venture Capital Fund is eligible to accept FDI.

2. It has now been decided that Limited Liability Partnership (LLP) formed and registered under the Limited Liability Partnership Act, 2008 shall be eligible to accept Foreign Direct Investment (FDI) subject to the conditions given in Annex I.

3. A copy of [Press Note No. 1 \(2011 series\)](#) dated May 20, 2011 issued in this regard by Department of Industrial Policy & Promotion (DIPP), Ministry of Commerce & Industry, Government of India is enclosed. A reference is also drawn to paragraph 3.2.5 of the Consolidated FDI Policy Circular 1 of 2013 dated April 5, 2013 issued by DIPP, in the matter.

4. Reserve Bank has since amended the Principal Regulations through the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) (Third Amendment) Regulations, 2014 notified vide [Notification No. FEMA. 298 /2014-RB dated March 13, 2014](#) c.f. G.S.R. No.190(E) dated March 19, 2014.

5. The instructions issued in this circular shall be effective from May 20, 2011. However, reporting requirement of FDI in LLP shall come into force from the date of issue of instructions by the Reserve Bank in this regard. The LLP which have received foreign investment in terms of FIPB approval between May 20, 2011 to the date of this circular, shall comply with the reporting requirement in respect of FDI within 30 or 60 days, as applicable, from the date of this circular.

6. AD Category – I banks may bring the contents of this circular to the notice of their constituents and customers concerned.

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

Yours faithfully,

**(Rudra Narayan Kar)**  
**Chief General Manager-in-Charge**

**Scheme for Acquisition/ Transfer by a person resident outside India of capital contribution or profit share of Limited Liability Partnerships (LLPs)**

The Scheme shall be called Foreign Direct Investment (FDI-LLP) in Limited Liability Partnerships (LLPs) formed and registered under the Limited Liability Partnership Act, 2008.

**1. Eligible Investors:**

A person resident outside India or an entity incorporated outside India shall be eligible investor for the purpose of FDI in LLPs. However, the following persons shall not be eligible to invest in LLPs:

- (i) a citizen/entity of Pakistan and Bangladesh or
- (ii) a SEBI registered Foreign Institutional Investor (FII) or
- (iii) a SEBI registered Foreign Venture Capital Investor (FVCI) or
- (iv) a SEBI registered Qualified Foreign Investor (QFI) or
- (v) a Foreign Portfolio Investor registered in accordance with Securities and Exchange Board of India(Foreign Portfolio Investors) Regulations, 2014 (RFPI).

**2. Eligibility of LLP for accepting foreign Investment:**

- (i) An LLP, existing or new, operating in sectors/activities where 100% FDI is allowed under the automatic route of FDI Scheme would be eligible to receive FDI. For ascertaining such sectors, reference shall be made to Annex-B to Schedule 1 of Notification No. FEMA 20/ 2000-RB dated 3<sup>rd</sup> May 2000, as amended from time to time.

(ii) An LLP engaged in the following sectors/activities shall not be eligible to accept FDI:

- a) Sectors eligible to accept 100% FDI under automatic route but are subject to FDI-linked performance related conditions (for example minimum capitalisation norms applicable to 'Non-Banking Finance Companies' or 'Development of Townships, Housing, Built-up infrastructure and Construction-development projects', etc.); or
- b) Sectors eligible to accept less than 100% FDI under automatic route; or
- c) Sectors eligible to accept FDI under Government Approval route; or
- d) Agricultural/plantation activity and print media; or
- e) Sectors not eligible to accept FDI i.e. any sector which is prohibited under the extant FDI policy (Annex-A to Schedule 1 to Notification No. FEMA. 20/ 2000-RB dated 3<sup>rd</sup> May 2000) as well as sectors/activities prohibited in terms of Regulation 4(b) to [Notification No. FEMA. 1 / 2000-RB dated 3<sup>rd</sup> May 2000](#), as amended from time to time.

### **3. Eligible investment:**

Contribution to the capital of a LLP would be an eligible investment under the Scheme.

Note: Investment by way of 'profit share' will fall under the category of reinvestment of earnings

### **4. Entry Route:**

Any FDI in a LLP shall require prior Government/FIPB approval.

Any form of foreign investment in an LLP, direct or indirect (regardless of nature of 'ownership' or 'control' of an Indian Company) shall require Government/FIPB approval.

### **5. Pricing:**

FDI in an LLP either by way of capital contribution or by way of acquisition / transfer of 'profit shares', would have to be more than or equal to the fair price as worked out with any valuation norm which is internationally accepted/ adopted as per market practice

(hereinafter referred to as “fair price of capital contribution/profit share of an LLP”) and a valuation certificate to that effect shall be issued by a Chartered Accountant or by a practicing Cost Accountant or by an approved valuer from the panel maintained by the Central Government.

In case of transfer of capital contribution/profit share from a resident to a non-resident, the transfer shall be for a consideration equal to or more than the fair price of capital contribution/profit share of an LLP. Further, in case of transfer of capital contribution/profit share from a non-resident to a resident, the transfer shall be for a consideration which is less than or equal to the fair price of the capital contribution/profit share of an LLP.

#### **6. Mode of payment for an eligible investor:**

Payment by an eligible investor towards capital contribution/profit share of LLPs will be allowed only by way of cash consideration to be received -

- i) by way of inward remittance through normal banking channels; or
- ii) by debit to NRE/FCNR(B) account of the person concerned, maintained with an AD Category - I bank.

#### **7. Reporting:**

- (i) LLPs shall report to the Regional Office concerned of the Reserve Bank, the details of the receipt of the amount of consideration for capital contribution and profit shares in Form FOREIGN DIRECT INVESTMENT-LLP(I) as given in Annex II, together with a copy/ies of the FIRC/s evidencing the receipt of the remittance along with the KYC report on the non-resident investor in Annex IV, through an AD Category – I bank, and valuation certificate (as per paragraph 5 above) as regards pricing at the earliest but not later than 30 days from the date of receipt of the amount of consideration. The report would be acknowledged by the Regional Office concerned, which would allot a Unique Identification Number (UIN) for the amount reported.

- (ii) The AD Category – I bank in India, receiving the remittance should obtain a KYC report in respect of the foreign investor from the overseas bank remitting the amount.
- (iii) Disinvestment / transfer of capital contribution or profit share between a resident and a non-resident (or vice versa) shall require to be reported within 60 days from the date of receipt of funds in Form FOREIGN DIRECT INVESTMENT-LLP(II) as given in Annex III.

#### **8. Downstream investment:**

- a) An Indian company, having foreign investment (direct or indirect, irrespective of percentage of such foreign investment), will be permitted to make downstream investment in an LLP only if both, the company as well as the LLP, are operating in sectors where 100% FDI is allowed under the automatic route and there are no FDI-linked performance related conditions. Onus shall be on the LLP accepting investment from the Indian Company registered under the provisions of the Companies Act, as applicable, to ensure compliance with downstream investment requirement as stated above.
- b) An LLP with FDI under this scheme will not be eligible to make any downstream investments in any entity in India.

#### **9. Other Conditions:**

- (i) In case, an LLP with FDI, has a body corporate as a designated partner or nominates an individual to act as a designated partner in accordance with the provisions of Section 7 of the Limited Liability Partnership Act, 2008, such a body corporate should only be a company registered in India under the provisions of the Companies Act, as applicable and not any other body, such as an LLP or a Trust. For such LLPs, the designated partner "resident in India", as defined under the 'Explanation' to Section 7(1) of the Limited Liability Partnership Act, 2008, would also have to satisfy the definition of "person resident in India", as prescribed under Section 2(v)(i) of the Foreign Exchange Management Act, 1999.

- (ii) The designated partners will be responsible for compliance with all the above conditions and also liable for all penalties imposed on the LLP for their contravention, if any.
- (iii) Conversion of a company with FDI, into an LLP, will be allowed only if the above stipulations (except the stipulation as regards mode of payment) are met and with the prior approval of FIPB/Government.
- (iv) LLPs shall not be permitted to avail External Commercial Borrowings (ECBs).

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	Date of Registration	
	Whether existing LLP or new LLP	Existing LLP / New LLP  (strike off whichever is not applicable)
	If existing LLP, give registration number allotted by RBI for FDI, if any	
2	<b>Details of the foreign investor</b>	
	Name	
	Designated Partner Identification No. (DPIN):	
	Address	
	Country	
	Constitution / Nature of the investing Entity	
	[Specify whether	
	1. Individual	
	2. LLP	
	3. Company	
	4. Foreign Trust	
	5. Private Equity Fund	
	6. Pension / Provident Fund	
	7. Sovereign Wealth Fund (SWF) <sup>1</sup>	
	8. Partnership /	

<sup>1</sup> SWF means a Government investment vehicle which is funded by foreign exchange assets, and which manages those assets separately from the official reserves of the monetary authorities.

	Proprietorship Firm 9. Financial Institution 10. NRIs / PIO 11. Others (please specify)]		
3.	Date of receipt of funds		
4.	Amount	In foreign currency	In Indian Rupees
5.	Activity of the LLP		
i)	Description of the main business activity  NIC Code		
ii)	It is confirmed that 100% FDI is allowed under automatic route as per FDI policy without any FDI-linked performance conditions	Yes/No	
iii)	Details of Government Approval (ref. no. of approval letter and date)		
6.	Name of the AD bank through whom the remittance is received		
7.	Address of the AD bank		

Note: A Copy of the Government Approval, KYC, FIRC evidencing the receipt of consideration for capital contribution and acquisition / transfer of profit shares, and



- (d) the LLP has all original certificates issued by authorised dealers in India evidencing receipt of amount of consideration in accordance with Notification No. FEMA 20/2000-RB dated 3<sup>rd</sup> May, 2000.
- (ii) A certificate from a Chartered accountant / a Cost accountant/ an 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.

4. 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. Unique Identification Numbers given for all the remittances received so far as consideration for capital contribution and acquisition of profit shares (details as above), by the Reserve Bank.

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(Signature of the Applicant)\* : \_\_\_\_\_

(Name in Block Letters) : \_\_\_\_\_

(Designation of the signatory) : \_\_\_\_\_

Place:

Date:

(\* To be signed by Designated Partner/Authorised Signatory of the LLP)



**Annex III**

[Annex to A. P. (DIR Series) Circular No. 123 dated April 16, 2014]

<b>Form FOREIGN DIRECT INVESTMENT-LLP(II)</b>	
<b>Declaration regarding transfer of capital contribution/profit shares of an Limited Liability Partnership from resident to non- resident / non-resident to resident</b>	
(to be submitted to the Authorised Dealer Category-1 bank branch in quadruplicate within 60 days from the date of receipt of funds)	
<p><b>The following documents are enclosed</b></p> <p><i>For transfer of capital contribution /profit shares of a Limited Liability Partnership by a person resident in India</i></p> <ol style="list-style-type: none"> <li>i. Consent Letter duly signed by the seller and buyer or their duly appointed agent and in the latter case the Power of Attorney Document.</li> <li>ii. The capital contribution/ profit share holding pattern of the investee LLP after the acquisition of <i>capital contribution/ profit shares</i> by a person resident outside India.</li> <li>iii. Certificate indicating fair price of capital contribution/profit share of an LLP from a Chartered accountant / a Cost accountant/ an approved valuer from the panel maintained by the Central Government,.</li> <li>iv. Declaration from the buyer to the effect that he is eligible to acquire <i>capital contribution /profit shares i.e., necessary Government approval has been obtained by the buyer or seller</i> and terms and conditions of the Government approval, the foreign investment limits mentioned therein as well as the pricing guidelines have been complied with.</li> </ol> <p style="text-align: center;"><i>Additional documents in respect of transfer of capital contribution /profit shares of an Limited Liability Partnership by a person resident outside India</i></p> <ol style="list-style-type: none"> <li>v. No Objection/Tax Clearance Certificate from Income Tax Authority/ Chartered Account//Cost Accountant/ Company Secretary in practice.</li> </ol>	
<b>1</b>	<p><b>Name of the Limited Liability Partnership</b></p>
	<p>Address (including e-mail , telephone Number, Fax no.)</p>

	Activity  Identification number No.(LLPIN)	
<b>2</b>	<b>Nature of transaction</b>  <i>(Strike out whichever is not applicable)</i>	Transfer from resident to non-resident /  Transfer from non-resident to resident
<b>3</b>	<b>Name of the buyer</b>	
	<b>Constitution / Nature of the investing Entity</b>  Specify whether  <ol style="list-style-type: none"> <li>1. Individual</li> <li>2. LLP</li> <li>3. Company</li> <li>4. Foreign Trust</li> <li>5. Private Equity Fund</li> <li>6. Pension/ Provident Fund</li> <li>7. Sovereign Wealth Fund (SWF<sup>π</sup>)</li> <li>8. Partnership / Proprietorship firm</li> <li>9. Financial Institution</li> <li>10. NRIs / PIOs</li> <li>11. Others</li> </ol>	
	Date and Place of Incorporation	
	Address of the buyer	

<sup>π</sup> SWF means a Government investment vehicle which is funded by foreign exchange assets, and which manages those assets separately from the official reserves of the monetary authorities.

	(including e-mail, telephone number. Fax no.)									
<b>5</b>	<b>Name of the seller</b>									
	<b>Constitution / Nature of the disinvesting partner</b>  Specify whether <ol style="list-style-type: none"> <li>1. Individual</li> <li>2. LLP</li> <li>3. Company</li> <li>4. Foreign Trust</li> <li>5. Private Equity Fund</li> <li>6. Pension/ Provident Fund</li> <li>7. Sovereign Wealth Fund (SWF<sup>¶</sup>)</li> <li>8. Partnership/ Proprietorship firm</li> <li>9. Financial Institution</li> <li>10. NRIs/PIOs</li> <li>11. Others</li> </ol>									
	Date and Place of Registration									
	Address of the seller (including e-mail, telephone Number Fax no)									
<b>6</b>	<b>Particulars of earlier FIPB approvals</b>									
<b>7</b>	<b>Details regarding capital contribution or profit shares of an Limited Liability Partnership to be transferred</b>									
	<b><i>Date of the transaction</i></b>	<table border="1"> <thead> <tr> <th><b><i>Percentage of capital contribution/profit</i></b></th> <th><b><i>Value in Rs.</i></b></th> <th><b><i>Negotiated Price for the</i></b></th> <th><b><i>Amount of consideration in Rs.</i></b></th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	<b><i>Percentage of capital contribution/profit</i></b>	<b><i>Value in Rs.</i></b>	<b><i>Negotiated Price for the</i></b>	<b><i>Amount of consideration in Rs.</i></b>				
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<sup>¶</sup> SWF means a Government investment vehicle which is funded by foreign exchange assets, and which manages those assets separately from the official reserves of the monetary authorities.

		<i>share</i>		<i>transfer*in Rs.</i>	
<b>8</b>	<b>Foreign Investments in the Limited Liability Partnership</b>			capital contribution/ profit shares	Percentage
		Before the transfer			
		After the transfer			
	Price as per Valuation guidelines  * <i>Valuation report</i> (certificate from Chartered Accountant// Cost Accountant/ approved valuer from the panel maintained by the Central Government to be attached)				
<b>Declaration by the transferor / transferee</b>					
<b>I / We hereby declare that :</b>					
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 contribution/profit shares of a Limited Liability Partnership as per foreign investment policy issued by the Government of India as well as notified under FEMA Regulations.					
iii. I/ We, am/are eligible to acquire the capital contribution /profit shares of a Limited Liability Partnership in terms of the foreign investment policy issued by the Government of India as well as notified under FEMA Regulations.					
iv. The foreign investment limit as per Government approval and the pricing guidelines have been adhered to.					

**Signature of the Declarant or  
his duly authorised agent**

**Date:**

**Note:**

*In respect of the transfer of capital contribution /profit shares of a Limited Liability Partnership from resident to non- resident the declaration has to be signed by the non- resident buyer, and in respect of the transfer of capital contribution /profit shares of a Limited Liability Partnership from non-resident to resident the declaration has to be signed by the non-resident seller.*

**Certificate by the AD Bank Branch**

It is certified that the application is complete in all respects.

The receipt /payment for the transaction are in accordance with FEMA Regulations / Reserve Bank guidelines.

Signature

Name and Designation of the Officer

**Date:** Name of the AD Bank Branch

AD Bank Branch Code

**Annex - IV**

[Annex to A. P. (DIR Series) Circular No. 123 dated April 16, 2014]

**Know Your Customer (KYC) Form in respect of the non-resident investor**

Registered Name of the Remitter / Investor (Name, if the investor is an Individual)	
Registration Number (Unique Identification Number* in case remitter is an Individual)	
Registered Address (Permanent Address if remitter is an Individual)	
Name of the Remitter's Bank	
Remitter's Bank Account No.	
Period of banking relationship with the remitter	

\* Passport No., Social Security No., or any Unique No. certifying the bonafides of the remitter as prevalent in the remitter's country

***We confirm that all the information furnished above is true and accurate as provided by the overseas remitting bank of the non-resident investor.***

(Signature of the Authorised Official  
of the AD bank receiving the remittance)

Date :

Place:

Stamp :