

Insolvency and Bankruptcy Board of India

6th November, 2025

Discussion Paper – Template for declaration of Beneficial Ownership and Section 32A Affidavit to be submitted by Prospective Resolution Applicant (PRA)

Background

1. The Insolvency and Bankruptcy Code, 2016 (IBC/Code) provides the legal framework for resolution of distressed assets in a time-bound manner. Experience from implementation and feedback from stakeholders have underscored the importance of continuous review of the regulatory framework to address emerging issues and to ensure clarity and consistency in disclosures, governance, and procedural requirements under the resolution process.
2. The Board had, on 6th August 2025, issued a Discussion Paper on “Measures to Enhance Integrity of the Corporate Insolvency Resolution Process (CIRP)”, *inter alia* proposing enhanced disclosures in resolution plans regarding section 32A of the Code. (copy available at www.ibbi.gov.in)
3. Section 32A provides immunity to the corporate debtor and its property from prosecution for offences committed prior to the commencement of CIRP, subject to satisfaction of specified conditions—particularly a bona fide change in management and control. Effective implementation of this provision requires clear identification of persons who ultimately own or control the Prospective Resolution Applicant (PRA), so that the benefit of the “clean slate” principle is not misused.
4. The said discussion paper proposed to amend regulation 38 to mandate every Prospective Resolution Applicant (PRA) to file, as part of the plan, the following:
 - a) a statement of beneficial-ownership, in a format specified by the Board, covering details of all natural persons who ultimately owns or controls the PRA, together with the shareholding structure and jurisdiction of each intermediate entity; and
 - b) an affidavit, in a format specified by the Board, stating that the PRA is eligible / not eligible for the benefit of section 32A.
5. In furtherance of the above discussion paper, and to operationalise the proposed amendment to regulation 38 of the CIRP Regulations, the Board has

prepared **draft formats** to standardise disclosures and declarations relating to beneficial ownership and eligibility under section 32A.

6. The draft template for disclosure of beneficial ownership has been modelled on the regulatory framework prescribed by the Reserve Bank of India under its *Master Direction – Know Your Customer (KYC) Direction, 2016* (DBR.AML.BC.No.81/14.01.001/2015-16 dated February 25, 2016, as updated on August 14, 2025). The term “beneficial owner” has, therefore, been adopted in accordance with the meaning assigned in the said Master Direction. This ensures consistency with the extant standards on identification of ultimate natural persons exercising ownership or control, while also aligning the insolvency framework with other financial-sector regulations. Accordingly, the template requires the Prospective Resolution Applicant (PRA) to disclose all natural persons having ultimate ownership or control, together with jurisdictional and structural details of all intermediate entities forming part of the ownership chain.
7. Further, consistent with paragraph 34 of Part IV of the RBI Master Direction, the template incorporates principles for cases where the PRA or the person having controlling interest is a listed entity, a listed subsidiary, or an entity resident in a notified jurisdiction. Such entities are proposed to be exempted from furnishing granular shareholder details where sufficient public disclosures of shareholding and control are already available under the *Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*, the *Companies Act, 2013*, or equivalent overseas regulatory frameworks.

Objective

8. The objective of this paper is to seek stakeholder comments on the **draft templates** intended to strengthen transparency in the resolution process by mandating uniform disclosure requirements from PRAs.

Draft Templates

9. The draft format for Statement of Beneficial Ownership (Proposal 1) is placed at Annexure A, and the draft Affidavit under section 32A (Proposal 2) is placed at Annexure B.

Invitation for Public Comments

10. The Board invites comments from all stakeholders, including insolvency professionals, CoC members, resolution applicants, financial and operational creditors, investors, legal practitioners, and academics, on the draft templates placed at **Annexure A and B**.

Process for submission of Public Comments

The comments may be submitted electronically by 16th November, 2025. For providing comments, please follow the process as under:

- i. Visit IBBI website at www.ibbi.gov.in;
- ii. Select 'Public Comments';
- iii. Select 'Discussion paper – **Template for declaration of Beneficial Ownership and Section 32A Affidavit to be submitted by Prospective Resolution Applicant**
- iv. Provide your Name and Email-ID;
- v. Select the stakeholder category, namely, -
 - a. Corporate Debtor;
 - b. Personal Guarantor to a Corporate Debtor;
 - c. Proprietorship firms;
 - d. Partnership firms;
 - e. Creditor to a Corporate Debtor;
 - f. Insolvency Professional;
 - g. Insolvency Professional Agency;
 - h. Insolvency Professional Entity;
 - i. Academics;
 - j. Investor; or
 - k. Others.
- vi. Please select Proposal Number (Proposal 1 or Proposal 2) on which you want to give the comment, and write comments under the selected Proposal Number.
- vii. You can make comments on more than one Proposal, by clicking on more comments and repeating the process outlined above.
- viii. Click 'Submit' if you have no more comments to make.

DRAFT FORMAT FOR STATEMENT OF BENEFICIAL OWNERSHIP

1. The term “beneficial owner” shall be construed in accordance with the meaning assigned under Part IV of the *Reserve Bank of India Master Direction – Know Your Customer (KYC) Direction, 2016* (DBR.AML.BC.No.81/14.01.001/2015-16 dated February 25, 2016, as updated on August 14, 2025), as updated from time to time. In brief:
 - Where the PRA is a company, the beneficial owner is the natural person(s) who, whether acting alone or together, or through one or more juridical persons, has a controlling ownership interest (more than 10%) or exercises control through other means.
 - Where the PRA is a partnership firm, the beneficial owner is the natural person(s) with more than 10% ownership or entitlement to capital/profits or who exercises control through other means.
 - Where the PRA is a trust, the beneficial owners include the author, trustee(s), and beneficiaries with 10% or more interest, as well as any other natural person exercising ultimate effective control.
 - Where the PRA is an unincorporated association or body of individuals, the beneficial owner is the natural person(s) with more than 15% ownership or entitlement.
2. Further, in line with paragraph 34 of Part IV of the aforesaid RBI Master Direction, the following principles shall govern the identification and disclosure of beneficial ownership for the purpose of this statement:
 - (a) Where the PRA or the owner of controlling interest is:
 - (i) an entity listed on a stock exchange in India; or
 - (ii) an entity resident in jurisdictions notified by the Central Government and listed on stock exchanges in such jurisdictions; or
 - (iii) a subsidiary of such listed entities –

it shall not be necessary to separately identify or verify the identity of any shareholder or beneficial owner of such entities.

Provided that sufficient public disclosures of shareholding and control are available through filings under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or equivalent regulatory requirements applicable in the relevant jurisdiction, or through filings under the Companies Act, 2013.

Provided further that the Prospective Resolution Applicant shall disclose the name and jurisdiction of such listed entity and provide references to the relevant public filings wherein the ownership and control details are available.

(b) In cases involving trust, nominee, or fiduciary accounts, the Prospective Resolution Applicant shall disclose whether it is acting on behalf of another person as trustee, nominee, or other intermediary. In such cases, the PRA shall furnish satisfactory evidence of the identity of such intermediaries and of the persons on whose behalf they are acting, as well as details of the nature of the trust or other arrangements in place, as part of the *Statement of Beneficial Ownership*.

Format of Statement of Beneficial Ownership

Part I – Basic Details of the Prospective Resolution Applicant (PRA)

Sr. No.	Particulars	Details
1.	Name of the Prospective Resolution Applicant	
2.	Legal Form (Company / LLP / Trust / Other)	
3.	Country of Incorporation / Registration	
4.	Registered Office Address	
5.	Corporate Identification Number / Registration No.	
6.	Authorised Signatory – Name, Designation & Contact	

Part II – Disclosure in Case of Listed Entities or Their Subsidiaries

(To be filled **only** if the PRA or the owner of controlling interest falls under clause (a)(i)–(iii) of Para 2 stated above)

Sr. No.	Name of Listed Entity / Parent	Country of Listing	Name of Stock Exchange(s)	CIN / Registration No.	Whether Sufficient Public Disclosures of Shareholding and Control Are Available (Yes / No)	Link / Reference to Public Filings (e.g., SEBI LODR shareholding pattern, annual report, BEN-2, or equivalent filings)
1.						
2.						

Instruction:

Where disclosures are made under this Part, the PRA shall not be required to furnish details of individual shareholders or beneficial owners of such listed entity or its subsidiary, provided that sufficient public disclosures of shareholding and control are available through filings under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or equivalent regulations applicable in the relevant jurisdiction, or through filings under the Companies Act, 2013.

The PRA shall disclose the name and jurisdiction of such listed entity and provide references to the relevant public filings where such ownership and control details are available.

Part III – Statement of Beneficial Ownership and Ownership Structure

(To be furnished where Part II is not applicable)

A. Details of Beneficial Owners (Natural Persons)

Sr. No.	Full Name	Nationality	Date of Birth	Identity Document (Passport / PAN / Aadhaar)	% Ownership / Control (Direct / Indirect)	Mode of Control (Shareholding / Voting Rights / Agreement / Other)	Jurisdiction of Residence	Remarks, if any
1.								
2.								

B. Ownership and Control Structure (Tier-wise)

Level	Name of Entity	Type (Company / LLP / Trust / Individual)	Jurisdiction	% Shareholding / Control	Parent Entity	Linked UBO(s)
1 (PRA)					-	
2						
3						
N th (UBO)	Natural Person					

Note: Attach an organisational chart / ownership diagram showing the entire control chain up to the ultimate beneficial owners, including all intermediate entities and jurisdictions (where applicable).

Part IV – Declaration

I/We hereby declare that:

1. The above statement discloses all natural persons who ultimately own or control the Prospective Resolution Applicant, in accordance with the definition of “beneficial owner” under the Reserve Bank of India Master Direction – Know Your Customer (KYC) Direction, 2016 (as updated from time to time).
2. Where reliance is placed on public disclosures by listed entities or their subsidiaries, the details required under Part II have been duly furnished along with references to such disclosures.
3. Where applicable, the ownership and control structure provided above is true, complete and correct.
4. None of the disclosed persons is ineligible under section 29A of the Insolvency and Bankruptcy Code, 2016, to the best of our knowledge.

Place:

Date:

Signature:

Name & Designation:

DRAFT FORMAT OF AFFIDAVIT

AFFIDAVIT

I, _____, son/daughter of _____, aged _____ years, residing at _____, being the Authorised Signatory of _____ [name of Prospective Resolution Applicant], having its registered office at _____, do hereby solemnly affirm and state as under:

1. That I am duly authorised to swear this affidavit on behalf of the Prospective Resolution Applicant ("PRA") and the statements herein are true and correct to my knowledge and belief.
2. That the PRA has submitted a resolution plan in respect of _____ [name of corporate debtor] under section 30(1) of the Insolvency and Bankruptcy Code, 2016 ("the Code").
3. I hereby declare that the Prospective Resolution Applicant **[is eligible / is not eligible]** to claim the benefit of section 32A of the Code on the following basis:
 - o [Provide a brief statement of facts demonstrating eligibility or ineligibility, including whether the PRA or any person in management or control is/was a promoter, related party, or subject to any investigation or prosecution relating to offences committed by the corporate debtor prior to commencement of the CIRP.]
4. I further affirm that none of the persons who will assume management or control of the corporate debtor pursuant to the resolution plan is a person ineligible under clause (a) or clause (b) of section 32A(1) of the Code.
5. I understand that this affidavit is being submitted in compliance with regulation _____ of the CIRP Regulations, 2016, and that any false declaration herein may attract consequences under applicable law.

Solemnly affirmed at _____ on this _____ day of _____, 20

Signature: _____

Name: _____

Designation: _____

(Authorised Signatory of the PRA)