

Reserve Bank of India
Department of Non-Banking Supervision
Central Office, Centre No 1
World Trade Centre
Mumbai 400 005

Notification No.DNBS.1/CGM(CSM)-2003 dated March 7, 2003

The Reserve Bank of India, in exercise of the powers conferred under sub-section (2) of section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, hereby, specifies that the form given in the Annexure hereto shall be the form of application to be submitted by the securitisation companies or reconstruction companies seeking registration from the Reserve Bank of India under section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.

2. The securitisation companies or reconstruction companies seeking registration from the Reserve Bank of India shall submit their application duly filed in with all the relevant annexures/supporting documents to the Chief General Manager-in-Charge, Department of Non-Banking Supervision, Central Office, Reserve Bank of India, Centre 1, World Trade Centre, Cuffe Parade, Colaba, Mumbai 400 005.

(C.S.Murthy)
Chief General Manager-in-Charge

Encl : Annexure

**FORM OF APPLICATION FOR CERTIFICATE OF REGISTRATION TO
COMMENCE / CARRY ON THE BUSINESS OF A SECURITISATION
COMPANY OR RECONSTRUCTION COMPANY**

(Vide Section 3 of The Securitisation and Reconstruction of Financial Assets and Enforcement of
Security Interest Act, 2002)

By Registered Post AD/Hand Delivery

Name of the company (in block letters)
Address of registered office

To

The Chief General Manager-in-Charge
Department of Non-Banking Supervision, Second Floor
Reserve Bank of India
Central Office
Centre No 1, World Trade Centre
Mumbai 400 005

Dear Sir,

**Application for a Certificate of Registration to commence / carry on*
the business of a Securitisation Company or Reconstruction Company**

We make this application in terms of sub-section (2) of section 3 of The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 for issue of a Certificate of Registration. The required documents / information as per the instructions are furnished.

2. We are desirous of commencing / carrying on* the business of a Securitisation Company or Reconstruction Company. Hence, we hereby request you to kindly issue the necessary Certificate of Registration under sub-section (1) of section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 to enable our company to commence/carry on* the business of Securitisation Company or Reconstruction Company.

We solemnly declare that to the best of our knowledge and belief, the information furnished in this application and the annexures hereto and statements enclosed are correct, complete and true. We are aware that if any of the information furnished herein is found to be incorrect / incomplete / untrue, the application for grant of Certification of Registration is liable to be rejected and the Certificate of Registration, if granted, is liable to be cancelled.

Yours faithfully,

(Signature of Authorised Official)

Name:

Designation:

Company Seal:

Date:

Place:

Encl..... Sheets

*Strike out whichever is not applicable.

IDENTIFICATION PARTICULARS OF THE COMPANY

Part I

1. Name of the Company :
2. List of Directors :
3. Whether the company had changed its name earlier? : Yes/No
[Please see item (10) of instructions]
4. Whether the company had changed its sponsors? If so, details of earlier sponsors. :
5. Date of incorporation :
6. Date of commencement of business :
7. State in which the company is registered : -----
8. Full Address of the Company
(i) Registered Office
Phone No..... Fax.....
email
- (ii) Corporate /Administrative * Office
Phone No..... Fax.....
email.....
9. Status : (a) Public (b) Private
10. Whether the company was transacting : Yes/No
(a) the business of securitisation / asset reconstruction as on June 21, 2002
If yes, since when (date of commencement of such business) :
(b) any other business including the business of an NBFIs. If yes, since when (date of commencement of such

business)

11. Name/s of Statutory Auditor/s, if appointed : -----
address/es : -----
Phone No./ Fax : -----
12. Name/s of all bankers : -----
address/es : -----
Phone No./ Fax : -----
13. Whether the company or its related party(s) has/have committed any default in repayment of any loan, advance or any other credit facility availed from any bank / any other financial institution including NBFCs. : Yes / No
14. If yes, furnish full details, such as name and branch of lending institution , type of facility, period and quantum of default, etc. :
15. Whether the company / its related party / has/have committed any default in repayment of redeemable debentures / preference shares / deposits : Yes/No
16. If yes, furnish full details of such defaults :
17. Whether any group company is NBFC : Yes/No
18. If yes, whether it has applied for registration to RBI for grant of a certificate of registration : Yes/No
19. If yes, whether registered / rejected : Yes/No
20. If registered :
Registration No. :
Date of issue of CoR :

Part II

Shareholding pattern of sponsor/s (Please see item 9 of instructions)

Sr. No.	Name of sponsor & address	No. of shares held	Amount	% to total paid up equity share capital of the Co.	Whether holding controlling interest
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					

(Signature of the Authorised Official)

Name

Designation

Company Seal

Date :

Place :

* Strike out whichever is not applicable

Part I**ANNEXURE II****STATEMENT OF OWNED FUND AS ON**

(Please see item No.11 of the instructions)

(Rs. in lakhs)

Item	Amount Rs.
(i) Paid-up Equity Capital	
(ii) Paid up preference capital to the extent compulsorily convertible into equity	
(iii) Free reserves (other than revaluation reserves) (a) General Reserves (b) Share Premium Reserve (c) Capital Reserves (representing retained surplus on sale of assets held in separate account) (d) Debentures Redemption Reserve (e) Capital Redemption Reserve (f) Credit Balance in P&L Account (g) Other free reserves (to be specified)	
(iv) Total of (i) to (iii)	
Less	
(v) Accumulated balance of loss	
(vi) Deferred Revenue Expenditure	
(vii) Other Intangible Assets	
(viii) Under / Short provisioning in value of Investments [other than those covered under item (xi)]	
(ix) Under / Short provisioning against NPAs/bad & doubtful debts [other than those covered under Item (xi)]	
(x) Over recognition of income	
(xi) Book value of the shares acquired in Securitisation Company or Reconstruction Company	
(xii) All other deductions required on account of items qualified by the auditors in their report on the financial statements	
(xiii) Total (v to xii)	
(xiv) Owned fund (iv - xiii)	

(Signature of Authorised Official)

Name

Date :

Designation

Place :

Company Seal

* Strike out whichever is not applicable

AUDITOR'S CERTIFICATE

We have examined the books of account and other records maintained by..... Limited in respect of its owned fund as on and report that to the best of our knowledge and according to the information and explanations given to us and as shown by the records examined by us, the figures shown in the statement of owned fund are correct.

Chartered Accountants/Statutory Auditors*

Date :
Place:

*Certificate to be signed by statutory auditors, if appointed.

Annexure III

INFORMATION ABOUT THE CHAIRMAN, MANAGING DIRECTOR, DIRECTORS AND THE CHIEF EXECUTIVE OFFICER OF THE COMPANY

1. Name :
2. Designation / Status : Chairman / Managing Director / Director/Chief Executive Officer*
3. Nationality :
4. Age :
5. Business Address :
6. Residential Address :
7. Income Tax PAN No. :
8. Educational/professional qualifications :
9. Line of business or vocation :
10. Name/s of other companies in which the person has held the post of Chairman/Managing Director/ Director/ Chief Executive Officer :
11. (i) Whether associated as Sponsor, Managing Director, Chairman or Director with any NBFC including a Residuary Non-Banking Company. : Yes/No

(ii) If yes, the name/s of the company/ies (Separate sheet may be attached if necessary)
12. (i) Whether prosecuted/convicted for an offence involving moral turpitude or for any economic offence either in the individual capacity or as a partner/ : Yes/No

- director of any firm/company
- (ii) If yes, particulars thereof :
13. (i) Whether barred by SEBI in the past : Yes/No
from becoming Director in any
company :
- (ii) If yes, particulars thereof
14. (i) Whether disqualified in the past to be :
director of a company under the
Companies Act, 1956 :
- (ii) If yes, particulars thereof
15. Experience in the field of finance, :
securitisation and asset reconstruction
(details)
(a separate sheet may be attached, if
necessary)
16. Equity shareholding in the applicant
company
- (i) No. of shares
- (ii) Face Value
- (iii) Percentage of total paid-up equity
share capital of the company
17. Whether nominee of or associated with :
any of sponsor/s
18. All Bank details : A/c Nos., all Bankers' :
names & addresses
19. Whether committed any default in : Yes/No
repayment of any loan, advance or any
other credit facility availed from any
bank/any other financial institution
including NBFCs

20. If yes, furnish full details, such as name :
and branch of lending institution, type of
facility, period and quantum of default,
etc.

I solemnly declare that to the best of my knowledge and belief the information
furnished in the statement above is correct, complete and truly stated.

Signature of the person
furnishing information
Name :
Date : Designation :
Place : :

I solemnly declare that to the best of my knowledge and belief the information
furnished in the statement above is correct, complete and truly stated.

(Signature of Authorised Official of the Company)
Name :
Date : Designation :
Place : :
Company Seal

* Strike out whichever is not applicable.

Annexure IV

INFORMATION ABOUT THE SPONSOR/S OF THE COMPANY

1. Name :
2. Business Address :
3. Residential Address :
4. Income Tax PAN No. :
5. Line of business or vocation :
6. Bank A/c. No., Banker's name & address :
7. Whether committed any default in repayment of any loan, advance or any other credit facility availed from any bank / any other financial institution including NBFCs. : Yes/No
8. If yes, furnish full details, such as name and branch of lending institution , type of facility, period and quantum of default, etc. :
9. Whether the company / subsidiary / other companies in the same group has/have committed any default in repayment of redeemable debentures / preference shares / deposits : Yes/No

10. Whether object clause in its Memorandum and Articles of Association permits investment in Securitisation Company or Reconstruction Company : Yes/No
11. Extent of investment in Reconstruction Company or Securitisation Company
 (i) No. of shares
 (ii) Face Value
 (iii) Percentage of total paid-up equity share Capital of the company
12. Whether sponsor is holding company / or holding controlling interest in the proposed company :

I solemnly declare that to the best of my knowledge and belief the information furnished in the statement above is correct, complete and truly stated.

	Signature of Authorised official	:
	Name	:
Date	Designation	:
Place	Company Seal	:

INFORMATION ABOUT RELATED PARTIES

1. Name of related Party :
2. Full Address
3. Line of business :
4. Status: (a) Individual Firm (b) Public :
limited company / Private limited Co.
5. Relationship with applicant company :

6. **Details of Exposure**

<u>Item</u>	Amount (Rs. in lakh)
Investment in capital shares, bonds/debentures	
Outstanding loans and advances	
Deposits	
Total	

I solemnly declare that to the best of my knowledge and belief the information furnished in the statement above is correct, complete and truly stated.

:

Signature of authorised official

:

Name

Date :

Designation :

Place :

Company Seal :

DOCUMENTS REQUIRED TO BE ANNEXED TO THE APPLICATION FORM

1. Identification particulars of the company (Annexure I).
2. Statement of Owned Fund (Annexure II).
3. Information about the management (Annexure III).
4. Information about the sponsor / s (Annexure IV).
5. Information about related parities as defined in the Accounting Standards and Guidance Notes of ICAI. (Annexure V)
6. Certified copy of up-to-date Memorandum and Articles of Association of the Company (evidencing therein that the company has been formed for the purpose of undertaking securitisation / asset reconstruction business only).
7. A Certified copy each of Certificate of Incorporation and Certificate of Commencement of Business (in case of public Ltd. companies).
8. A certified copy each of the Board of Directors Resolutions (i) specifically approving the submission of the application to Reserve Bank of India and its contents and names of authorised officials, (ii) stating that the company has not accepted any deposit (as defined in Section 45-I(bb) of the Reserve Bank of India Act, 1934)/deposit accepted will be repaid in terms of the contract and the company has not defaulted in repayment of deposits / interest thereon so far, (iii) stating whether or not the directors of the company have adequate professional experience in matters related to finance, securitisation and reconstruction, (iv) stating that none of the directors are disqualified to be appointed as directors as per the provisions of the Companies Act, 1956 and (v) stating that the company, if carrying on any other business other than the business of securitisation/asset reconstruction as defined in the Act on or before the date of application, will cease to carry on any such business by June 20,2003 if the company is granted registration by RBI (carrying out the business of securitisation, which does not fall under the definition of Securitisation as in Section 2(I)za of the Act, will fall under 'other activity').

9. A certified copy of Board of Directors Resolution and Auditor's Certificate (in original) to the effect that;
 - (i) the company has not incurred losses in any of the three preceding financial years; (for existing companies only)
 - (ii) the company has not engaged (for existing companies only) / will not engage in any business other than securitisation and asset reconstruction;
 - (iii) any of the sponsors is not a holding company of the securitisation company or reconstruction company, or does not otherwise hold any controlling interest in such securitisation company or reconstruction company,
 - (iv) the Board of Directors of the company does not consist of more than half of its total number of directors who are either nominees of any sponsor or associated in any manner with the sponsor or any of its subsidiaries;
10. The Board of Directors should, by means of a report, state that the company has made adequate arrangements for realisation of the financial assets acquired for the purpose of securitisation / asset reconstruction and that it shall be able to service its obligations on respective due dates to the qualified institutional buyers or other persons.
11. A copy each of the Profit and Loss account and audited Balance Sheet for the last 3 years or for such shorter period as are available (for companies already in existence).
12. Business plan of company for the next three years giving details of its
 - (a) thrust of business;
 - (b) amount of Financial Assets proposed to be acquired;
 - (c) market segment;
 - (d) projection of investments and income;
 - (e) statement of Financial Assets and Liabilities; and
 - (f) organisational Structure

*** Delete whichever is not applicable.**

INSTRUCTIONS

(Application form should be filled up strictly in accordance with these instructions)

GENERAL

1. Application should be made in this form only. Wherever space is insufficient, information may be furnished in separate sheet/s.
2. Application along with enclosures duly completed should be submitted in duplicate on or before March 20, 2003 to the Department of Non-Banking Supervision, Reserve Bank of India, Central Office, Centre I, 2nd floor, World Trade Centre, Mumbai 400 005.
3. A photocopy of the application together with enclosures / Annexures, as submitted may be kept with the company for its record.
4. Application should be signed by any of the following officials authorised by the Board of Directors in this behalf (viz., Chairman/Managing Director/Director/ Chief Executive Officer/ Company Secretary, hereinafter known as the Authorised Official).
5. Application should bear the company seal.
6. An acknowledgement for having submitted the application may be obtained from the RBI.
7. Statement of Owned Fund to be submitted as on date of the latest audited balance sheet.

ANNEXURE I

8. 'Sponsor' as defined in terms of Section 2(1) (zh) of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.
9. "control" includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person, directly or indirectly, including by virtue of his shareholding or management rights or shareholders' agreements or voting agreements or in any other manner.
10. In case the company has changed its name earlier, a list of all the earlier names of the company and date/s of change together with the names of

Chief Executive Officer and Chairman at the time of change of name should be furnished.

ANNEXURE II

11. The particulars/information to be furnished in Annexure-II of the application should be based on figures as disclosed in the latest audited balance sheet. However, in the case of a company incorporated on or after 21.6.2002, such particulars/information should be based on the balance sheet as on a date falling within not more than thirty days preceding the date of application.
12. `Free reserve' includes reserves shown in the balance sheet and created through an allocation out of profits but not being (a) a reserve created for repayment of any future liability or for depreciation on assets or for bad debts, or (b) a reserve created by revaluation of assets of the company.
13. "Related Party" means related parties as per the accounting standards and guidance notes of issued by the Institute of Chartered Accountants of India.
14. Under / Short provisioning in value of investments, against NPAs and over-recognition of income will be as identified by statutory auditors/internal auditors/RBI inspecting officer.
15. The contents of Annexure II should be certified by a Chartered Accountant.

ANNEXURE III

16. The information about the sponsor, chairman, managing director, directors and the chief executive officer of the company must be certified by each individual, chairman, managing director, directors and the chief executive officer of the company and counter signed by the Authorised Official of the applicant company.
17. Separate form should be submitted in this format of each of such functionaries.

ANNEXURE IV

18. Separate form should be submitted in respect of each of the sponsors.

ANNEXURE V

19. Separate form should be submitted in respect of each of the related party.
 20. The particulars/information should be based on figures as on date of last audited balance sheet as given in Annexure II.
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