

**Reserve Bank of India  
Foreign Exchange Department  
Central Office  
Mumbai – 400 001**

**Notification No.FEMA.377/2016-RB**

**January 10, 2017**

**Foreign Exchange Management (Transfer or Issue of Security by a Person  
Resident outside India) (Fifteenth Amendment) Regulations, 2016**

In exercise of the powers conferred by clause (b) of sub-section (3) of Section 6 and Section 47 of the Foreign Exchange Management Act, 1999 (42 of 1999), the Reserve Bank of India hereby makes the following amendments in the Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations, 2000 (Notification No. FEMA. 20/2000-RB dated 3rd May 2000) namely:-

**1. Short Title & Commencement:-**

(i) These Regulations may be called the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) (Fifteenth Amendment) Regulations, 2016.

(ii) They shall come into force from the date of their publication in the Official Gazette.

**2. Amendment to Regulation 2:**

In the Principal Regulations, in Regulation 2, after clause (ii), a new clause shall be inserted namely:-

“(iiA) ‘convertible note’ means an instrument issued by a startup company evidencing receipt of money initially as debt, which is repayable at the option of the holder, or which is convertible into such number of equity shares of such startup company, within a period not exceeding five years from the date of issue of the convertible note, upon occurrence of specified events as per the other terms and conditions agreed to and indicated in the instrument;”

**3. Insertion of a new Regulation**

After the existing Regulation 6C, the following shall be inserted, namely:-

**“6D. Issue of Convertible Notes by startup companies**

- (1) A person resident outside India (other than an individual who is citizen of Pakistan or Bangladesh or an entity which is registered / incorporated in Pakistan or Bangladesh), may purchase convertible notes issued by an Indian startup company for an amount of twenty five lakh rupees or more in a single tranche.

*Explanation:* For the purpose of this Regulation, a ‘startup company’ means a private company incorporated under the Companies Act, 2013 or Companies Act, 1956 and recognised as such in accordance with notification number G.S.R. 180(E) dated February 17, 2016 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry.

- (2) A startup company engaged in a sector where foreign investment requires Government approval may issue convertible notes to a non-resident only with approval of the Government.

*Explanation:* For the purpose of this regulation, the issue of shares against such convertible notes shall have to be in accordance with the Schedule 1 of the Principal Regulations.

- (3) A startup company issuing convertible notes to a person resident outside India shall receive the amount of consideration by inward remittance through banking channels or by debit to the NRE / FCNR (B) / Escrow account maintained by the person concerned in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016, as amended from time to time.

Provided that an escrow account for the above purpose shall be closed immediately after the requirements are completed or within a period of six months, which ever is earlier. However, in no case continuance of such escrow account shall be permitted beyond a period of six months.

- (4) NRIs may acquire convertible notes on non-repatriation basis in accordance with Schedule 4 of the Principal Regulations.
- (5) A person resident outside India may acquire or transfer, by way of sale, convertible notes, from or to, a person resident in or outside India, provided the transfer takes place in accordance with the pricing guidelines as prescribed by RBI. Prior approval from the Government shall be obtained for such transfers in case the startup company is engaged in a sector which requires Government approval.
- (6) The startup company issuing convertible notes shall be required to furnish reports as prescribed by Reserve Bank.

(Shekhar Bhatnagar)  
Chief General Manager-In-Charge

**Foot Note:-**

The Principal Regulations were published in the Official Gazette vide G.S.R. No.406 (E) dated May 8, 2000 in Part II, Section 3, sub-Section (i) and subsequently amended as under:-

G.S.R.No. 158(E) dated 02.03.2001  
G.S.R.No. 175(E) dated 13.03.2001  
G.S.R.No. 182(E) dated 14.03.2001  
G.S.R.No. 4(E) dated 02.01.2002  
G.S.R.No. 574(E) dated 19.08.2002  
G.S.R.No. 223(E) dated 18.03.2003  
G.S.R.No. 225(E) dated 18.03.2003  
G.S.R.No. 558(E) dated 22.07.2003  
G.S.R.No. 835(E) dated 23.10.2003  
G.S.R.No. 899(E) dated 22.11.2003  
G.S.R.No. 12(E) dated 07.01.2004  
G.S.R.No. 278(E) dated 23.04.2004  
G.S.R.No. 454(E) dated 16.07.2004  
G.S.R.No. 625(E) dated 21.09.2004  
G.S.R.No. 799(E) dated 08.12.2004  
G.S.R.No. 201(E) dated 01.04.2005  
G.S.R.No. 202(E) dated 01.04.2005  
G.S.R.No. 504(E) dated 25.07.2005  
G.S.R.No. 505(E) dated 25.07.2005  
G.S.R.No. 513(E) dated 29.07.2005  
G.S.R.No. 738(E) dated 22.12.2005  
G.S.R.No. 29(E) dated 19.01.2006  
G.S.R.No. 413(E) dated 11.07.2006  
G.S.R.No. 712(E) dated 14.11.2007  
G.S.R.No. 713(E) dated 14.11.2007  
G.S.R.No. 737(E) dated 29.11.2007  
G.S.R.No. 575(E) dated 05.08.2008  
G.S.R.No. 896(E) dated 30.12.2008  
G.S.R.No. 851(E) dated 01.12.2009  
G.S.R.No. 341 (E) dated 21.04.2010  
G.S.R.No. 821 (E) dated 10.11.2012  
G.S.R.No. 606(E) dated 03.08.2012  
G.S.R.No. 795(E) dated 30.10.2012  
G.S.R.No. 796(E) dated 30.10.2012  
G.S.R. No. 797(E) dated 30.10.2012  
G.S.R.No. 945 (E) dated 31.12.2012

G.S.R. No.946(E) dated 31.12.2012  
G.S.R. No.38(E) dated 22.01.2013  
G.S.R.No.515(E) dated 30.07.2013  
G.S.R.No.532(E) dated 05.08.2013  
G.S.R. No.341(E) dated 28.05.2013  
G.S.R.No.344(E) dated 29.05.2013  
G.S.R. No.195(E) dated 01.04.2013  
G.S.R.No.393(E) dated 21.06.2013  
G.S.R.No.591(E) dated 04.09.2013  
G.S.R.No.596(E) dated 06.09.2013  
G.S.R.No.597(E) dated 06.09.2013  
G.S.R.No.681(E) dated 11.10.2013  
G.S.R.No.682(E) dated 11.10.2013  
G.S.R. No.818(E) dated 31.12.2013  
G.S.R. No.805(E) dated 30.12.2013  
G.S.R.No.683(E) dated 11.10.2013  
G.S.R.No.189(E) dated 19.03.2014  
G.S.R.No.190(E) dated 19.03.2014  
G.S.R.No.270(E) dated 07.04.2014  
G.S.R.No. 361 (E) dated 27.05.2014  
G.S.R.No.370(E) dated 30.05.2014  
G.S.R.No.371(E) dated 30.05.2014  
G.S.R.No. 435 (E) dated 08.07.2014  
G.S.R.No. 400 (E) dated 12.06.2014  
G.S.R.No. 436 (E) dated 08.07.2014  
G.S.R.No. 487 (E) dated 11.07.2014  
G.S.R.No. 632 (E) dated 02.09.2014  
G.S.R.No. 798 (E) dated 13.11.2014  
G.S.R.No. 799 (E) dated 13.11.2014  
G.S.R.No. 800 (E) dated 13.11.2014  
G.S.R.No. 829 (E) dated 21.11.2014  
G.S.R.No. 906(E) dated 22.12.2014  
G.S.R.No. 914 (E) dated 24.12.2014  
G.S.R.No. 30 (E) dated 14.01.2015  
G.S.R.No. 183 (E) dated 12.03.2015  
G.S.R.No. 284 (E) dated 13.04.2015  
G.S.R.No. 484 (E) dated 11.06.2015  
G.S.R.No. 745 (E) dated 30.09.2015  
G.S.R.No. 759 (E) dated 06.10.2015

G.S.R.No. 823 (E) dated 30.10.2015  
G.S.R.No. 858 (E) dated 16.11.2015  
G.S.R.No. 983 (E) dated 17.12.2015  
G.S.R.No. 165 (E) dated 15.02.2016  
G.S.R.No. 166 (E) dated 15.02.2016  
G.S.R.No. 369 (E) dated 30.03.2016  
G.S.R.No. 537 (E) dated 20.05.2016  
G.S.R.No. 879 (E) dated 09.09.2016

Published in the Official Gazette of Government of  
India – Extraordinary – Part-II, Section 3,  
Sub-Section (i) dated 10.01.2017- G.S.R.No. 16(E)