

Incorporation of a Foreign Company

Introduction

Registrar of Companies is given the mandate of registering a company and LLPs floated in various states and Union Territories. Any foreign company can establish its place of business in India by filling Form FC-1 within 30 days of its establishment and submitting the same to the Registrar of Companies within whose jurisdiction the same falls. Section 380 of the New Companies Act, 2013 is the provision involved. The approvals required for doing business in India should already be in place before applying the same. Further, an authorized representative of the foreign company in India is required for seeking registration.

A. Important Information Required

HEADS	PARTICULARS
DETAILS OF FOREIGN COMPANY	<ol style="list-style-type: none"> 1. Name of the Foreign Company 2. ISO Code of the Country where the company is registered 3. Registration Number or Global Location Number 4. Country where foreign company is registered 5. Communication Details: Address/Telephone Number/E-mail/Fax 6. Date of Establishment of Foreign Office 7. Other places of businesses along with addresses and year of establishment 8. Details of Previous Business Establishments in India 9. Status of Parent Company 10. Related Party Disclosure
DETAILS OF AUTHROISED REPRESENTATIVE OF THE COMPANY	<p>Following Details of Persons authorized (up to 7 allowed) by the foreign company to act in India on its behalf:</p> <ul style="list-style-type: none"> • DIN • PAN Card detail • Designation • Nationality • Date of Birth • Permanent Address • Basis of authorization-POA or Board Resolution • Signatures of the authorized representative of the Foreign Company in India
DETAILS OF APPROVALS	Details of permission obtained from any

	authority <ul style="list-style-type: none"> • Terms and Conditions of such permissions
STAMP DUTY PAYMENT	Stamp duty payment [Rs 100 for Delhi and Rs. 50 in other States]
DETAILS OF BUSINESS	Details of business to be provided as per National Industrial Classification-2004

B. Documents Required

1. Form FC1
2. A certified copy of the charter, statutes or memorandum and articles, of the company or other instrument constituting or defining the constitution of the company and, if the instrument is not in the English language, a certified translation thereof in the English language;
3. Statutory Fees by way of Treasury Challan/Demand Draft/E-payment, which is Rs 6000, plus the fees required for filing with delay, if any. Payment of Stamp duty is compulsorily required to be done through the e-payment where Central Government is authorized to collect stamp duty
4. List of Directors of Foreign Companies & Secretaries
5. Attested Copy of approval from Foreign Company for doing business in India.
6. Copy of Permission letter from Regulator, if required
7. Approval letter from RBI or a declaration from the foreign company if the same is not required.
8. Declaration that none of the directors of the company or the authorized representative in India has ever been convicted or debarred from formation of companies and management in India or abroad;

C. Registration

The Registrar of Companies processes the form. When the form is processed acknowledgement e-mail is sent to the company and when fees is paid, the Challan is generated. FCRN (Foreign Company Registration Number) is released once the e-form is accepted. ROC would issue the certificate for establishment of place of business in India. A system-generated certificate of establishment of place of business is issued by Registrar and sends to the user as an attachment to the e-mail.

Provisions

SECTION 380 OF THE COMPANIES ACT, 2013	<p>(1) Every foreign company shall, within thirty days of the establishment of its place of business in India, deliver to the Registrar for registration-</p> <p>(a) A certified copy of the charter, statutes or memorandum and articles, of the company or other instrument constituting or defining the constitution of the company and, if the instrument is not in the English language, a certified translation thereof in the English language;</p> <p>(b) The full address of the registered or principal office of the company;</p>
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(c) A list of the directors and secretary of the company containing such particulars as may be prescribed;

(d) The name and address or the names and addresses of one or more persons resident in India authorised to accept on behalf of the company service of process and any notices or other documents required to be served on the company;

(e) The full address of the office of the company in India which is deemed to be its principal place of business in India;

(f) Particulars of opening and closing of a place of business in India on earlier occasion or occasions;

(g) Declaration that none of the directors of the company or the authorised representative in India has ever been convicted or debarred from formation of companies and management in India or abroad; and

(h) Any other information as may be prescribed.

(2) Every foreign company existing at the commencement of this Act shall, if it has not delivered to the Registrar before such commencement, the documents and particulars specified in subsection (1) of section 592 of the Companies Act, 1956 (1 of 1956), continue to be subject to the obligation to deliver those documents and particulars in accordance with that Act.

(3) Where any alteration is made or occurs in the documents delivered to the Registrar under this section, the foreign company shall, within thirty days of such alteration, deliver to the Registrar for registration, a return containing the particulars of the alteration in the prescribed form.

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