

<sup>1</sup>[Appendix IV

FORM NO. 1

[See rule 11UE (1)]

**Undertaking under sub-rule (1) of rule 11UE of the Income-tax Rules, 1962**

To,

Principal Commissioner/Commissioner

.....

Sir/Madam,

I ..... (name in block letters) son/daughter of ..... designation ..... and nationality ..... and related passport number ..... (hereinafter referred to as "signatory") having Permanent Account Number/Aadhaar Number (see Note 1) ..... on behalf of ..... (name of the declarant) having Permanent Account Number/Aadhaar number/Tax Deduction Account Number (see Note 2) ..... and being duly authorised and competent to represent the declarant in this regard pursuant to Board Resolution and legal authorisation (see Note 3), as the case may be, hereby declare as follows:

- (a) That specified orders have been passed or made in respect of income accruing or arising through or from the transfer of an asset or a capital asset situate in India in consequence of the transfer of a share or interest in a company or entity registered or incorporated outside India made before the 28th day of May, 2012 and particulars of such specified orders are provided in Part A of the Annexure.
- (b) The declarant has (strike off the options that are not applicable),
  - (i) not filed any appeal or application or petition or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings constituted under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant orders, and hereby undertakes that it shall not file any appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such relevant order or orders are provided in Part B of the Annexure;
  - (ii) filed one or more appeals or applications or petitions or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant orders and has irrevocably withdrawn, on a with prejudice basis, all such appeals or applications or petitions or proceeding and evidence thereof is furnished herewith and hereby undertakes that it shall not file any appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such appeals or applications or petitions or proceeding filed and irrevocably withdrawn with prejudice by the declarant, are provided in Part C of the Annexure;
  - (iii) filed one or more appeals or applications or petitions or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section

245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant order or orders and all the appeals or applications or petitions or proceeding filed by the declarant have been disposed of and no further appeal or application or petition or proceeding has been filed by the declarant and evidence thereof is furnished herewith and hereby undertake that it shall not file any appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such appeals or applications or petitions or proceeding filed and disposed of, are provided in Part C of the Annexure;

- (iv) filed appeals or applications or petitions or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant orders and one or more of such appeals or applications or petitions or proceeding are pending as on the date of this undertaking and hereby undertakes to irrevocably withdraw, terminate and discontinue any and all such appeals or applications or petitions or proceeding that are pending as on the date of signing this undertaking, on a with prejudice basis, in accordance with clause (e) below. The declarant further undertakes that it shall not file any such appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such pending appeals or applications or petitions or proceeding filed by the declarant and their status as on the date of this undertaking, are provided in Part D of the Annexure;

(c) The declarant has (strike off the options that are not applicable),

- (i) not initiated any proceeding for arbitration, conciliation or mediation, and no notice has been given thereof under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant orders, and hereby undertakes that it shall not initiate any such arbitration, conciliation or mediation in future. Particulars of such relevant order or orders are provided in Part B of the Annexure;
- (ii) initiated proceeding for arbitration, conciliation or mediation, or notices thereof has been given, under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant order or orders and has irrevocably, on a with prejudice basis, withdrawn any such proceeding for arbitration, conciliation or mediation, and notices given thereof and evidence thereof is furnished herewith. The declarant hereby undertakes that it shall not reopen in future any such proceeding or initiate or file any such arbitration, conciliation or mediation in future arising out of or in connection with the relevant order or orders. Particulars of such proceeding for arbitration, conciliation or mediation and notices given thereof, initiated and irrevocably withdrawn with prejudice by the declarant, are provided in Part E of the Annexure;
- (iii) initiated proceeding for arbitration, conciliation or mediation, or notices thereof has been given, under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant order or orders and all the arbitration, conciliation or mediation filed by the declarant have been disposed of and no further proceeding has been initiated by the declarant and evidence thereof is furnished herewith. The declarant hereby

undertakes that it shall not reopen in future any such proceeding or initiate or file any such arbitration, conciliation or mediation in future arising out of or in connection with the relevant order or orders. Particulars of such proceeding for arbitration, conciliation or mediation and notices given thereof, initiated and disposed of, are provided in Part E of the Annexure;

- (iv) initiated proceeding for arbitration, conciliation or mediation, or notices thereof has been given, under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant order or orders and one or more of such proceeding or notices are pending on the date of undertaking and hereby undertakes to irrevocably withdraw, terminate and discontinue any and all such proceeding or notices for arbitration, conciliation or mediation that are pending as on the date of signing this undertaking, on a with prejudice basis, in accordance with clause (e) below. Particulars of such pending proceeding and notices filed by the declarant are provided in Part F of the Annexure. The declarant hereby further undertakes that it shall not initiate any such arbitration, conciliation or mediation in future arising out of or in connection with the relevant order or orders;
  - (v) received or got any awards, orders, judgments or any other reliefs issued in favour of the declarant, arising out of or in any way relating to the imposition of tax, interest and penalty based on the relevant order or orders, under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise and hereby undertakes to irrevocably waive any right to seek or pursue any claim or costs or declaratory relief in relation to or arising out of such awards, orders or judgments or any other relief that may have been ordered, issued or passed against India and any Indian affiliate, whether it is in proceeding initiated by the declarant or by India and any Indian affiliate. The declarant also undertakes to irrevocably waive any right to seek or pursue any claim for costs or relief in respect of any proceeding initiated by the Republic of India to *set aside* such award, order or judgment or any other relief issued in favour of the declarant. The declarant hereby undertakes that it shall not initiate or file any such arbitration, conciliation or mediation in future. Particulars of such awards, orders, judgment or any other relief are provided in Part G of the Annexure;
- (d) The declarant has (strike off the options that are not applicable),
- (i) not initiated any proceeding to enforce or pursue attachments in connection with any awards, orders, judgments, any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the declarant as referred in clause (c) of this undertaking either against the Republic of India and any Indian affiliate, and hereby undertakes that it shall not initiate any such proceeding in future. Particulars of such award, order or judgment are provided in Part B of the Annexure;
  - (ii) initiated proceeding to enforce or pursue attachments in connection with any awards, orders, judgments or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the declarant, as referred to in clause (c) of this undertaking against the Republic of India and any Indian affiliate. The declarant has irrevocably and with prejudice withdrawn or discontinued any such proceeding and hereby undertakes that it shall not reopen any such proceeding in future or file or initiate fresh proceeding to enforce or pursue attachments and evidence

thereof is furnished herewith. Particulars of such proceeding, initiated and withdrawn or discontinued by the declarant, are provided in Part H of the Annexure;

- (iii) initiated proceeding to enforce or pursue attachments in connection with any awards, orders, judgments or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the declarant, as referred to in clause (c) of this undertaking against the Republic of India and any Indian affiliate. All such proceeding filed by the declarant have been disposed of and no further proceeding has been filed by the declarant and evidence is herewith furnished and hereby undertakes that it shall not reopen any such proceeding in future or file or initiate fresh proceeding to enforce or pursue attachments. Particulars of such proceeding, initiated and disposed of, are provided in Part H of the Annexure;
- (iv) initiated proceeding to enforce or pursue attachments in connection with any awards, orders, judgments, or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the declarant as referred to in clause (c) of this undertaking, either against the Republic of India and any Indian affiliate and one or more of such proceeding are pending on the date of undertaking and, the declarant has obtained one or more orders from any court or other authority which remain outstanding against India and any Indian Affiliate. The declarant hereby undertakes that it shall not file in future any such proceeding to enforce or pursue attachments regarding any awards, orders, judgments, or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the declarant as referenced in clause (c) of this undertaking or to enforce the orders from any court or other authority which remain outstanding against Republic of India and any Indian Affiliate. The declarant further undertakes to fully cooperate with the Republic of India or any Indian affiliate which is subject to such outstanding order, in order to set-aside or otherwise nullify any such outstanding order, and irrevocably and with prejudice waives any rights or remedies arising from such outstanding order. Particulars of such proceeding are provided in Part I of the Annexure. The declarant also undertakes to irrevocably withdraw, terminate and discontinue with prejudice any and all such proceeding to enforce or pursue attachments in accordance with clause (e).

(e) The declarant hereby undertakes as follows:

- (i) to irrevocably and with prejudice withdraw, discontinue, terminate and take all necessary steps to irrevocably and with prejudice close the pending proceeding referred in sub-clause (iv) of clause (b), sub-clause (iv) of clause (c), sub-clause (v) of clause (c) and sub-clause (iv) of clause (d) of this undertaking, as well as any other pending proceeding against India or Indian affiliates relating to the relevant order or orders and not referenced in clauses (b), (c) and (d) above, and not to pursue in any way and by any means in future the pending proceeding as referenced in clauses (b), (c), and (d) above, and any other pending proceeding relating to the relevant order or orders not referred in the above clauses and any other fresh proceeding relating to the relevant order or orders. In so acting, declarant shall act in accordance with this undertaking and in full cooperation with the Republic of India;
- (ii) to irrevocably terminate, release, discharge, and forever irrevocably waive any right, whether direct or indirect, and any claims, demands, liens, actions, suits, causes of action, obligations, controversies, debts, costs, attorneys' fees, court's fees, expenses, damages, judgments, orders, declaratory reliefs and liabilities of whatever kind or nature at law, in

equity, or otherwise, whether now known or unknown previously (or in future discovered), suspected or unsuspected, and whether or not concealed or hidden, which have existed or may have existed, or do exist or which hereafter can, shall or may exist, in relation to any award, order, judgment, or any other relief as referred in clauses (b), (c) and (d) of this undertaking, against the Republic of India and all Indian affiliates, ordered, issued or passed in connection with the relevant order or orders, whether it is in proceeding initiated by the declarant or by Republic of India and any Indian Affiliate. The declarant further undertakes to fully cooperate with the Republic of India or any Indian affiliate which is subject to any outstanding order referenced in clause (d), in order to *set-aside* or otherwise nullify any such outstanding order, and irrevocably and with prejudice waives any rights or remedies arising from such outstanding order. For the avoidance of doubt, the declarant's irrevocable waiver includes irrevocable waiver of any right provided by any existing *ex parte*, provisional, or other kind of court order permitting enforcement or attachment against the Republic of India and any Indian affiliate, in furtherance of any award, order judgment, or any other relief that may have been ordered or issued or passed by any arbitral tribunal as referred in clauses (b), (c) and (d) above. For further avoidance of doubt, the declarant also undertakes to irrevocably waive any right to seek or pursue any claim for costs in respect of any proceeding initiated by Republic of India and any Indian affiliate to *set aside* such award, order or judgement ordered, issued or passed in favour of the declarant. Such irrevocable waiver includes, but is not limited to, any right under any relevant *ex parte* order;

- (iii) to irrevocably waive any right to seek or pursue any claim for costs in respect of any proceeding initiated by the Republic of India to *set aside* such award, order or judgment, or any other relief issued in favour of the declarant.
- (f) The declarant specifically represents that all Parts of the Annexure as described in this undertaking are full and complete to the best of its knowledge.
- (g) The declarant hereby undertakes to irrevocably terminate, release, discharge and forever irrevocably waive any right, whether direct or indirect, and any remedies, claims, demands, liens, actions, suits, causes of action, obligations, controversies, debts, costs, attorneys' fees, court's fees, expenses, damages, judgments, orders, compensation, and liabilities of whatever kind or nature at law, in equity, or otherwise, whether now known or unknown, suspected or unsuspected, and whether or not concealed or hidden, which have existed or may have existed, or do exist or which hereafter can, shall or may exist, based on pursuit of any remedy or any and all claims, demands, damages, judgments, awards, costs, expenses, compensation or liabilities of any kind (whether asserted or unasserted) in relation to any facts, events, or omissions occurring from the beginning of time to the date of this undertaking and thereafter in future in relation to taxation of said income or relevant order or orders, or any related award, judgment or court order, which may otherwise be available to the declarant under any law for the time being in force, in equity, under any statute or under any agreement entered into by Republic of India with any country or territory outside Republic of India, whether for protection of investment or otherwise, whether it is in proceeding initiated by the declarant or by Republic of India and any Indian affiliate. For the avoidance of doubt, the declarant's above waiver includes an irrevocable waiver of any claim against India and any Indian Affiliate to costs incurred or interest accrued in relation to the relevant order or orders, or any related ongoing or completed litigation, arbitration, conciliation or mediation. Moreover, for the avoidance of any doubt, the declarant hereby undertakes (for itself and on behalf of all related parties) to forgo any reliance on any right under any award, judgment, or court order pertaining to the relevant order or orders or under the relevant order or orders.

- (h) The declarant further represents that as of the date of this undertaking, it has not transferred any of its claims under any award, judgment, or court order pertaining to the relevant order or orders or under the relevant order or orders, or granted any rights, to third parties, and further undertakes to not transfer any of its claims to third parties after entering this undertaking. Where any such claim or right is transferred, the declarant confirms that it has provided the particulars of all the interested parties in Part L, and the undertakings from each of such interested parties is attached with this undertaking in accordance with Part M of the Annexure.
- (i) In the event that, notwithstanding the foregoing, any person asserts, brings, files or maintains any claim against the Republic of India or Indian affiliates (hereinafter collectively referred to as "releasees") at any time on or after the date of furnishing this undertaking, the declarant shall indemnify, defend and hold harmless such releasees from and against any and all costs, expenses (including attorney's fees and court's fees), interest, damages, and liabilities of any nature arising out of or in any way relating to the assertion or, bringing, filing or maintaining of such claim. The declarant specifically represents that, to the best of its knowledge, after—
- (i) the execution of this undertaking;
  - (ii) the execution of any separate related undertaking by any other party in connection with the relevant order or orders; and
  - (iii) irrevocable withdrawal of all pending proceeding as outlined in this undertaking,
- no other claim regarding the said relevant order or orders referenced above, or any related award, judgment, or court order, shall remain outstanding against the Republic of India or any Indian affiliates. To avoid any doubt, the declarant's indemnity of releasees under this clause shall include any claim brought by any third party alleging that it has obtained the declarant's claims under an award, judgment or court order or the relevant order or orders. An indemnity bond to this effect is attached in Part N of the undertaking.
- (j) For the removal of any doubt, the declarant fully assumes the risk through the indemnity in clause (i) of any omission or mistake with respect to securing releasees against any related claim by any person. If the declarant fails to obtain any release from such person, the declarant warrants that it will indemnify the Republic of India or any Indian affiliates from any defense costs, court costs, and damages. An indemnity bond to the effect of clauses (i) and (j) is annexed to the undertaking.
- (k) The declarant further undertakes to refrain from facilitating, procuring, encouraging or otherwise assisting any person (including but not limited to any related party or interested party) from bringing any proceeding or claims of any kind referred to in the above clauses, or any proceeding or claim of any kind related to any relevant order or orders referred to above (whether in respect of tax, interest or penalty). The declarant shall notify by a public notice or press release, at any time before furnishing intimation in Form No. 3 where this Form is required to be furnished under rule 11UF and before furnishing this undertaking in other cases, that by signing this undertaking any claims arising out of or relating to the relevant order or orders or any related award, judgment or court order, no longer subsist. Such public notice or press release shall include, among other things, confirmation that,—
- (i) the declarant (and its related parties) forever irrevocably forgo any reliance on any right and provisions under any award, judgment or court order pertaining to the relevant order or orders or under the relevant order or orders;
  - (ii) the declarant has provided this undertaking, which includes a complete release of the Republic of India and any Indian Affiliates with respect to any award, judgment or court

- order pertaining to the relevant order or orders or under the relevant order or orders, and with respect to any claim pertaining to the relevant order or orders;
- (iii) the undertaking also includes an indemnity against any claims brought against the Republic of India or any India affiliate, including by related parties or interested parties, contrary to the release; and
  - (iv) the declarant confirms it will treat any such award, judgment or court order as null and void and without legal effect to the same extent as if it had been *set aside* by a competent court and will not take any action or initiate any proceeding or bring any claim based on that.
- (l) The declarant confirms that the undertakings given herein are intended to be enforceable by the Republic of India, including so as to secure the irrevocable waiver, withdrawal or discontinuance (as appropriate) of all the proceeding and claims referred to in any of the clauses of this undertaking.
- (m) The declarant represents and warrants that:
- (i) it has full legal power and authority to execute and deliver this undertaking (including but not limited to the issuance of the indemnity described in clauses (i) and (j) under applicable law;
  - (ii) the execution, delivery and performance of this undertaking (including but not limited to the issuance of the indemnity described in clauses (i) and (j) has been duly authorised by all necessary corporate action, including but not limited to any board resolution or similar authorisation under applicable law (*see* Note 3);
  - (iii) this undertaking constitutes the legal, valid and binding obligation of the declarant, enforceable against the declarant in accordance with its terms;
  - (iv) such authorisations described in the above sub-clauses (i), (ii) and (iii) are effective under applicable law, and to this end, letters from local counsel in the relevant jurisdictions are attached to this undertaking which confirm the legality of such authorisations under applicable law.
- (n) The declarant confirms that by submitting the present undertaking, it fulfills the conditions specified in the *Explanation* below the sixth proviso to *Explanation* 5 to clause (i) of sub-section (1) of section 9.
- (o) The details of the bank account in which the refund may be credited are provided in Part J of the Annexure.
- (p) The details of all the interested parties are provided in Part K and Part L of the Annexure. The undertaking in Part M of the Annexure by each of such persons is attached with this undertaking. The declarant represents and warrants that:
- (i) all such undertakings have been executed and delivered by the person who has full legal power and authority to execute and deliver such undertakings;
  - (ii) the execution, delivery and performance of this undertaking has been duly authorised by all necessary corporate action; and
  - (iii) this undertaking constitutes the legal, valid and binding obligation of the declarant, enforceable against such person in accordance with its terms. Such separate, related undertakings may take the same form as this undertaking.
- (q) The declarant is or is not covered under sub-rule (6) of rule 11UF and in case if the declarant is not covered under said sub-rule all the conditions provided under sub-rule (2) of rule 11UE have been fulfilled.

- (r) This undertaking is governed by relevant Indian law and any dispute with respect to this undertaking shall be subject to Indian laws and be decided in accordance with the procedures specified in the Act under the exclusive jurisdiction of the relevant income-tax authorities, tribunals or courts in Republic of India, as the case may be, which are empowered to decide disputes under the Act.

I also confirm that I am aware of all the consequences and implications of this undertaking.

Place: .....

Date: .....

Signature

.....

### Attachments

1. The Board Resolution or legal authorisation, as the case may be, as referred to in clause (m) of the undertaking
2. An indemnity bond to the effect of clause (i) and clause (j) of the undertaking attached in Part N of the undertaking.
3. Copy of the public notice referred to in clause (k) of the undertaking, where Form No. 3 is not required to be furnished under sub-rule (6) of rule 11UF.
4. Attachments as required in different parts of the Annexure to this undertaking.

### Notes

1. This information is required to be furnished where the Permanent Account Number or Aadhaar Number of the signatory is available.
2. Company Identification Number and Taxpayer Identification Number are to be provided where Permanent Account Number or Aadhaar Number or Tax Deduction Account Number of the declarant are not available.
3. The Board Resolution or legal authorisation, as referred to in clause (m) of the undertaking shall, among other things:
  - (a) record the signatory's power and authority to give the undertaking on behalf of the declarant; and
  - (b) record the declarant's power and authority to indemnify defend and hold harmless the Republic of India and the Indian affiliates in accordance with clause (i) of the undertaking.

### VERIFICATION

Verified that the contents of this undertaking are true to the best of my knowledge and belief. No part of the undertaking is false and nothing has been concealed or misstated therein.

Verified at \_\_\_\_\_ place \_\_\_\_\_ on this the \_\_\_\_\_ day \_\_\_\_\_ of \_\_\_\_\_ month \_\_\_\_\_, year \_\_\_\_\_.

Place: .....

Date: .....

Signature

.....



## Annexure

### Part A- Particulars of the relevant order or orders:

| Sl. No. | Assessment Year or Financial year | Income-tax Authority passing the order | Details of the order under consideration            |               | Taxes or penalty determined | Interest | Total demand | Relief, provided in any appeal proceeding, if any | Demand recovered from the declarant | Pending demand or refund due as on date | Details of the attachments made by any Income-tax Authority |
|---------|-----------------------------------|----------------------------------------|-----------------------------------------------------|---------------|-----------------------------|----------|--------------|---------------------------------------------------|-------------------------------------|-----------------------------------------|-------------------------------------------------------------|
|         |                                   |                                        | Section and sub-section of the Income-tax Act, 1961 | Date of order |                             |          |              |                                                   |                                     |                                         |                                                             |
| (1)     | (2)                               | (3)                                    | (4)                                                 | (5)           | (6)                         | (7)      | (8)          | (9)                                               | (10)                                | (11)                                    | (12)                                                        |

### Part B- Particulars of the relevant order or orders covered by sub-clause (i) of clauses (b), (c) and (d) of the undertaking:

| Sl. No. | Sl. No. in Part A where the relevant order is mentioned | No appeal or application or petition or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court has been filed (refer clause (b)(i) of the undertaking). | No proceeding has been initiated for arbitration, conciliation or mediation, and no notice has been given thereof under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise (refer clause (c)(i) of the undertaking). | No proceeding initiated to enforce or pursue attachments in connection with any award, order or judgment, any other relief that may have been ordered or issued or passed by any tribunal or court or other judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the declarant against the Republic of India and Indian affiliates (refer clause (d)(i) of the undertaking). |
|---------|---------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                                                     | (3)                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4)                                                                                                                                                                                                                                                                                                                                                     | (5)                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|         |                                                         | Applicable or Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                  | Applicable or Not applicable                                                                                                                                                                                                                                                                                                                            | Applicable or Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                        |

### Part C: Particulars of the appeals or applications or petitions or proceeding under sub-clauses (ii) and (iii) of clause (b) of the undertaking:

| Sl. No. | Sl. No. in Part A where the relevant order is mentioned | Nature of appeals or applications or petitions or proceeding | Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court before whom such appeals or applications or petitions or proceeding has been filed | Date of filing the appeals or applications or petitions or proceeding | Date of disposing of or withdrawal such appeals or applications or petitions or proceeding (Please attach a copy of order by the Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court accepting the withdrawal or disposing of) |
|---------|---------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                                                     | (3)                                                          | (4)                                                                                                                                                                                                                                                                                                                                                                                                       | (5)                                                                   | (6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

### Part D - Particulars of the appeals or applications or petitions or proceeding under sub-clause (iv) of

clauses (b) of the undertaking:

| Sl. No. | Sl. No. in Part A where the relevant order is mentioned | Nature of appeals or applications or petitions or proceeding | Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court before whom such appeals or applications or petitions or proceeding has been filed | Date of filing the appeals or applications or petitions or proceeding |
|---------|---------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| (1)     | (2)                                                     | (3)                                                          | (4)                                                                                                                                                                                                                                                                                                                                                                                                       | (5)                                                                   |

**Part E** - Particulars of the proceeding for arbitration, conciliation or mediation, or notices under sub-clause (ii) and (iii) of clause (c) of the undertaking:

| Sr. No. | Sl. No in Part A where the relevant order is mentioned | Nature of proceeding for arbitration, conciliation or mediation, or notices thereof with case number or Notice given | Particulars (including the name of the country) where such proceeding for arbitration, conciliation or mediation are pending or notices thereof have been issued | Date of initiating the proceeding for arbitration, conciliation or mediation/issue of notice | Name of the agreement entered into by India under which the proceeding for arbitration, conciliation or mediation are pending | Status of the proceeding for arbitration, conciliation or mediation | Date of disposing of or withdrawal of such proceeding for arbitration, conciliation or mediation, or notices (Please attach evidence of such disposing of or withdrawal, including order of the Tribunal or court or other judicial or quasi-judicial or administrative authority). |
|---------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                                                    | (3)                                                                                                                  | (4)                                                                                                                                                              | (5)                                                                                          | (6)                                                                                                                           | (7)                                                                 | (8)                                                                                                                                                                                                                                                                                 |

**Part F** - Particulars of the proceeding for arbitration, conciliation or mediation, or notices under sub-clause (iv) of clause (c) of the undertaking:

| Sl. No. | Sl. No in Part A where the relevant order is mentioned | Nature of proceeding for arbitration, conciliation or mediation, or notices thereof with case number or Notice given | Particulars (including the name of the country) where such proceeding for arbitration, conciliation or mediation are pending of notices thereof have been issued | Date of initiating the proceeding for arbitration, conciliation or mediation/issue of notice | Name of the agreement entered into by India under which the proceeding for arbitration, conciliation or mediation are pending | Status of the proceeding for arbitration, conciliation or mediation |
|---------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| (1)     | (2)                                                    | (3)                                                                                                                  | (4)                                                                                                                                                              | (5)                                                                                          | (6)                                                                                                                           | (7)                                                                 |

**Part G** - Particulars of the award, order or judgment or any other relief under sub-clause (v) of clause (c) of the undertaking:

| Sl. No. | Sl. No. in Part A where the relevant order is mentioned | Nature of such award, order or judgment or any other relief | Particulars (including the name of the country) where proceeding related to such award, order, judgment or any other relief were held | Date of such award, order, judgment or any other relief along with reference number | Status of the award, order, judgment or any other relief |
|---------|---------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|
| (1)     | (2)                                                     | (3)                                                         | (4)                                                                                                                                   | (5)                                                                                 | (6)                                                      |

**Part H** - Particulars of the proceeding to enforce any award, order or judgment or any other relief under

sub-clauses (ii) and (iii) of clause (d) of the undertaking:

| Sl. No. | Sl. No. in Part A where the relevant order is mentioned | Nature of proceeding to enforce such award, order or judgment or any other relief | Particulars (including the name of the country) where such proceeding to enforce any award, order or judgment or any other relief are taking place | Date of filing proceeding to enforce any award, order or judgment or any other relief | Nature of such award, order or judgment or any other relief (Attach copy thereof) | Status of the proceeding to enforce such award, order or judgment or any other relief | Date of disposing of or withdrawal of proceeding to enforce such award, order or judgment or any other relief (Please attach a copy of evidence of such disposing of/withdrawal, including order of the Court or other judicial authority). |
|---------|---------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                                                     | (3)                                                                               | (4)                                                                                                                                                | (5)                                                                                   | (6)                                                                               | (7)                                                                                   | (8)                                                                                                                                                                                                                                         |

**Part I** - Particulars of the proceeding to enforce any award, order or judgment or any other relief under sub-clause (iv) of clause (d) of the undertaking:

| Sl. No. | Sl. No in Part A where the relevant order is mentioned | Nature of proceeding to enforce such award, order or judgment or any other relief | Particulars (including the name of the country) where such proceeding to enforce any award, order or judgment or any other relief are taking place | Date of filing proceeding to enforce any award, order or judgment or any other relief | Nature of such award, order or judgment or any other relief (Attach copy thereof) | Status of the proceeding to enforce such award, order or judgment or any other relief |
|---------|--------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| (1)     | (2)                                                    | (3)                                                                               | (4)                                                                                                                                                | (5)                                                                                   | (6)                                                                               | (7)                                                                                   |

**Part J** - Details of bank account in Republic of India to which the refund is to be remitted

| Sl. No. | Bank Name and Address | Account Number and other required details for remittance |
|---------|-----------------------|----------------------------------------------------------|
| (1)     | (2)                   | (3)                                                      |

**Part K**- Details of all the companies or entities in the entire chain of holding of the declarant till the ultimate holding company or entity of the declarant:

| Sl. No. | Name of holding company | Percentage of the ownership by such holding company in the declarant as on the date of undertaking | If the ownership in the declarant is not held directly by such holding company, the chain of ownership with the names of all the companies in the chain of ownership |
|---------|-------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                     | (3)                                                                                                | (4)                                                                                                                                                                  |

**Part L**- Details of all the interested parties other than the interested parties covered under Part K

| Sl. No. | Name of such persons whose interest may be affected directly or indirectly by this undertaking | Nature of interest of such person | Amount of interest of such person (Rs), if available |
|---------|------------------------------------------------------------------------------------------------|-----------------------------------|------------------------------------------------------|
| (1)     | (2)                                                                                            | (3)                               | (4)                                                  |

**PART M Undertaking by person(s) declared in Part K and Part L of the Undertaking**

To,

Principal Commissioner/Commissioner

.....

Sir/Madam,

I.....(name in block letters) son/daughter of..... designation .....and nationality .....and related passport number..... (hereinafter referred to as "signatory") having Permanent Account Number/Aadhaar Number (see Note 1) .....on behalf of ..... (name of the interested party) having Permanent Account Number/Aadhaar number/Tax Deduction Account Number (see Note 2)

..... and being duly authorised and competent to represent the interested party in this regard pursuant to Board Resolution and legal authorisation (see Note 3), as the case may be, hereby declare as follows:

- (a) The particulars of specified orders that have been passed or made in respect of income accruing or arising through or from the transfer of an asset or a capital asset situate in India in consequence of the transfer of a share or interest in a company or entity registered or incorporated outside Republic of India made before the 28th day of May, 2012 in the case of declarant and the nature of interest of the interested party in such specified orders are provided in Part MA of the Annexure.
- (b) The interested party has (strike off options that are not applicable):
  - (i) not filed any appeal or application or petition or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant order or orders, and hereby undertakes that it shall not file any appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such relevant order or orders are provided in Part MB of the Annexure;
  - (ii) filed one or more appeals or applications or petitions or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant order or orders and has irrevocably, on a with prejudice basis, withdrawn all such appeals or applications or petitions or proceeding or such appeals or applications or petitions or proceeding have been disposed at any time before the date of filing Form No. 1, and hereby undertake that it shall not file any appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such appeals or applications or petitions or proceeding filed and irrevocably withdrawn with prejudice by the interested party, are provided in Part MC of the Annexure.
  - (iii) filed one or more appeals or applications or petitions or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant order or orders and all the appeals or applications or petitions or proceeding filed by the interested party have been disposed of and no further appeal or application or petition or proceeding has been filed by the interested party and evidence thereof is furnished herewith and hereby undertake that it shall not file any appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such appeals or applications or petitions or proceeding filed and disposed of, are provided in Part MC of the Annexure.
  - (iv) filed appeals or applications or petitions or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court against the relevant order or orders and one or more of such appeals or applications or petitions or proceeding are pending as on the date of this undertaking and

hereby undertakes to irrevocably withdraw, terminate and discontinue any and all such appeals or applications or petitions or proceeding that are pending as on the date of signing this undertaking, on a with prejudice basis, in accordance with clause (e) below. The interested party further undertakes that it shall not file any such appeal, application, petition or proceeding in future against the relevant order or orders. Particulars of such pending appeals or applications or petitions or proceeding filed by the interested party and their status as on the date of this undertaking, are provided in Part D of the Annexure. Particulars of any appeals or applications or petitions or proceeding as described in this clause (b) which are not covered by the sub-clauses (i) and (ii) are also provided in Part MD of the Annexure.

(c) The interested party has (strike off options that are not applicable):

- (i) not initiated any proceeding for arbitration, conciliation or mediation, and no notice has been given thereof under any law for the time being in force or under any agreement entered into by Republic of India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant order or orders, and hereby undertakes that it shall not initiate any such arbitration, conciliation or mediation in future. Particulars of such relevant order or orders are provided in Part MB of the Annexure;
- (ii) initiated proceeding for arbitration, conciliation or mediation, or notices thereof has been given, under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant order or orders and has irrevocably, on a with prejudice basis, withdrawn any such proceeding for arbitration, conciliation or mediation, and notices given thereof. The interested party hereby undertakes that it shall not reopen in future any such proceeding or initiate or file any such arbitration, conciliation or mediation in future arising out of or in connection with the relevant order or orders. Particulars of such proceeding for arbitration, conciliation or mediation and notices given thereof, initiated and irrevocably withdrawn with prejudice by the interested party, are provided in Part ME of the Annexure.
- (iii) initiated proceeding for arbitration, conciliation or mediation, or notices thereof has been given, under any law for the time being in force or under any agreement entered into by Republic of India with any other country or territory outside India, whether for protection of investment or otherwise against the relevant order or orders and all the arbitration, conciliation or mediation filed by the interested party have been disposed of and no further proceeding has been initiated by the interested party and evidence thereof is furnished herewith. The interested party hereby undertakes that it shall not reopen in future any such proceeding or initiate or file any such arbitration, conciliation or mediation in future arising out of or in connection with the relevant order or orders. Particulars of such proceeding for arbitration, conciliation or mediation and notices given thereof, initiated and disposed of, are provided in Part ME of the Annexure.
- (iv) has initiated proceeding for arbitration, conciliation or mediation, or notices thereof has been given, under any law for the time being in force or under any agreement entered into by Republic of India with any other country or territory outside Republic of India, whether for protection of investment or otherwise against the relevant order or orders and one or more of such proceeding or notices are pending on the date of undertaking and hereby undertakes to irrevocably withdraw, terminate and discontinue any and all such proceeding or notices for arbitration, conciliation or mediation that are pending as on the date of signing this undertaking, on a with prejudice basis, in accordance with clause (e). Particulars of such pending proceeding and notices filed by the interested party are

provided in Part F of the Annexure. The interested party hereby further undertakes that it shall not initiate any such arbitration, conciliation or mediation in future arising out of or in connection with the relevant order or orders. Particulars of any proceeding for arbitration, conciliation or mediation, or notices thereof, which are not covered by the sub-clause (i) and sub-clause (ii), are also provided in Part MF of the Annexure.

- (v) received or got any awards, orders, judgements or any other reliefs issued in favour of the interested party, arising out of or in any way relating to the imposition of tax, interest and penalty based on the relevant order or orders, under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise and hereby undertakes to irrevocably waive any right to seek or pursue any claim or costs or declaratory relief in relation to or arising out of such awards, orders or judgments or any other relief that may have been ordered, issued or passed against India and any Indian affiliate, whether it is in proceeding initiated by the interested party or by India and any Indian affiliate. The interested party also undertakes to irrevocably waive any right to seek or pursue any claim for costs in respect of any proceeding initiated by the Republic to *set aside* such award, order or judgment issued in favour of the interested party. The interested party hereby undertakes that it shall not initiate or file any such arbitration, conciliation or mediation in future. Particulars of such awards, orders, judgment or any other relief are provided in Part MG of the Annexure.
- (d) The interested party has (strike off options that are not applicable):
  - (i) not initiated any proceeding to enforce or pursue attachments in connection with any awards, orders, judgments, or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the interested party as referred in clause (c) of this undertaking either against the Republic of India and any Indian affiliate, and hereby undertakes that it shall not initiate any such proceeding in future. Particulars of such award, order or judgment are provided in Part MB of the Annexure.
  - (ii) initiated proceeding to enforce or pursue attachments in connection with any awards, orders, judgments or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the interested party, as referred to in clause (c) of this undertaking against the Republic of India and any Indian affiliate. The interested party has irrevocably and with prejudice withdrawn or discontinued any such proceeding and hereby undertakes that it shall not reopen any such proceeding in future or file fresh proceeding to enforce or pursue attachments. Particulars of such proceeding, initiated and withdrawn or discontinued by the interested party, are provided in Part MH of the Annexure.
  - (iii) initiated proceeding to enforce or pursue attachments in connection with any awards, orders, judgments or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the interested party, as referred to in clause (c) of this undertaking against the Republic of India and any Indian affiliate. All such proceeding filed by the interested party have been disposed of and no further proceeding has been filed by the interested party and evidence is herewith furnished and hereby undertakes that it shall not reopen any such proceeding in future or file or initiate fresh proceeding to enforce or pursue attachments. Particulars of such proceeding, initiated and disposed of, are provided in Part MH of the Annexure.

(iv) initiated proceeding to enforce or pursue attachments in respect of any awards, orders, judgments, or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the interested party as referred to in clause (c) of this undertaking, either against the Republic of India and any Indian affiliate and one or more of such proceeding are pending on the date of undertaking and, interested party has obtained one or more orders from any court or other authority which remain outstanding against India and any Indian affiliate. The interested party hereby undertakes that it shall not file in future any such proceeding to enforce or pursue attachments regarding any awards, orders, judgments, or any other relief that may have been ordered, issued or passed by any tribunal or court or other judicial, quasi-judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the interested party as referenced in clause (c) of this undertaking or to enforce the orders from any court or other authority which remain outstanding against India and any Indian affiliate. The interested party further undertakes to fully cooperate with the Republic of India or any Indian affiliate which is subject to such outstanding order, in order to *set-aside* or otherwise nullify any such outstanding order, and irrevocably and with prejudice waives any rights or remedies arising from such outstanding order. Particulars of such proceeding, are provided in Part MI of the Annexure. Particulars of any such proceeding, to enforce or pursue attachments in connection with any awards, orders, judgments, or any other relief, which are not covered by the sub-clauses (i) and (ii), are also provided in Part MI of the Annexure. The interested party also undertakes to irrevocably withdraw, terminate and discontinue with prejudice any and all such proceeding to enforce or pursue attachments in accordance with clause (e) below.

(e) The interested party hereby undertakes as follows: -

- (i) to irrevocably and with prejudice withdraw, discontinue, terminate and take all necessary steps to irrevocably and with prejudice close the pending proceeding referred in sub-clause (iv) of clause (b), sub-clause (iv) of clause (c), sub-clause (v) of clause (c) and sub-clause (iv) of clause (d) of this undertaking, as well as any other pending proceeding against Republic of India or Indian affiliates relating to the relevant order or orders and not referenced in clauses (b), (c) and (d) above, and not to pursue in any way and by any means in future the pending proceeding as referenced in clauses (b), (c) and (d) and any other pending proceeding relating to the relevant order or orders not referred in the above clauses and any other fresh proceeding relating to the relevant order or orders. In so acting, interested party shall act in accordance with this undertaking and in full cooperation with the Republic of India.
- (ii) to irrevocably terminate, release, discharge, and forever irrevocably waive any right, whether direct or indirect, and any claims, demands, liens, actions, suits, causes of action, obligations, controversies, debts, costs, attorneys' fees, court's fees, expenses, damages, judgments, orders, declaratory reliefs, and liabilities of whatever kind or nature at law, in equity, or otherwise, whether now known or unknown previously (or in future discovered), suspected or unsuspected, and whether or not concealed or hidden, which have existed or may have existed, or do exist or which hereafter can, shall or may exist, in relation to any award, order, judgment, or any other relief as referred in clauses (b), (c) and (d) of this undertaking, against the Republic of India and all Indian affiliates, ordered, issued or passed in connection with the relevant order or orders, whether it is in proceeding initiated by the interested party or by India and any Indian affiliate. For the avoidance of doubt, the interested party's irrevocable waiver includes irrevocable waiver of any right provided by

any existing *ex parte*, provisional, or other kind of court order permitting enforcement or attachment against the Republic of India and any Indian affiliate, in furtherance of any award, order, judgment, or any other relief that may have been ordered or issued or passed by any arbitral tribunal as referred in clauses (b), (c) and (d). The interested party further undertakes to fully cooperate with the Republic of India or any Indian affiliate which is subject to any outstanding order referenced in clause (d), in order to *set aside* or otherwise nullify any such outstanding order, and irrevocably and with prejudice waives any rights or remedies arising from such outstanding order. For further avoidance of doubt, the interested party also undertakes to irrevocably waive any right to seek or pursue any claim for costs in respect of any proceeding initiated by Republic of India and any Indian Affiliate to *set aside* such award, order or judgment ordered, issued or passed in favour of the interested party. Such irrevocable waiver includes, but is not limited to, any right under any relevant *ex parte* order.

- (iii) to irrevocably waive any right to seek or pursue any claim for costs in respect of any proceeding initiated by the Republic of India to *set aside* such award, order or judgment, or any other relief issued in favour of the interested party.
- (f) The interested party specifically represents that all Parts of the Annexure as described in this undertaking are full and complete to the best of its knowledge.
- (g) The interested party hereby undertakes to irrevocably terminate, release, discharge, and forever irrevocably waive any right, whether direct or indirect, and any remedies, claims, demands, liens, actions, suits, causes of action, obligations, controversies, debts, costs, attorneys' fees, court's fees, expenses, damages, judgments, orders, compensation and liabilities of whatever kind or nature at law, in equity, or otherwise, whether now known or unknown, suspected or unsuspected, and whether or not concealed or hidden, which have existed or may have existed, or do exist or which hereafter can, shall or may exist, based on pursuit of any remedy or any and all claims, demands, damages, judgments, awards, costs, expenses, compensation or liabilities of any kind (whether asserted or unasserted) in relation to any facts, events, or omissions occurring from the beginning of time to the date of this undertaking and thereafter in future in relation to taxation of said income or relevant order or orders, or any related award, judgment or court order, which may otherwise be available to the interested party under any law for the time being in force, in equity, under any statute or under any agreement entered into by India with any country or territory outside India, whether for protection of investment or otherwise, whether it is in proceeding initiated by the interested party or by India and any Indian affiliate. For the avoidance of doubt, the interested party's above waiver includes an irrevocable waiver of any claim against India and any Indian affiliate to costs incurred or interest accrued in relation to the relevant order or orders, or any related ongoing or completed litigation, arbitration, conciliation or mediation. Moreover, for the avoidance of any doubt, the interested party hereby undertakes to forgo any reliance on any right under any award, judgment, or court order pertaining to the relevant order or orders or under the relevant order or orders.
- (h) The interested party further represents that as of the date of this undertaking, it has not transferred any of its claims under any award, judgment, or court order pertaining to the relevant order or orders or under the relevant order or orders, or granted any rights, to third parties, and further undertakes to not transfer any of its claims to third parties after entering this undertaking.
- (i) In the event that, notwithstanding the foregoing, any person asserts, brings, files or maintains any claim against the Republic of India or Indian affiliates (hereinafter collectively referred to as "releasees") at any time on or after the date of furnishing this undertaking, the interested party shall indemnify, defend and hold harmless such releasee from and against any and all costs, expenses (including attorneys' fees and court's fees), interest, damages, and liabilities of any



nature arising out of or in any way relating to the assertion or, bringing, filing or maintaining of such claim. The interested party specifically represents that, to the best of its knowledge, after

- (i) the execution of this undertaking;
- (ii) the execution of any separate related undertaking by any other party in connection with the relevant order or orders; and
- (iii) irrevocable withdrawal of all pending proceeding as outlined in this undertaking.

no other claim regarding the said relevant order or orders referenced above, or any related award, judgment, or court order, shall remain outstanding against the Republic of India or any Indian affiliate. To avoid any doubt, the interested party's indemnity of releasees shall include any claim brought by any third party alleging that it has obtained the interested party's claims under an award, judgment or court order or the relevant order or orders. An indemnity bond to this effect is attached in Part N of the undertaking.

- (j) For the avoidance of any doubt, the interested party fully assumes the risk through the indemnity in clause (i) of any omission or mistake with respect to securing releasees against any related claim by any person. If the interested party fails to obtain any release from such person, the interested party warrants that it will indemnify the Republic of India or any Indian affiliates from any defense costs, court costs, and damages. An indemnity bond to the effect of clauses (i) and (j) is annexed to the undertaking.
- (k) The interested party further undertakes to refrain from facilitating, procuring, encouraging or otherwise assisting any party (including but not limited to any related party) from bringing any proceeding or claims of any kind referred to in the above clauses, or any proceeding or claim of any kind related to any relevant order or orders referred to above (whether in respect of tax, interest or penalty). The interested party shall notify by a public notice or press release, at any time before furnishing intimation in Form No. 3 where Form No. 3 is required to be furnished under rule 11UF and before furnishing this undertaking in other cases, that by signing this undertaking any claims arising out of or relating to the relevant order or orders or any related award, judgment or court order, no longer subsist. Such public notice shall include, among other things, confirmation that,-
  - (i) the interested party forever irrevocably forgoes any reliance on any right and provisions under any award, judgment, or court order pertaining to the relevant order or orders or under the relevant order or orders;
  - (ii) the interested party has provided this undertaking, which includes a complete release of the Republic of India and any Indian Affiliate with respect to any award, judgment, or court order pertaining to the relevant order or orders or under the relevant order or orders, and with respect to any claim pertaining to the relevant order or orders;
  - (iii) the undertaking also includes an indemnity against any claims brought against the Republic of India or any India affiliate contrary to the release; and
  - (iv) the interested party confirms it will treat any such award, judgment, or court order as null and void and without legal effect to the same extent as if it had been *set aside* by a competent court and will not take any action or initiate any proceeding or bring any claim based on that.
- (l) The interested party confirms that the undertakings given herein are intended to be enforceable by the Republic of India, including so as to secure the irrevocable waiver, withdrawal or discontinuance (as appropriate) of all the proceeding and claims referred to in any of the clauses of this undertaking.
- (m) The interested party represents and warrants that:

- (i) it has full legal power and authority to execute and deliver this undertaking (including but not limited to the issuance of the indemnity described in clauses (i) and (j) under applicable law;
  - (ii) the execution, delivery and performance of this undertaking (including but not limited to the issuance of the indemnity described in clauses (i) and (j) has been duly authorised by all necessary corporate action, including but not limited to any board resolution or similar authorisation under applicable law (see Note 3);
  - (iii) this undertaking constitutes the legal, valid and binding obligation of the interested party, enforceable against the interested party in accordance with its terms;
  - (iv) such authorisations described in the above sub-clauses (i), (ii) and (iii) are effective under applicable law, and to this end, letters from local counsel in the relevant jurisdictions are attached to this undertaking which confirm the legality of such authorisations under applicable law; and
- (n) This undertaking is governed by relevant Indian law and any dispute with respect to this undertaking shall be subject to Indian laws and be decided in accordance with the procedures specified in the Act under the exclusive jurisdiction of the relevant Income-tax authorities, tribunals or courts in India, as the case may be, which are empowered to decide disputes under the Act.

I also confirm that, I am aware of all the consequences and implications of this undertaking.

Place: .....

Date: .....

Signature .....

#### **Attachments**

1. The Board Resolution and legal authorisation, as referred to in clause (m) of Part M.
2. An indemnity bond to the effect of clauses (i) and (j) of Part M in Part N of the undertaking in Form No. 1;
3. Copy of the public notice referred to in clause (k) of Part M, where Form No. 3 is not required to be furnished under sub-rule (6) of rule 11UF.
4. Attachments as required in different parts of the Annexure to Part M of this undertaking

#### **Notes:**

1. This information is required to be furnished where the Permanent Account Number or Aadhaar Number of the signatory is available.
2. Company Identification Number and Taxpayer Identification Number are to be provided where Permanent Account Number/Aadhaar Number or Tax Deduction Account Number of the interested party are not available.
3. The Board Resolution or legal authorisation, as referred to in clause (m) of the undertaking shall, among other things:
  - (a) record the Signatory's power and authority to give the undertaking on behalf of the interested party; and
  - (b) record the interested party's power and authority to indemnify defend and hold harmless the Republic of India and the Indian affiliates in accordance with clause (i) of the undertaking.

#### **VERIFICATION**

Verified that the contents of this undertaking are true to the best of my knowledge and belief. No part of the undertaking is false and nothing has been concealed or misstated therein.

Verified at \_\_\_\_\_ place \_\_\_\_\_ on this the \_\_\_\_ day \_\_\_\_ of \_\_\_\_ month \_\_\_\_\_, year \_\_\_\_\_.

Place: .....

Date: .....

Signature .....

## Annexure

### Part MA- Particulars of the relevant order or orders:

| Sl. No. | Assessment Year or Financial year | Income-tax Authority passing the order | Details of the order under consideration            |               | Nature of interest of the interested party |
|---------|-----------------------------------|----------------------------------------|-----------------------------------------------------|---------------|--------------------------------------------|
|         |                                   |                                        | Section and sub-section of the Income-tax Act, 1961 | Date of order |                                            |
| (1)     | (2)                               | (3)                                    | (4)                                                 | (5)           | (6)                                        |

### Part MB- Particulars of the relevant order or orders covered by sub-clause (i) of clauses (b), (c) and (d) of the undertaking:

| Sl. No. | Sl. No. in Part MA where the relevant order is mentioned | No appeal or application or petition or proceeding before any Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court has been filed (refer clause (b)(i) of the undertaking). | No proceeding has been initiated for arbitration, conciliation or mediation, and no notice has been given thereof under any law for the time being in force or under any agreement entered into by India with any other country or territory outside India, whether for protection of investment or otherwise (refer clause (c)(i) of the undertaking). | No proceeding initiated to enforce or pursue attachments in connection with any award, order or judgment, any other relief that may have been ordered or issued or passed by any tribunal or court or other judicial or administrative authority in relation to the said arbitration, conciliation or mediation proceeding in favour of the interested party against the Republic of India and Indian affiliates (refer clause (d)(i) of the undertaking). |
|---------|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                                                      | (3)                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4)                                                                                                                                                                                                                                                                                                                                                     | (5)                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|         |                                                          | Applicable or Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                  | Applicable or Not applicable                                                                                                                                                                                                                                                                                                                            | Applicable or Not applicable                                                                                                                                                                                                                                                                                                                                                                                                                               |

### Part MC - Particulars of the appeals or applications or petitions or proceeding under sub-clauses (ii) and (iii) of clause (b) of the undertaking:

| Sl. No. | Sl. No. in Part MA where the relevant order is mentioned | Nature of appeals or applications or petitions or proceeding | Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court before whom such appeals or applications or petitions or proceeding has been filed | Date of filing the appeals or applications or petitions or proceeding | Date of disposing of or withdrawal such appeals or applications or petitions or proceeding (Please attach a copy of order by the Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court accepting the withdrawal or disposing of) |
|---------|----------------------------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)     | (2)                                                      | (3)                                                          | (4)                                                                                                                                                                                                                                                                                                                                                                                                       | (5)                                                                   | (6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

**Part MD** - Particulars of the appeals or applications or petitions or proceeding under sub-clause (iv) of clause (b) of the undertaking:

| <i>Sl. No.</i> | <i>Sl. No. in Part MA where the relevant order is mentioned</i> | <i>Nature of appeals or applications or petitions or proceeding</i> | <i>Income-tax authority or Authority for Advance Rulings constituted under section 245-O of the Act or the Board for Advance Rulings under section 245-OB or Income-tax Settlement Commission constituted under section 245B or the Interim Board for Settlement constituted under section 245AA or any tribunal or court before whom such appeals or applications or petitions or proceeding has been filed</i> | <i>Date of filing the appeals or applications or petitions or proceeding</i> |
|----------------|-----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| (1)            | (2)                                                             | (3)                                                                 | (4)                                                                                                                                                                                                                                                                                                                                                                                                              | (5)                                                                          |

**Part ME** - Particulars of the proceeding for arbitration, conciliation or mediation, or notices under sub-clauses (ii) and (iii) of clause (c) of the undertaking:

| <i>Sl. No.</i> | <i>Sl. No Part MA where the relevant order is mentioned</i> | <i>Nature of proceeding for arbitration, conciliation or mediation, or notices thereof with case number or Notice given</i> | <i>Particulars (Including the name of the country) where such proceeding for arbitration, conciliation or mediation are pending or notices thereof have been issued</i> | <i>Date of initiating the proceeding for arbitration, conciliation or mediation/issue of notice</i> | <i>Name of the agreement entered into by India under which the proceeding for arbitration, conciliation or mediation are pending</i> | <i>Status of the proceeding for arbitration, conciliation or mediation</i> | <i>Date of disposing of or withdrawal of such proceeding for arbitration, conciliation or mediation, or notices (Please attach evidence of such disposing of or withdrawal, including order of the Tribunal or court or other judicial or quasi-judicial or administrative authority).</i> |
|----------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)            | (2)                                                         | (3)                                                                                                                         | (4)                                                                                                                                                                     | (5)                                                                                                 | (6)                                                                                                                                  | (7)                                                                        | (8)                                                                                                                                                                                                                                                                                        |

**Part MF** - Particulars of the proceeding for arbitration, conciliation or mediation, or notices under sub-clause (iv) of clause (c) of the undertaking:

| <i>Sl. No.</i> | <i>Sl. No. in Part MA where the relevant order is mentioned</i> | <i>Nature of proceeding for arbitration, conciliation or mediation, or notices thereof with case number or Notice given</i> | <i>Particulars (Including the name of the country) where such proceeding for arbitration, conciliation or mediation are pending of notices thereof have been issued</i> | <i>Date of initiating the proceeding for arbitration, conciliation or mediation or issue of notice</i> | <i>Name of the agreement entered into by India under which the proceeding for arbitration, conciliation or mediation are pending</i> | <i>Status of the proceeding for arbitration, conciliation or mediation</i> |
|----------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| (1)            | (2)                                                             | (3)                                                                                                                         | (4)                                                                                                                                                                     | (5)                                                                                                    | (6)                                                                                                                                  | (7)                                                                        |

**Part MG** - Particulars of the award, order or judgment or any other relief under sub-clause (v) of clause (c) of the undertaking:

| <i>Sl. No.</i> | <i>Sl. No. in Part MA where the relevant order is mentioned</i> | <i>Nature of such award, order or judgment or any other relief</i> | <i>Particulars (Including the name of the country) where proceeding related to such award, order, judgment or any other relief were held</i> | <i>Date of such award, order, judgment or any other relief along with reference number</i> | <i>Status of the award, order, judgment or any other relief</i> |
|----------------|-----------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| (1)            | (2)                                                             | (3)                                                                | (4)                                                                                                                                          | (5)                                                                                        | (6)                                                             |

**Part MH** - Particulars of the proceeding to enforce any award, order or judgment or any other relief

under sub-clauses (ii) and (iii) of clause (d) of the undertaking:

| <i>Sl. No.</i> | <i>Sl. No. in Part MA where the relevant order is mentioned</i> | <i>Nature of proceeding to enforce such award, order or judgment or any other relief</i> | <i>Particulars (Including the name of the country)where such proceeding to enforce any award, order or judgment or any other relief are taking place</i> | <i>Date of filing proceeding to enforce any award, order or judgment or any other relief</i> | <i>Nature of such award, order or judgment or any other relief (Attach copy thereof)</i> | <i>Status of the proceeding to enforce such award, order or judgment or any other relief</i> | <i>Date of disposing of/withdrawal of proceeding to enforce such award, order or judgment or any other relief (Please attach a copy of evidence of such disposing of or withdrawal, including order of the Court or other judicial authority)</i> |
|----------------|-----------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1)            | (2)                                                             | (3)                                                                                      | (4)                                                                                                                                                      | (5)                                                                                          | (6)                                                                                      | (7)                                                                                          | (8)                                                                                                                                                                                                                                               |

**Part MI** - Particulars of the proceeding under sub-clause (iv) of clause (d) of the undertaking:

| <i>Sl. No.</i> | <i>Sl. No. in Part MA where the relevant order is mentioned</i> | <i>Nature of proceeding to enforce such award, order or judgment or any other relief</i> | <i>Particulars (Including the name of the country)where such proceeding to enforce any award, order or judgment or any other relief are taking place</i> | <i>Date of filing proceeding to enforce any award, order or judgment or any other relief</i> | <i>Nature of such award, order or judgment or any other relief (Attach copy thereof)</i> | <i>Status of the proceeding to enforce such award, order or judgment or any other relief</i> |
|----------------|-----------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| (1)            | (2)                                                             | (3)                                                                                      | (4)                                                                                                                                                      | (5)                                                                                          | (6)                                                                                      | (7)                                                                                          |

## **Part N**

### **INDEMNITY BOND**

This Indemnity Bond ("**Bond**") is made on this..... day of....., 2021 by..... (name in block letters) son/daughter of..... designation and nationality..... and related passport number..... (hereinafter referred to as "**Signatory**") having Permanent Account Number/Aadhaar Number/Tax Deduction Account Number (See Note 1)..... on behalf of..... (name of the declarant or interested party, as the case may be) having Permanent Account Number/Aadhaar number/Tax Deduction Account Number..... (See Note 2) and being duly authorised and competent to represent the declarant or interested party, as the case may be, in this regard pursuant to Board Resolution or legal authorisation (See Note 3), of the **FIRST PART**.

**And**

The Republic of India and any Indian affiliate (hereinafter collectively referred to as "**releasees**") of the **OTHER PART**

### **WHEREAS:**

- A. The Income-tax Rules, 1962 have been amended and the Income-tax (31st Amendment) Rules, 2021 have come into force from the date of their publication in the Official Gazette.
- B. The declarant or interested party, as the case may be, has filed an undertaking under sub-rule (1) of rule 11UE of the Income -tax Rules, 1962, to which this indemnity bond is annexed. Any defined terms not defined herein shall have the same meaning as the definitions given under rule 11UE and the undertaking.
- C. Pursuant to the above, the declarant or interested party, as the case may be, has agreed to

indemnify, defend and hold harmless the Republic of India and Indian affiliates from and against any and all costs, expenses (including attorney fees and court fees), interest, damages, and liabilities of any nature arising out of or in any way relating to the assertion or, bringing, filing or maintaining of any claim at any time after the date of furnishing the undertaking in Form No. 1 by any person, related to any relevant order or orders, or in relation to any award, order, judgment, or any other relief, or to any dispute underlying the award, and the declarant or interested party, as the case may be, has agreed to furnish an indemnity bond to this effect, such that the declarant or interested party, as the case may be, fully assumes the risk of any omission or mistake with respect to identification and procurement of authorisations and undertakings from any related parties or interested parties as provided in the undertaking, and securing the Republic of India and Indian affiliates from any claim related to any relevant order or orders, or in relation to any award, order, judgment, or any other relief or to the dispute underlying the award against the Republic of India or Indian affiliates in connection with the relevant order or orders.

- D. Accordingly the declarant or interested party, as the case may be, is executing this Indemnity Bond in favour of the Republic of India on the terms appearing hereunder.

**NOW THIS INDEMNITY BOND WITNESSETH AS FOLLOWS:**

1. In the event that any person or entity asserts, brings, files or maintains any claim against any releasee at any time on or after the date of furnishing this undertaking, related to any relevant order or orders, or in relation to any award, order, judgment, or any other relief, or to any dispute underlying the award, against the Republic of India or Indian affiliates in connection with the relevant order or orders, the declarant or interested party, as the case may be, shall indemnify, defend and hold harmless such releasees from and against any and all costs, expenses (including attorney fees and court fees), interest, damages, and liabilities of any nature arising out of or in any way relating to the assertion or, bringing, filing or maintaining of such claim.
2. The declarant or interested party, as the case may be, specifically represents that, to the best of its knowledge, after—
  - (i) the execution of this undertaking;
  - (ii) the execution of any separate related undertaking by any other party in connection with the relevant order or orders; and
  - (iii) withdrawal of all pending proceeding as outlined in this undertaking,

that no other claim regarding the said relevant order or orders referenced above, or any related award, judgment, or court order, or any aspect of the dispute underlying the award shall remain outstanding against the Republic of India or other releasee.

*Explanation I.*-For the removal of any doubt, the declarant's or interested party's indemnity of releasees under this clause shall include any claim brought by any third party alleging that it has obtained declarant's or interested party's, as the case may be, claims under an award, judgment or court order or the relevant order or orders.

*Explanation II.*- the declarant or interested party, as the case may be, fully assumes the risk through this indemnity of any omission or mistake with respect to securing releasees against any related claim by any person. If the declarant or interested party, as the case may be, fails to obtain any release from such person, the declarant or interested party, as the case may be, indemnifies through this document the releasees from any defense costs, court costs, and damages.

3. This Indemnity Bond shall be governed by the relevant laws of India and the Delhi High Court shall have sole jurisdiction to entertain and try any dispute or difference arising out of or in connection with the terms of this Bond.

IN WITNESS WHEREOF the undersigned herein has signed and set his hands on this ..... day of..... , 2021.

For and on behalf of the declarant or interested party, as the case may be,

---

*Name and address of Witness*

*Signature of the Witness*

1.

2.

*Place:*

*Date:*

**Notes**

1. This information is required to be furnished where the Permanent Account Number or Aadhaar Number of the signatory is available.
2. Company Identification Number and Taxpayer Identification Number are to be provided where Permanent Account Number or Aadhaar Number or Tax Deduction Account Number of the declarant or interested party, as the case may be, are not available.
3. The Board Resolution or legal authorisation, as referred to in clause (m) of the undertaking shall, among other things:
  - (a) record the signatory's power and authority to give the undertaking on behalf of the declarant or interested party, as the case may be; and
  - (b) record the declarant or interested party's power and authority, as the case may be, to indemnify defend and hold harmless the Republic of India and the Indian affiliates in accordance with clause (i) of the undertaking).]

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1. Inserted by the Income-tax (Thirty-first Amendment) Rules, 2021, w.e.f. **1-10-2021**.