



# भारतीय रिज़र्व बैंक RESERVE BANK OF INDIA

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**Caution: RBI never sends mails, SMSs or makes calls asking for personal information like bank account details, passwords, etc. It never keeps or offers funds to anyone. Please do not respond in any manner to such offers.**



### Director Appointment - Prior Approval

1. Annex XII for the director with signature of the new director and company's seal affixed.  
Don't let any field blank in the Annexure.

Elaborate the educational and professional qualification of the proposed director.

2. The following declarations signed and dated by the director:
  - a. He/She was/is not associated with any company whose Certificate of Registration is rejected/cancelled or declared as vanishing company by RBI.
  - b. He/She was/is not involved in any criminal case, including for offence under section 138 of the Negotiable Instruments Act 1881 and Companies Act, 1956 and 2013
  - c. He/She was/is not associated with any unincorporated body that is accepting deposits

All the above declarations may be mentioned in the single/same page (instead of three separate pages) addressing either to the company or RBI.

3. Copy of DIN allotment letter with attestation / a self-attested declaration with DIN number of the director.
4. The nature of activity undertaken by each company in which the director presently holds directorship and/or substantial interest giving information in the following format:

Name of the Company	Line of Activity	Whether an NBFC or Regulated by SEBI / IRDA / MCDEX / NCDEX / NHB / FMC / Foreign Regulators	Registration No. with the regulators	Type of Association – Director / Substantial Interest / Both
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5. If the new director has neither directorship nor substantial interest in any other company, then a **NIL declaration** in the above format may be submitted.
6. Banker's Report of all the companies in which the director holds substantial interest, clearly indicating the conduct of the account.
7. CIBIL Report of the director.
8. Banker's report of the director indicating conduct of the account.
9. Self-attested copy of PAN card and address proof (preferably Aadhaar) of the director.
10. Certified copy of the Board Resolution for the proposed appointment of the new director.



11. Submit the list of directors pre and post appointment of the proposed director in the following format:

S.no	Pre Appointment	Full Designation & Whether Independent / Non-Independent	Post Appointment	Full Designation & Whether Independent / Non-Independent
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Kindly make sure to mention the full designation of directors like Independent Director, Whole Time Director, Non-Executive Director, Managing Director, Nominee Director, Alternate Director etc.,

12. If the new director is already a shareholder in the company, then the detailed shareholding pattern of the company (as on date of the application) along with the date of allotment of shares to the new director may be submitted.

#### **Director Appointment – Intimation (Less than 30% Change)**

1. Intimate RBI **within one month** of the appointment of the new director.
2. Copy of Form DIR-12 filed with ROC.
3. Further, all the documents mentioned above for prior approval shall be submitted.

#### **Resignation of Director**

1. Intimate RBI **within one month** of resignation.
2. Copy of Form DIR-12 filed with ROC for the resignation/cessation of the director.
3. Copy of Resignation Letter.
4. Copy of Board Resolution accepting the resignation/cessation of the director.



### Change of Control / Shareholding - Prior Approval

1. Board Resolution of the NBFC approving the proposed acquisition / transfer of shares
2. Board Resolution of the proposed corporate promoter, if any
3. Detailed pre and post shareholding pattern of the company
4. Details of no. of shares acquired, shareholding percentage, face value and share premium, if any
5. Reasons for change of control/management
6. Information about the proposed shareholder as per individual/corporate promoter Annex XII
7. Net Worth Certificate of the shareholder certified by the statutory auditor
8. Source of Funds.
9. If own fund is used, then a declaration for utilization of own funds may be submitted
10. Self-attested copy of PAN card of the proposed shareholder; in case of Foreign shareholder, equivalent of PAN card, such as, Social Security Card/Passport details, etc, issued by the authorities of the country of residence
11. Self-attested copy of residential proof of the proposed shareholder (preferably Aadhaar)
12. The following declarations signed and dated by the proposed shareholder:
  - He/She was/is not associated with any company whose Certificate of Registration is rejected/cancelled or declared as vanishing company by RBI.
  - He/She was/is not involved in any criminal case, including for offence under section 138 of the Negotiable Instruments Act 1881 and Companies Act, 1956 and 2013
  - He/She was/is not associated with any unincorporated body that is accepting deposits

All the above declarations may be mentioned in the single/same page (instead of three separate pages) addressing either to the company or RBI.

13. Copy of Credit Bureau Report of the individual shareholder/corporate promoter
14. Bankers' Report of the proposed shareholder clearly indicating conduct of the account
15. Details of companies in which the proposed shareholder has substantial interest in the following format:

Name of the Company	Line of Activity	Whether an NBFC or Regulated by SEBI / IRDA / MCDEX / NCDEX / NHB / FMC / Foreign Regulators	Registration No. with the regulators	Type of Association – Director / Substantial Interest / Both
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16. If the new shareholder neither has directorship nor substantial interest in any other company, then a NIL declaration in the above format may be submitted.



17. Bankers' Report of all the companies in which the shareholder holds substantial interest, clearly indicating conduct of the account.
18. Business plan if the acquirer is an entity
19. Balance sheet for the past three financial years if the acquirer is an entity
20. Compliance to FDI norms, if any

### **Intimation of Change in Shareholding (Less than 26% Change)**

1. Intimate RBI **within one month** of transfer/allotment/issue of shares.
2. If the shares are transferred/allotted/issued to a **new shareholder who is an entity (Indian or Overseas) or a NRI/Overseas individual**, then all the documents mentioned above for prior approval shall be submitted.
3. If the shares are transferred/issued to a **new shareholder (Indian resident individual)**, then you are advised to submit the following documents only:
  - Detailed shareholding pattern of the company as on March 31 of the last two financial years.
  - Board Resolution of the NBFC approving the proposed acquisition / transfer of shares
  - Detailed pre and post shareholding pattern of the company after the proposed acquisition / transfer of shares
  - Details of no. of shares acquired, shareholding percentage, face value and share premium, if any
  - Copy of Form PAS-3 or SH-4 or any other relevant forms filed with RoC for the corresponding change in shareholding.
  - Information about the proposed shareholder as per individual/corporate promoter Annex XII
4. If the shares are transferred/issued only to the **existing** shareholders, then you are advised to submit the following documents only:
  - Detailed shareholding pattern of the company as on March 31 of the last two financial years.
  - Board Resolution of the NBFC approving the proposed acquisition / transfer of shares
  - Detailed pre and post shareholding pattern of the company after the proposed acquisition / transfer of shares



- Details of no. of shares acquired, shareholding percentage, face value and share premium, if any
- Copy of Form PAS-3 or SH-4 or any other relevant forms filed with RoC for the corresponding change in shareholding.

5. If the company has issued **CCPS**, then you are advised to submit the detailed pre and post shareholding pattern of the company **on fully diluted basis** (i.e. conversion of CCPS into Equity). Further, you may submit the terms & conditions/rights of CCPS which is usually mentioned in the audited financials.



### NOC for Change of Name

1. The following declarations signed and dated by all the directors:
  - a. He/She was/is not associated with any company whose Certificate of Registration is rejected/cancelled or declared as vanishing company by RBI.
  - b. He/She was/is not involved in any criminal case, including for offence under section 138 of the Negotiable Instruments Act 1881 and Companies Act, 1956 and 2013
  - c. He/She was/is not associated with any unincorporated body that is accepting deposits

All the above declarations may be mentioned in the single/same page (instead of three separate pages) addressing either to the company or RBI.

2. Board resolution for change of name.
3. Board resolution to the effect that the company does not accept/hold public deposit and will not accept public deposit in future without prior permission of the Bank.
4. Statutory Auditor's certificate to the effect that the company has never accepted public deposits since inception and does not hold any public deposits as on date.
5. Statutory Auditor's certificate to the effect that the company continues to undertake the business of NBFIs requiring the holding of CoR under Section 45-IA of the RBI Act, 1934
6. Statutory Auditor's certificate to the effect that the company has complied with all the prudential norms prescribed by RBI.
7. Balance Sheet for the last three financial years



**Documents to be Submitted Post Name Change (Both new Name and Conversion from Public to Private & Vice Versa) for Issuance of New CoR**

1. Copy of the approval received from Registrar of Companies for change of name for our record **within 15 days of receipt** of such approval.
2. New Certificate of Alteration received from RoC consequent to change of name.
3. Original Certificate of Registration issued to the company.
4. Declaration to the effect that the change of name of the company will be brought to the notice of all stakeholders of the company within 15 days of receipt of the fresh Certificate of Registration.
5. Board Resolution to the effect that the company does not accept/hold public deposits and will not accept public deposit in future without prior permission of bank.
6. Statutory Auditor's certificate to the effect that the company has never accepted public deposits since inception and does not hold any public deposits as on date.
7. Balance Sheet for the last three financial years, **if not submitted earlier**.



### **Application for Duplicate CoR (on account of Misplaced / Lost CoR)**

1. Copy of FIR lodged with the police.
2. Board Resolution giving an undertaking to return original CoR to the bank if subsequently found.
3. Copy of public notice of loss of CoR in one vernacular & one leading national newspaper mentioning the fact of loss of COR, requesting return of the same to the company if found, and warning the public against misutilization of certificate by unscrupulous elements. The advertisement should clearly mention the address of the Registered Office of the company.

### **Change in Statutory Auditor**

1. Intimate RBI **within one month** of occurrence of the change in statutory auditor
2. Submit Form A for the appointment of the new statutory auditor
3. Furnish the name, contact number, E-mail ID and address of the new statutory auditor

### **Shifting of Registered Office within the State of Tamil Nadu**

1. Intimate RBI **within one month** of occurrence of the change in registered office address.
2. Board Resolution approving the shifting of registered office.
3. Form INC 22 filed with RoC.
4. Fresh certificate of incorporation received from the concerned RoC. (*Applicable only if the registered office is shifted to a different RoC within Tamil Nadu*)



### **NoC for Shifting of Registered Office from the State of Tamil Nadu to other State**

1. Reason for shifting of registered office from the state of TN to other state
2. The following declarations signed and dated by all the directors:
  - a. He/She was/is not associated with any company whose Certificate of Registration is rejected/cancelled or declared as vanishing company by RBI.
  - b. He/She was/is not involved in any criminal case, including for offence under section 138 of the Negotiable Instruments Act 1881 and Companies Act, 1956 and 2013
  - c. He/She was/is not associated with any unincorporated body that is accepting deposits

All the above declarations may be mentioned in the single/same page (instead of three separate pages) addressing either to the company or RBI.

3. Board resolution for shifting of Registered Office from the State of Tamil Nadu to other State.
4. Board resolution to the effect that the company does not accept/hold public deposit and will not accept public deposit in future without prior permission of the Bank.
5. Statutory Auditor's certificate to the effect that the company has never accepted public deposits since inception and does not hold any public deposits as on date.
6. Statutory Auditor's certificate to the effect that the company continues to undertake the business of NBFI requiring the holding of CoR under Section 45-IA of the RBI Act, 1934
7. Statutory Auditor's certificate to the effect that the company has complied with all the prudential norms prescribed by RBI.
8. Balance Sheet for the last two Financial Years

### **Documents to be Submitted Post Approval of RoC to Shift the Register Office to other State**

1. Fresh Certificate of Incorporation received from the concerned RoC
2. Copy of Order of the Regional Director (Southern Region), Ministry of Corporate Affairs, Chennai / Coimbatore
3. Original Certificate of Registration issued to the company



### **Voluntary Surrender of CoR**

1. Refer to our attached Press Release dated December 01, 2022, wherein the Bank has streamlined the process of voluntary cancellation of CoR. The application form and documents checklist are also available on the RBI website.
2. Please make sure that the company's both Financial Assets to Total Assets (FA/TA) and Financial Income to Total Income (FI/TI) ratios are well below 50% at the time of submitting the application to RBI.