

To be printed on the letterhead of the Investee company)  
(Registered Office Address to be provided)

Date:

YES Bank Ltd.  
<Branch Address>

Dear Sir,

Re: Receipt of USD \_\_\_\_\_ <insert full amount of remittance> from \_\_\_\_\_ <Insert investing party name> for purchase of equity shares/compulsory convertible debentures under the FDI automatic/approval route of investment of the Government of India

This is to confirm the following against the above receipt of funds:

1. We undertake to file the details of the receipt of the amount of the consideration for issue of shares / convertible debentures not later than 30 days from the date of receipt of the amount of the consideration for allotment of UIN through our Authorized Dealer (YES Bank Ltd to Regional Office of RBI).
2. We confirm that the investment is within the sectoral cap / statutory ceiling permissible under the automatic route of RBI and will be subject to pricing guidelines of SEBI / CCI and compliance with applicable tax laws.
3. We declare that the details of issue of shares / convertible debentures would be submitted through our Authorized Dealer (YES Bank Ltd.) in form FC-GPR (Part A) within 30 days of issue of Shares.
4. We undertake to issue the equity instruments within 180 Days of receipt of this Inward Remittance and if not, shall return the funds to the investor immediately. In case, the equity instruments are not issued within 180 days from the date of receipt of the inward remittance / date of debit to the NRE/FCNR (B) account, then shall approach RBI through the AD for request to be submitted to RBI for extension of time in share allotment on approval basis.
5. We confirm that the non resident Investor is an eligible investor and is not classified as an OCB (Overseas Corporate Body) as per RBI guidelines on Foreign Direct Investment into India and Government policies.
6. We confirm that the line of business is \_\_\_\_\_ and the captioned investment falls under the 100% automatic route as per the Foreign Direct Investment norms as prescribed in the RBI regulations.
7. We authorize you to debit our Account No. \_\_\_\_\_ for your charges.
8. Suitable valid reasons for delay if same is not reported within 30 days of receipt of the amount \_\_\_\_\_ in \_\_\_\_\_ consideration \_\_\_\_\_, if applicable
9. We submit the following documents for UIN allotment by RBI
  - ✓ Duly filled form Report by the Indian company receiving amount of consideration for issue of shares /convertible debentures under the FDI Scheme as per Annex-6 (Part I, Section I, para 18(i) (a)) of the RBI Master Circular on Foreign Direct Investment into India, July 01, 2009.
  - ✓ KYC report of the non resident investor as per Annex - 7 (Part I, Section I, para 18(i) (b)) of the RBI Master Circular on Foreign Direct Investment into India, July 01, 2009.
  - ✓ Original FIRC
  - ✓ We undertake to file Annual return for Foreign Assets and Liabilities to the Director, Balance of Payment Statistics Division, Department of Statistics and Information Management, Reserve Bank of India, C-9, 8th floor, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, by June 30th of every year.
  - ✓ We confirm that FDI is not under Prohibited list of RBI.
  - ✓ Any other document is applicable

FEMA DECLARATION - CUM - UNDERTAKING

I/We hereby declare that the transaction the details of which are specifically mentioned in this request letter does not involve, and is not designed for the purpose of any contravention or evasion of the provisions of the aforesaid Act or of any rules, regulation, notification, direction or order made there under. I /We also hereby agree and undertake to give such information/ documents as will reasonably satisfy you about this transaction in terms of the above declaration. I/We also understand that if I/We refuse to comply with any such requirement or make only unsatisfactory compliance therewith, the bank shall refuse in writing to undertake the transaction and shall if it has reason to believe that any contravention/ evasion is contemplated by me/ us report the matter to Reserve Bank of India.. I/We further declare that the undersigned has/have the authority to give this declaration and undertaking on behalf of the company.

We confirm that the below mentioned authority is authorized to sign the documents submitted to bank in relation to this investment in equity/debentures.

Yours truly,

\_\_\_\_\_  
(Authorized Signatory(s))

Name of Authorized signatory(s)

Designation

Stamp/Seal of the Company

Registered Office Address of the Co.