

**MINISTRY OF CORPORATE AFFAIRS**  
**NOTIFICATION**

New Delhi, the 31st March, 2014

**G.S.R. 266(E).**—In exercise of the powers conferred under clause (c) and clause (h) of sub-section (1) and sub-section (3) of section 380, clause (a) of sub-section (1) and sub-section (3) of section 381, section 385, clause (a) of section 386, section 389 and section 390 read with section 469 of the Companies Act, 2013, and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely:-

**1. Short title and commencement.** - (1) These rules may be called the Companies (Registration of Foreign Companies) Rules, 2014.

(2) They shall come into force on the 1<sup>st</sup> day of April, 2014.

2. **Definitions.** (1) In these rules, unless the context otherwise requires,-

(a) "Act" means the Companies Act, 2013 (18 of 2013);

(b) "Annexure" means the Annexure enclosed to these rules;

(c) For the purposes of clause (42) of section 2 of the Act, "electronic mode" means carrying out electronically based, whether main server is installed in India or not, including, but not limited to -

(i) business to business and business to consumer transactions, data interchange and other digital supply transactions;

(ii) offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;

(iii) financial settlements, web based marketing, advisory and transactional services, database services and products, supply chain management;

(iv) online services such as telemarketing, telecommuting, telemedicine, education and information research; and

(v) all related data communication services,

whether conducted by e-mail, mobile devices, social media, cloud computing, document management, voice or data transmission or otherwise;

(d) "fees" means the fees as specified in the Companies (Registration Offices and Fees) Rules, 2014;

(e) "Form" or "e-Form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates;

(f) "Schedule" means the Schedule to the Act;

(g) "section" means section of the Act.

(2) The words and expressions used in these rules but not defined and defined in the Act or in the Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act or in the said rules.

**3. Particulars relating to directors and Secretary to be furnished to the Registrar by foreign Companies.-** (1) Every foreign company shall, within thirty days of establishment of its place of business

in India, in addition to the particulars specified in sub-section (1) of section 380 of the Act, also deliver to the Registrar for registration, a list of directors and Secretary of such company.

(2) The list of directors and secretary or equivalent (by whatever name called) of the foreign company shall contain the following particulars, for each of the persons included in such list, namely:-

- (a) personal name and surname in full;
- (b) any former name or names and surname or surnames in full;
- (c) father's name or mother's name and spouse's name;
- (d) date of birth;
- (e) residential address;
- (f) nationality;
- (g) if the present nationality is not the nationality of origin, his nationality of origin;
- (h) passport Number, date of issue and country of issue; (if a person holds more than one passport then details of all passports to be given)
- (i) income-tax permanent account number (PAN) , if applicable;
- (j) occupation, if any ;
- (k) whether directorship in any other Indian company, (Director Identification Number (DIN), Name and Corporate Identity Number (CIN) of the company in case of holding directorship);
- (l) other directorship or directorships held by him;
- (m) Membership Number (for Secretary only); and
- (n) e-mail ID.

(3) A foreign company shall, within a period of thirty days of the establishment of its place of business in India, file with the registrar Form FC-1 with such fee as provided in Companies (Registration Offices and Fees) Rules, 2014 and with the documents required to be delivered for registration by a foreign company in accordance with the provisions of sub-section (1) of section 380 and the application shall also be supported with an attested copy of approval from the Reserve Bank of India under Foreign Exchange Management Act or Regulations, and also from other regulators, if any, approval is required by such foreign company to establish a place of business in India or a declaration from the authorised representative of such foreign company that no such approval is required.

(4) Where any alteration is made or occurs in the document delivered to the Registrar for registration under sub-section (1) of section 380, the foreign company shall file with the Registrar, a return in Form FC-2 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 containing the

particulars of the alteration, within a period of thirty days from the date on which the alteration was made or occurred.

**4. Financial Statement of foreign company.**—(1) Every foreign company shall prepare financial statement of its Indian business operations in accordance with Schedule III or as near thereto as may be possible for each financial year including—

(i) documents required to be annexed thereto in accordance with the provisions of Chapter IX of the Act i.e. Accounts of Companies ;

(ii) documents relating to copies of latest consolidated financial statements of the parent foreign company, as submitted by it to the prescribed authority in the country of its incorporation under the provisions of the law for the time being in force in that country:

Provided that where such documents are not in English language, there shall be annexed to it a certified translation thereof in the English language:

Provided further that where the Central Government has exempted or specified different documents for any foreign company or a class of foreign companies, then documents as specified shall be submitted;

(iii) Such other documents as may be required to be annexed or attached in accordance with sub-rule (2).

(2) Every foreign company shall, along with the financial statement required to be filed with the Registrar, attach thereto the following documents; namely: —

(a) Statement of related party transaction, which shall include—

- (i) name of the person in India which shall be deemed to be the related party within the meaning of clause (76) of section 2 of the Act of the foreign company or of any subsidiary or holding company of such foreign company or of any firm in which such foreign company or its subsidiary or holding company is a partner;
- (ii) nature of such relationship;
- (iii) description and nature of transaction;
- (iv) amount of such transaction during the year with opening , closing, highest and lowest balance during the year and provisions made (if any) in respect of such transactions;
- (v) reason of such transaction;
- (vi) material effect of such transaction on both the parties;

- (vii) amount written off or written back in respect of dues from or to the related parties;
- (viii) a declaration that such transactions were carried out at arms length basis; and
- (ix) any other details of the transaction necessary to understand the financial impact;

(b) Statement of repatriation of profits which shall include—

- (i) amount of profits repatriated during the year;
- (ii) recipients of the repatriation;
- (iii) form of repatriation;
- (iv) dates of repatriation;
- (v) details if repatriation made to a jurisdiction other than the residence of the beneficiary;
- (vi) mode of repatriation; and
- (vii) approval of the Reserve Bank of India or any other authority, if any.

(c) Statement of transfer of funds (including dividends if any) which shall, in relation of any fund transfer between place of business of foreign company in India and any other related party of the foreign company outside India including its holding, subsidiary and associate company, include—

- (i) date of such transfer;
- (ii) amount of fund transferred or received;
- (iii) mode of receipt or transfer of fund;
- (iv) purpose of such receipt or transfer; and
- (v) approval of Reserve Bank of India or any other authority, if any

(3) The documents referred to in this rule shall be delivered to the Registrar within a period of six months of the close of the financial year of the foreign company to which the documents relate:

Provided that the Registrar may, for any special reason, and on application made in writing by the foreign company concerned, extend the said period by a period not exceeding three months.

**5. Audit of accounts of foreign company.** —(1) Every foreign company shall get its accounts, pertaining to the Indian business operations prepared in accordance with the requirements of clause (a) of sub-section

(1) of section 381 and rule 4, audited by a practicing Chartered Accountant in India or a firm or limited liability partnership of practicing chartered accountants.

**Explanation.**—For the purposes of this sub-rule, the expressions “Chartered Accountant”, “Firm” and limited liability partnership shall have the meanings respectively assigned to them under the Act and Limited Liability Partnership Act, 2008 (6 of 2009) respectively.

(2) The provisions of Chapter X i.e. Audit and Auditors and rules made thereunder, as far as applicable, shall apply, *mutatis mutandis*, to the foreign company.

**6. List of places of business of foreign company.**— Every foreign company shall file with the Registrar, along with the financial statement, in Form FC.3 with such fee as provided under Companies (Registration Offices and Fees) Rules, 2014 a list of all the places of business established by the foreign company in India as on the date of balance sheet.

**7. Annual Return.**— Every foreign company shall prepare and file, within a period of sixty days from the last day of its financial year, to the Registrar annual return in Form FC.4 along with such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 containing the particulars as they stood on the close of the financial year

**8. Office where documents to be delivered and fee for registration of documents.**— (1) Any document which any foreign company is required to deliver to the Registrar shall be delivered to the Registrar having jurisdiction over New Delhi, and references to the Registrar in Chapter XXII of the Act i.e. Companies Incorporated Outside India and these rules shall be construed accordingly.

(2) The fee to be paid to the Registrar for registering any document relating to a foreign company shall be such as provided in the Companies (Registration Offices and Fees) Rules, 2014.

(3) If any foreign company ceases to have a place of business in India, it shall forthwith give notice of the fact to the Registrar, and as from the date on which notice is so given, the obligation of the company to deliver any document to the Registrar shall cease, provided it has no other place of business in India.

**9. Certification.**— A copy of any charter, statutes, memorandum and articles, or other instrument constituting or defining the constitution of a Foreign company shall be duly certified to be a true copy in the manner given below –

(1) If the company is incorporated in a country outside the Commonwealth-

(a) the copy aforesaid shall be certified as a true copy by-

- (i) an official of the Government to whose custody the original is situated; or
- (ii) a Notary (Public) of such Country; or
- (iii) an officer of the company.

(b) The signature or seal of the official referred to in sub-clause (i) of clause (a) or the certificate of the Notary (Public) referred to in sub-clause (ii) of clause (a) shall be authenticated by a diplomatic or consular officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or where there is no such officer, by any of the officials mentioned in section 6 of the Commissioners of Oath Act, 1889 (52 and 53 Vic. C. 10), or in any relevant Act for the said purpose.

(c) The certificate of the officer of the company referred to in sub-clause (iii) of clause (a) shall be signed before a person having authority to administer an oath as provided under section 3 of the Diplomatic and Consular Officers (Oath and Fees) Act, 1948 (XL of 1948), or as the case may be, by section 3 of the Commissioners of Oath Act, 1889 (52 and 53 Vic. C. 10) and the status of the person administering the oath in the latter case being authenticated by any official specified in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic. C. 10) or in any relevant Act for the said purpose.

(2) If the company is incorporated in any part of the Commonwealth, the copy of the document shall be certified as a true copy by-

- (a) an official of the Government to whose custody the original of the document is committed; or
- (b) a Notary (Public) in that part of the Commonwealth; or
- (c) an officer of the company, on oath before a person having authority to administer an oath in that part of the Commonwealth.

(3) Any altered document delivered to the Registrar should also be duly certified in the manner mentioned above.

(4) If the Company is incorporated in a country falling outside the Commonwealth, but a party to the Hague Apostille Convention, 1961-

- (a) the copy of the documents shall be certified as a true copy by an official of the Government to whose custody the original is committed and be duly apostilled in accordance with Hague Convention;
- (b) a list of the directors and the secretary of the Company, if any, the name and address of persons resident in India, authorized to accept notice on behalf of the Company shall be duly notarized and be apostilled in the Country of their origin in accordance with Hague Convention;
- (c) the signatures and address on the Memorandum of Association and proof of identity, where required, of foreign nationals seeking to register a company in India shall be notarized before the notary of the country of their origin and be duly apostilled in accordance with the said Hague Convention.

**10. Authentication of translated documents.-** (1) All the documents required to be filed with the Registrar by the foreign companies shall be in English language and where any such document is not in English language, there shall be attached a translation thereof in English language duly certified to be correct in the manner given in these rules.

(2) Where any such translation is made outside India, it shall be authenticated by the signature and the seal, if any, of-

- (a) the official having custody of the original; or
- (b) a Notary (Public) of the country (or part of the country) where the company is incorporated:

**Provided** that where the company is incorporated in a country outside the Commonwealth, the signature or seal of the person so certifying shall be authenticated by a diplomatic or consular officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948, or, where there is no such officer, by any of the officials mentioned in section 6, of the Commissioners of Oaths Act, 1889 (52 and 53 Vic C 10), or in any relevant Act for the said purpose.

(3) Where such translation is made within India, it shall be authenticated by-

- (a) an advocate, attorney or pleader entitled to appear before any High Court; or
- (b) an affidavit, of a competent person having, in the opinion of the Registrar, an adequate knowledge of the language of the original and of English.

**11. Documents to be annexed to prospectus.-** The following documents shall be annexed to the prospectus, namely:-

- (a) any consent to the issue of the prospectus required from any person as an expert;
- (b) a copy of contracts for appointment of managing director or manager and in case of a contract not reduced into writing, a memorandum giving full particulars thereof;
- (c) a copy of any other material contracts, not entered in the ordinary course of business, but entered within preceding two years;
- (d) a copy of underwriting agreement; and
- (e) a copy of power of attorney, if prospectus is signed through duly authorized agent of directors.

**12. Action for improper use or description as foreign company.-** If any person or persons trade or carry on business in any manner under any name or title or description as a foreign company registered under the Act or the rules made thereunder, that person or each of those persons shall, unless duly registered as foreign



company under the Act and rules made thereunder, shall be liable for investigation under section 210 of the Act and action consequent upon that investigation shall be taken against that person.

**13. Issue of Indian Depository Receipts (IDRs).-** (1) For the purposes of section 390, no company incorporated or to be incorporated outside India, whether the company has or has not established, or may or may not establish, any place of business in India (hereinafter in this rule called 'issuing company') shall make an issue of Indian Depository Receipts (IDRs) unless such company complies with the conditions mentioned under this rule, in addition to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and any directions issued by the Reserve Bank of India.

*Explanation.-* For the purposes of this rule, the term "Indian Depository Receipt" (hereinafter referred to as 'IDR') means any instrument in the form of a depository receipt created by a Domestic Depository in India and authorized by a company incorporated outside India making an issue of such depository receipts.

(2) The issuing company shall not issue IDRs unless-

- (a) its pre-issue paid-up capital and free reserves are at least US\$ 50 million and it has a minimum average market capitalization (during the last three years) in its parent country of at least US\$ 100 million;
- (b) it has been continuously trading on a stock exchange in its parent or home country (the country of incorporation of such company) for at least three immediately preceding years;
- (c) it has a track record of distributable profits in terms of section 123 of the Act, for at least three out of immediately preceding five years;
- (d) It fulfills such other eligibility criteria as may be laid down by the Securities and Exchange Board of India from time to time in this behalf.

(3) The issuing company shall follow the following procedure for making an issue of IDRs:

- (a) the issuing company shall, where required, obtain the necessary approvals or exemptions from the appropriate authorities from the country of its incorporation under the relevant laws relating to issue of capital and IDRs.
- (b) issuing company shall obtain prior written approval from the Securities and Exchange Board of India on an application made in this behalf for issue of IDRs along with the issue size.
- (c) an application under clause (b) shall be made to the Securities and Exchange Board of India (along with draft prospectus) at least ninety days prior to the opening date of the IDRs issue, in such form, along with such fee and furnishing such information as may be specified by the Securities and Exchange Board of India from time to time:

Provided that the issuing company shall also file with the Securities and Exchange Board of India, through a Merchant Banker, a due diligence report along with the application under clause (b) in the form specified by the Securities and Exchange Board of India.

- (d) the Securities and Exchange Board of India may, within a period of thirty days of receipt of an application under clause (c), call for such further information, and explanations, as it may deem necessary, for disposal of such application and shall dispose the application within a period of thirty days of receipt of further information or explanation:

Provided that if within a period of sixty days from the date of submission of application or draft prospectus, the Securities and Exchange Board of India specifies any changes to be made in the draft prospectus, the prospectus shall not be filed with the Securities and Exchange Board of India or Registrar of Companies unless such changes have been incorporated therein.

(e) the issuing company shall on approval being granted by the Securities and Exchange Board of India to an application under clause (b), pay to the Securities and Exchange Board of India an issue fee as may be prescribed from time to time by the Securities and Exchange Board of India.

(f) the issuing company shall file a prospectus, certified by two authorized signatories of the issuing company, one of whom shall be a whole-time director and other the Chief Financial Officer, stating the particulars of the resolution of the Board by which it was approved with the Securities and Exchange Board of India and Registrar of Companies, New Delhi before such issue:

Provided that at the time of filing of said prospectus with the Registrar of Companies, New Delhi, a copy of approval granted by the Securities and Exchange Board of India and the statement of fees paid by the Issuing Company to the Securities and Exchange Board of India shall also be attached.

(g) the prospectus to be filed with the Securities and Exchange Board of India and the Registrar of Companies, New Delhi shall contain the particulars as prescribed in sub-rule (8) and shall be signed by all the whole-time directors of the issuing company, and the Chief Financial Officer.

(h) the issuing company shall appoint an overseas custodian bank, a Domestic Depository and a Merchant Banker for the purpose of issue of IDRs.

(i) the issuing company may appoint underwriters registered with the Securities and Exchange Board of India to underwrite the issue of IDRs.

(j) the issuing company shall deliver the underlying equity shares or cause them to be delivered to an Overseas Custodian Bank and the said bank shall authorize the domestic depository to issue IDRs.

(k) the issuing company shall obtain in-principle listing permission from one or more stock exchanges having nationwide trading terminals in India.

*Explanation- For the purposes of this rule,-*

(i) "Domestic Depository" means custodian of securities registered with the Securities and Exchange Board of India and authorized by the issuing company to issue IDRs.

(ii) "Merchant Banker" means a Merchant Banker as defined in sub-regulation (cb) of regulation 2 of the Securities and Exchange Board (Merchant Bankers) Regulations, 1992.

(iii) "Overseas Custodian Bank" means a banking company which is established in a country outside India and which acts as custodian for the equity shares of Issuing Company, against which IDRs are proposed to be issued by having a custodial arrangement or agreement with the Domestic Depository or by establishing a place of business in India.

(4) The Merchant Banker to the issue of IDRs shall deliver for registration the following documents or information to the Securities and Exchange Board of India and Registrar of Companies at New Delhi, namely:-

- (a) instrument constituting or defining the constitution of the issuing company;
- (b) the enactments or provisions having the force of law by or under which the incorporation of the Issuing company was effected, a copy of such provisions attested by an officer of the company be annexed;
- (c) if the issuing company has established place of business in India, address of its principal office in India;
- (d) if the issuing company does not establish a principal place of business in India, an address in India where the said instrument, enactments or provision or copies thereof are available for public inspection, and if these are not in English, a translation thereof certified by a key managerial personnel of the Issuing company shall be kept for public inspection;
- (e) a certified copy of the certificate of incorporation of the issuing company in the country in which it is incorporated;
- (f) the copies of the agreements entered into between the issuing company, the overseas custodian bank, the Domestic Depository, which shall inter alia specify the rights to be passed on to the IDR holders;
- (g) if any document or any portion thereof required to be filed with the Securities and Exchange Board of India or the Registrar of Companies is not in English language, a translation of that document or portion thereof in English, certified by a key managerial personnel of the company to be correct and attested by an authorized officer of the Embassy or Consulate of that country in India, shall be attached to each copy of the document.

- (5) (a) No application form for the securities of the issuing company shall be issued unless the form is accompanied by a memorandum containing the salient features of prospectus in the specified form.
- (b) An application form can be issued without the memorandum as specified in clause (a), if it is issued in connection with an invitation to enter into an underwriting agreement with respect to the IDRs.
- (c) The prospectus for subscription of IDRs of the Issuing company which includes a statement purporting to be made by an expert shall not be circulated, issued or distributed in India or abroad unless a statement that the expert has given his written consent to the issue thereof and has not withdrawn such consent before the delivery of a copy of the prospectus to the Securities and Exchange Board of India and the Registrar of Companies, New Delhi, appears on the prospectus.
- (d) The provisions of the Act shall apply for all liabilities for mis-statements in prospectus or punishment for fraudulently inducing persons to invest money in IDRs.
- (e) The person(s) responsible for issue of the prospectus shall not incur any liability by reason of any non-compliance with or contravention of any provision of this rule, if-

- (i) as regards any matter not disclosed, he proves that he had no knowledge thereof; or
  - (ii) the contravention arose in respect of such matters which in the opinion of the Central Government or the Securities and Exchange Board of India were not material.
- (6) (a) A holder of IDRs may transfer the IDRs, may ask the Domestic Depository to redeem them or any person may seek reissuance of IDRs by conversion of underlying equity shares, subject to the provisions of the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India Act, 1992, or the rules, regulations or guidelines issued under these Acts, or any other law for the time being in force;
- (b) In case of redemption, Domestic Depository shall request the Overseas Custodian Bank to get the corresponding underlying equity shares released in favour of the holder of IDRs for being sold directly on behalf of holder of IDRs, or being transferred in the books of Issuing company in the name of holder of IDRs and a copy of such request shall be sent to the issuing company for information.
- (c) A holder of IDRs may, at any time, nominate a person to whom his IDRs shall vest in the event of his death and Form FC-5 may be used for this purpose.
- (7) (a) The repatriation of the proceeds of issue of IDRs shall be subject to laws for the time being in force relating to export of foreign exchange.
- (b) The number of underlying equity shares offered in a financial year through IDR offerings shall not exceed twenty five per cent of the post issue number of equity shares of the company.
- (c) Notwithstanding the denomination of securities of an Issuing company, the IDRs issued by it shall be denominated in Indian Rupees.
- (d) The IDRs issued under this Rule shall be listed on the recognized Stock Exchange(s) in India as specified in clause (k) of sub-rule (3) and such IDRs may be purchased, possessed and freely transferred by a person resident in India as defined in section 2(v) of the Foreign Exchange Management Act, 1999, subject to the provisions of the said Act:
- Provided that the IDRs issued by an Issuing company may be purchased, possessed and transferred by a person other than a person resident in India if such Issuing company obtains specific approval from Reserve Bank of India in this regard or complies with any policy or guidelines that may be issued by Reserve Bank of India on the subject matter;
- (e) Every issuing company shall comply with such continuous disclosure requirements as may be specified by the Securities and Exchange Board of India in this regard.
- (f) On the receipt of dividend or other corporate action on the IDRs as specified in the agreements between the Issuing company and the Domestic Depository, the Domestic Depository shall distribute them to the IDR holders in proportion to their holdings of IDRs.
- (8) The prospectus or letter of offer shall, inter alia, contain the following particulars, namely:-
- (a) General information-**
- (i) Name and address of the registered office of the company;

- (ii) name and address of the Domestic Depository, the Overseas Custodian Bank with the address of its office in India, the Merchant Banker, the underwriter to the issue and any other intermediary which may be appointed in connection with the issue of IDRs;
- (iii) names and addresses of Stock Exchanges where applications are made or proposed to be made for listing of the IDRs;
- (iv) the provisions relating to punishment for fictitious applications;
- (v) statement or declaration for refund of excess subscription;
- (vi) declaration about issue of allotment letters or certificates or IDRs within the stipulated period;
- (vii) date of opening of issue;
- (viii) date of closing of issue;
- (ix) date of earliest closing of the issue;
- (x) declaration by the Merchant Banker with regard to adequacy of resources of underwriters to discharge their respective obligations, in case of being required to do so;
- (xi) a statement by the Issuing company that all moneys received out of issue of IDRs shall be transferred to a separate domestic bank account, name and address of the bank and the nature and number of the account to which the amount shall be credited;
- (xii) the details of proposed utilisation of the proceeds of the IDR issue.

**(b) Capital Structure of the Company-** The authorized, issued, subscribed and paid-up capital of the issuing company;

**(c) Terms of the issue-**

- (i) rights of the IDR holders against the underlying securities;
- (ii) details of availability of prospectus and forms, i.e., date, time, place etc;
- (iii) amount and mode of payment seeking issue of IDRs; and
- (iv) any special tax benefits for the Issuing company and holders of IDRs in India.

**(d) Particulars of Issue-**

- (i) the objects of the issue;
- (ii) the cost of the Project, if any; and
- (iii) the means of financing the projects, if any including contribution by promoters.

**(e) Company, Management and Project-**

- (i) the main objects, history and present business of the company;
- (ii) the Promoters or parent group or owner group and their background:

Provided that in case there are no identifiable promoters, the names, addresses and other particulars as may be specified by the Securities and Exchange Board of India of all the persons who hold five percent. or more equity share capital of the company shall be disclosed;

- (iii) the subsidiaries of the company, if any;
- (iv) the particulars of the Management or Board (i.e. Name and complete address(es) of Directors, Manager, Managing Director or other principal officers of the company);
- (v) the location of the project, if any;
- (vi) the details of plant and machinery, infrastructure facilities, technology etc., where applicable;
- (vii) the schedule of implementation of project and progress made so far, if applicable;
- (viii) nature of product(s), consumer(s), industrial users;
- (ix) the particulars of legal, financial and other defaults, if any;
- (x) the risk factors to the issue as perceived; and
- (xi) consent of the Merchant Bankers, Overseas Custodian Bank, the Domestic Depository and all other intermediaries associated with the issue of IDRs.
- (xii) the information, as may be specified by the Securities and Exchange Board of India, in respect of listing, trading record or history of the Issuing company on all the stock exchanges, whether situated in its parent country or elsewhere.

**(f) Report-**

- (i) Where the law of a country, in which the Issuing company is incorporated, requires annual statutory audit of the accounts of the Issuing company, a report by the statutory auditor of the Issuing company, in such form as may be specified by the Securities and Exchange Board of India on -

(A) the audited financial statements of the Issuing company in respect of three financial years immediately preceding the date of prospectus;

(B) the interim audited financial statements in respect of the period ending on a date which is less than 180 days prior to the date of opening of the issue, if the gap between the ending date of the latest audited financial statements disclosed under clause (A) and the date of the opening of the issue is more than 180 days:

Provided that if the gap between such date of latest audited financial statements and the date of opening of issue is 180 days or less, the requirement under item (B) shall be deemed to be complied with, if a statement, as may be specified by the Securities and Exchange Board of India, in respect of material changes in the financial position of Issuing company for such gap is disclosed in the Prospectus:

Provided further that in case of an Issuing company which is a foreign bank incorporated outside India and which is regulated by a member of the Bank for International Settlements or a member of the International Organization of Securities Commissions which is a signatory to a Multilateral Memorandum of Understanding, the requirement under this paragraph, in respect of period beginning with last date of period for which the latest audited financial statements are made and the

date of opening of the issue shall be satisfied, if the relevant financial statements are based on limited review report of such statutory auditor;

(ii) Where the law of the country, in which the Issuing company is incorporated, does not require annual statutory audit of the accounts of the Issuing company, a report, in such form as may be specified by the Securities And Exchange Board of India, certified by a Chartered Accountant in practice within the terms and meaning of the Chartered Accountants Act, 1949 on -

(A) the financial statements of the Issuing company, in particular on the profits and losses for each of the three financial years immediately preceding the date of prospectus and upon the assets and liabilities of the Issuing company; and

(B) the interim financial statements in respect of the period ending on a date which is less than one hundred and eighty days prior to the date of opening of the issue have to be included in report, if the gap between the ending date of the latest financial statements disclosed under item (A) and the date of the opening of the issue is more than one hundred and eighty days:

Provided that if the gap between such date of latest audited financial statements and the date of opening of issue is one hundred and eighty days or less, the requirement under item (B) shall be deemed to be complied with if a statement, as may be specified by the Securities And Exchange Board of India, in respect of changes in the financial position of Issuing company for such gap is disclosed in the Prospectus.

(iii) the gap between date of opening of issue and date of reports specified under sub-clauses (i) and (ii) shall not exceed one hundred and twenty days;

(iv) If the proceeds of the IDR issue are used for investing in other body(ies) corporate, then following details of such body(ies) corporate shall be given-

(A) the Name and address(es) of the bodies corporate;

(B) the reports stated in sub-clauses (i) and (ii), as the case may be, in respect of such body (ies) corporate also.”

**(g) Other Information-**

(i) the Minimum subscription for the issue;

(ii) the fees and expenses payable to the intermediaries involved in the issue of IDRs;

(iii) the declaration with regard to compliance with the Foreign Exchange Management Act, 1999.

**(h) Inspection of Documents-**

The Place at which inspection of the offer documents, the financial statements and auditor's report thereof shall be allowed during the normal business hours; and

(i) any other information as specified by the Securities and Exchange Board of India or the Income-tax Authorities or the Reserve Bank of India or other regulatory authorities from time to time.

ANNEXURE

**FORM NO. FC-1**

[Pursuant to section 380(1) (h) of the Companies Act 2013, and rule 3(3) of Companies (Registration of Foreign Companies) Rules, 2014]



सत्यमेव जयते

**Information to be filed by foreign company**Form language  English  Hindi

Refer the instruction kit for filling the form.

1. \*Name of the foreign company
2. (a) \*ISO code of the country where the foreign company is registered
- (b) Name of Country
- (c) Registration number or GLN
3. Full address of registered or principal office of foreign company
  - \*Line I
  - Line II
  - \*City
  - \*State
  - \*Country  \*Pin code
  - \*Telephone number with ISD Code
  - Fax number with ISD Code
  - \*email Id of the foreign company
4. (a) \*Date of establishment of principal place of business in India
- (b) \*Type of office
- If others, then provide details
- (c) Address of the principal place of business in India
  - \*Line I
  - Line II
  - \*City
  - \*State  \*Pin code
  - \*Telephone number
  - Fax number
  - \*email id
  - (d) \*Main division of business activity to be carried out in India
  - (based on relevant sub class and description given in NIC-2004)
  - Description of the main division



5. Details of other places of business in India (if any)

Number of such other places of business in India

I. (i) \*Date of establishment

(ii) \*Type of office

If others, specify

(iii) Address

\*Line I

Line II

\*City

\*State  \*Pin code

\*Telephone number

Fax number

\*email id

(iv) \*Business activities to be carried out at such place

6. Particulars of place(s) of business in India established on any earlier occasion(s) other than above (if any)

Number of such places

I. (i) \*Date of establishment

(ii) \*Type of office

If others, specify

(iii) Address

\*Line I

Line II

\*City

\*State  \*Pin code

\*Telephone number

Fax number

\*email id

(iv) \*Business activities to be carried out at such place

(v) (a) \*Date of closure of such place of business

(b) \*Foreign company registration number of such place

7. Details of the one or more person(s) resident in India and authorized to accept on behalf of the foreign company service of process and any notices or other documents required to be served on the foreign company-

\*Number of persons authorized

Particulars of the authorized person

Director Identification Number (if any)

Pre-fill

\*Income tax Permanent Account number (Income-tax PAN)

\*Name of the person resident in India authorized to accept on behalf of foreign company

\*O Father's Name o Mother's Name o Spouse's name

\*Designation

Membership number (In case of Secretary)

\*Nationality

\*Date of Birth

If the present nationality is not the nationality of origin, then specify the nationality of origin

Number of the passports

Passport number

Date of issue

Issue country

\*Occupation type O Self Employed O Professional O Homemaker O Student O Serviceman

Area of Occupation

If others selected, specify

Permanent Address

\*Line I

Line II

\*City

\*State/Union Territory

\*Pin code

\*ISO Country code

Country

\*Phone

Fax

\*email ID

\*Whether present address is same as the permanent address  Yes  No ( Radio button)

Present Address

\*Line I

Line II

\*City

\*State/Union Territory

\*Pin code

\*ISO Country code

Country

\*Phone

Fax

\*Whether the person authorised has been appointed through power of attorney or by passing the resolution

Power of attorney  Resolution

## 8. Details of the permission obtained from any Authority

Number of authority from whom approvals taken i) \*Name of the Authority ii) \*Date of obtaining the approval order iii) \*Order number iv) Period of validity of such permission, if any v) \*Permission obtained for  
vi) Brief particulars of terms and conditions subject to which such permission is given, if any  
vii) Other details, if any  

9. (i) \*Whether the parent company is in operation at the time of making this application o Yes o No  
(ii) \*Whether there is any winding up proceedings is pending against the parent company o Yes o No

If yes, mention  

10. Details of subsidiary, holding or associate companies in India of the foreign company or of any subsidiary or holding company of such foreign company or of any firm in India in which such foreign company or its holding or subsidiary company is a partner:

\*Number of such entities 

Particulars of such entities

I. i. \*CIN/FCRN/LLPIN/Dther Registration Number  ii. \*Name of such company or firm  
iii. \*Whether the company is 

11. Details of the persons, firms or companies in India which shall be deemed to be the 'related party', within the meaning of clause 76 of section 2 of the Act, of the foreign company or of any subsidiary or holding company of such foreign company or of any firm in which such foreign company or its subsidiary or holding company is a partner.

Number of related parties 

Particulars of related parties

I. i. \*DIN/PAN/CIN/FCRN/LLPIN/Other Registration Number  ii. \*Name of such company or firm

iii. \*Whether the company is

12. (a) \*Whether the company is falling under section 379 of the Companies Act, 2013  Yes  No

(b) If yes, specify the number of such persons covered under section 379

Particulars of such person(s)

\*Category

**Details of the person**

Director identification number

Pre-fill

\*Income tax Permanent Account number (Income-tax PAN)

\*Name of the person

O Father's Name  O Mother's Name  O Spouse's name

\*Nationality

Date of Birth

\*Occupation type  O Self Employed  O Professional  O Homemaker  O Student  O Serviceman

Area of Occupation

If others selected, specify

\*Educational qualification

**Permanent Address**

\*Line I

Line II

\*City

\*State /Union Territory

\*Pin code

\*ISO Country code

Country

\*Phone

Fax

Mobile

\*email id

\*Whether present address is same as the permanent address  Yes  No ( Radio button)

**Present Address**

\*Line I

Line II

\*City

\*State/Union Territory

\*Pin code

\*ISO Country code

Country

\*Phone

Fax

\*Details of companies/ body corporates

Pre-fill

a) CIN/LLPIN/Other Registration Number

b)	Name of the company/body corporate	<input type="text"/>
c)	Address with contact details	<input type="text"/>
d)	Email ID of the company	<input type="text"/>
e)	Telephone number	<input type="text"/>
f)	Fax number, if any	<input type="text"/>

**13. Particulars of payment of stamp duty (Refer instruction kit for details before filling the particulars)**

(a) State or Union Territory in respect of which stamp duty is paid or to be paid on foreign executed power of attorney  **Part 51**

(b) \*Whether stamp duty is to be paid electronically through MCA21 system  Yes  No  Not applicable

(i) Details of stamp duty to be paid  
Amount of stamp duty to be paid (in Rs.)

(ii) Provide details of stamp duty already paid

Type of document/Particulars	
Total amount of stamp paid (in Rs.)	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>
Name of the office of the collector of stamps or prescribed authority for stamping in foreign executed documents as per Rule 18 of the Indian Stamp Act	
Serial number of embossing or stamps or treasury challan number	
Date of payment of stamp duty	<input type="text"/> (DD/MM/YYYY)
Place of payment of stamp duty	

**Attachments**

- \*Certified copy of the charter, statutes, or memorandum and articles of the company or other instrument constituting or defining the constitution of the company;
- \*List of directors and secretary of the foreign company;
- \*Power of attorney or board resolution in favor of the authorized representative(s);
- \*Reserve bank of India approval letter;
- Particulars of the persons covered u/s 379;
- Details of the places of business other than principal place of business in India;
- Details of the places of business established at

Attach
Attach
Attach
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Attach

- any earlier occasion(s);
- 8. Particulars of the authorized representatives;
- 9. Interest of authorized person(s) in other entities;
- 10. Particulars of subsidiary, holding or associate companies of the foreign company in India
- 11. Particulars of related party of the foreign company.
- 12. Copy of permission letter of other Authority(s)/Regulator(s);
- 13. Optional attachment(s), if any

Attach
Attach
Attach
Attach
Attach
Attach

**Declaration**

I, \*  the authorized representative of the company, hereby certify that I am authorized by the Board of Directors of the Company vide resolution number \*  dated\*  to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared and verified that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
2. None of the directors or the authorised representative in India has ever been convicted or debarred from formation of companies and management in India or abroad.
3. All the required attachments have been completely, correctly and legibly attached to this form.

\*To be digitally signed by  DSC box

\*Name of the authorised representative

\*Income Tax PAN of the Authorised representative

**Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.**

Modify	Check Form	Preceding	Submit
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**For office use only:**  **APR filing details**  
 eForm Service request number (SRN)  eForm filing date  (DD/MM/YYYY)

This e-Form is hereby registered  
 Digital signature of the authorising officer   **Confirm submission**  
 Date of signing  (DD/MM/YYYY)

**FORM NO. FC.2**

[Pursuant to section 380(3) of the Companies Act 2013, and rule 3(4) Companies (Registration of Foreign Companies) Rules, 2014]



सत्यमेव जयते

**Return of alteration in the documents filed for registration by foreign company**

Form language  English  Hindi

Refer the instruction kit for filing the form.

1. \*Foreign company registration number (FCRN)

Pre-File

2. (a) Name of the company

(b) Address of the principal place of business in India of the foreign company

(c) email id of the company

3. \*Type of return

- Alteration in charter, statute or memorandum of association or articles of association
- Alteration in registered or principal office of the company in the country of incorporation
- Alteration in places of business in India of the company
- Alteration in directors or secretary
- Alteration in particulars of company authorized representative(s)

4. (a) Date of the board meeting authorizing such alteration, if any

(b) Date of general meeting (if any)

(c) \*Whether there is any material change in the status or affairs of the parent company  Yes  No

If yes, furnish the brief details (attachment required)

(d) \*Whether there is any material change in the ownership of the parent company  Yes  No

If yes, furnish the brief details (attachment required)

**Part A: Alteration in charter, statute or memorandum of association or articles of association**

5. (a) \*Date of alteration

(b) \*Brief description of the alteration

(c) \*Reason(s) for such alteration

(d) \*Type of resolution       Ordinary       Special

(e) \*Whether there is any change in the name of the company

Yes       No

If yes, specify the changed name of the company

**PART B : Alteration in registered or principal office of the company in the country of incorporation**

6. (a) Address of new registered or principal office of the company in the country of incorporation

\*Line I

Line II

\*City

\*State

\*Pin Code

\*ISO Country Code

Country

\*Telephone number with ISD Code

Fax number with ISD Code

\*email Id of the foreign company

(b) \*Date of alteration

(c) \*Reason of alteration



**PART C : Alteration in the place of business in India of the company**

7. Number of alterations

I. (a) Whether the alteration is in respect of

- Principal place of business
- Other place(s) of business

(b) Type of alteration

- Change of address of principal/ other place of business
- Cessation to have a such place

(c) Details in respect of each alteration-

(i) \*Effective date of alteration

(ii) \*Reason(s) for such alteration

(iii) (a) Existing address of the principal/ other place of business of the company

\*Line I

Line II

\*City

\*State

\*Pin Code

(b) Type of office

If others, then provide details

(iv) New address (In case of change in address)

\*Line I

Line II

\*City

\*State

\*Pin Code

Fax No.

\*email id

\*Telephone No.

(v) \*Whether any change in the type of office  Yes  No

If yes, then specify the type of office

If others, then specify

(vi) \*Whether any approval is required for such alteration

Yes  No

If yes, Name of the Authority

Date of the approval obtained

Order Number

(vii) \*Whether there is change in the business activities  Yes  No

If yes, specify the new business activities

II. In case of cessation to have a place of business in India, whether the company is still maintaining any place of

business in India: (radio button)  Yes  No

If yes, total number of such place(s) in India

**Part D : Alteration in the particulars of the directors or secretaries**

8. \*Number of the alterations

I. (a) \*Alteration in the particulars of-

Director  Secretary

(b) Particulars of each alteration:

(i) \*Date of alteration

(ii) \*Brief descriptions of the alteration

(iii) \*Reason(s) thereof

**PART E : Alteration in particulars of company authorized representative**

9. Total number of representatives whose particulars has changed

Particulars of each alteration:

I. (i) \*Type of alteration

- Appointment of new person authorized to accept service of documents
- Modification to the particulars of person authorized to accept service of documents
- Cessation of office of person authorized to accept service of documents

(ii) \*Effective date of appointment/ modification/ cessation

(iii) \*Reason(s) for such appointment/ modification/ cessation

(iv) Modified details of the person appointed/ authorized/ ceased to accept service of documents on behalf of company

Director Identification Number (if any)	<input type="text"/>	<input type="text"/>
*Income tax Permanent Account number (Income-tax PAN)	<input type="text"/>	
*Name of the person resident in India authorized to accept on behalf of foreign company		
<input type="text"/>		
*O Father's Name    o Mother's Name    o Spouse's name		
<input type="text"/>		
*Designation	<input type="text"/>	
Membership number (In case of Secretary)	<input type="text"/>	
*Nationality	<input type="text"/>	Date of Birth <input type="text"/>
If the present nationality is not the nationality of origin, then specify the nationality of origin		
<input type="text"/>		
Number of the passports	<input type="text"/>	
Passport number	<input type="text"/>	Date of issue <input type="text"/>
Issue country	<input type="text"/>	
*Occupation type    O Self Employed    O Professional    O Homemaker    O Student    O Serviceman		
Area of Occupation	<input type="text"/>	
If others selected, specify	<input type="text"/>	
Permanent Address		
*Line I	<input type="text"/>	
Line II	<input type="text"/>	
*City	<input type="text"/>	
*State/Union Territory	<input type="text"/>	*Pin code <input type="text"/>
*ISO Country code	<input type="text"/>	Country <input type="text"/>
*Phone	<input type="text"/>	Fax <input type="text"/>
*email ID	<input type="text"/>	
*Whether present address is same as the permanent address <input type="checkbox"/> Yes <input type="checkbox"/> No ( Radio button)		
Present Address		
*Line I	<input type="text"/>	
Line II	<input type="text"/>	
*City	<input type="text"/>	
*State/Union Territory	<input type="text"/>	*Pin code <input type="text"/>
*ISO Country code	<input type="text"/>	Country <input type="text"/>
*Phone	<input type="text"/>	Fax <input type="text"/>
*Whether the person authorised has been appointed through power of attorney or by passing the resolution		
<input type="radio"/> Power of attorney <input type="radio"/> Resolution		

Declaration

I, \* [ ]

the authorized representative of the company, hereby certify that I am authorized by the Board of Directors of the Company vide resolution number \* [ ] dated\* [ ] to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared and verified that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
2. All the required attachments have been completely, correctly and legibly attached to this form.

\*To be digitally signed by

[DSC Box]

\*Authorised representative of the Foreign company

[ ]

\*Income Tax PAN of the Authorised representative

[ ]

Attachments:

1. Copy of the Board resolution, if any;
2. Copy of the general meeting resolution, if any;
3. Copy of approval letter, if any;
4. Translated version of the documents (in case it is not in English)
5. Particulars of alterations in the place of business in India of the company
6. Particulars of alteration in details of the directors or secretaries
7. Particulars of alterations in details of the company authorized representative
8. Optional attachments, if any.

[Attach]  
 [Attach]  
 [Attach]  
 [Attach]  
 [Attach]  
 [Attach]  
 [Attach]  
 [Attach]

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

[Modify]

[Check Form]

[Prescribing]

[Submit]

For office use only:

[eForm filing details]

eForm Service request number (SRN)

[ ]

eForm filing date

[ ]

(DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

[ ]

[Confirm submission]

Date of signing

[ ]

(DD/MM/YYYY)

**FORMNO. FC-3**

[Pursuant to section 381 of the Companies Act 2013, and rule 6 of Companies (Registration of Foreign Companies) Rules, 2014]



सत्यमेव जयते

Annual accounts along with the list of all principal places of business in India established by foreign company

Form language  English  Hindi

Refer the instruction kit for filing the form.

1. \*Foreign company registration number (FCRN)  (a) Name of the company (b) Address of the registered or principal place of foreign company (c) email id of the company 2. a) \*Whether the company is still maintaining any place of business in India  Yes  Nob) If yes, Total number of principal place(s) of business in India 3.(a) \*Period of annual accounts From 

(DD/MM/YYYY)

To 

(DD/MM/YYYY)

(b) \* Date of signing of report on the annual accounts by the auditors 

(DD/MM/YYYY)

4. \*Particulars of the annual accounts of the company

**Part - A BALANCE SHEET**

Particulars	Figures as at the end of (Current financial year) (in Rs. `)	Figures for the period (Previous financial year) (in Rs. `)
	<input type="text"/> (DD/MM/YYYY)	<input type="text"/> (DD/MM/YYYY)
Sources of funds		
Capital (including funds received from parent company)		
Reserves and surplus		
Secured loans		
Unsecured loans		
Deferred tax liabilities (Net)		
Others (Please specify)		
<input type="text"/>		

1534 40/14-9

TOTAL		
Application of funds		
Gross fixed assets (including intangible assets)		
Less: depreciation and amortization		
Net fixed assets		
Capital work-in-progress		
Investments		
Deferred tax assets (Net)		
Current assets, loans and advances		
(a) Inventories		
(b) Sundry debtors		
(c) Cash and bank balances		
(d) Other current assets		
(e) Loans and advances		
Less: Current liabilities and provisions		
(a) Liabilities		
(b) Provisions		
Net current assets		
Miscellaneous expenditure to the extent not written off or adjusted		
Profit and loss account		
Others (Please specify)		
TOTAL		

**Part - B STATEMENT OF PROFIT AND LOSS** (in relation to the business carried in India)

	Figures for the period (Current reporting period) (in `)		Figures for the period (Previous reporting period) (in `)	
	From	To	From	To
(I) Revenue from Indian operations				
(i) Sale of goods manufactured				
(ii) Sale of goods traded				
(iii) Sale or supply of services				
(II) Other Income (from Indian operations)				
(III) Total Revenue (I + II)				
(IV) Total Expenses Incurred				
(V) Profit before exceptional and extraordinary items and tax (III-IV)				
(VI) Exceptional & extraordinary items				
(VII) Profit before taxation (V-VI)				
(VIII) Taxation				
(IX) Profit after tax (VII-VIII)				
(X) Profit as per Section 198				

5. List of all principal places of business in India as on the balance sheet date

1. (a) \*Date of establishment

(b)\*Type of office

If others, specify

(c) \*Address

\*Line I

Line II

\*City

\*State

Country\*Pin  Code

\*Telephone Number  Fax No.

\*email id

(d)\*Description of the business activities carried out at the principal place

#### Attachments

1. \*Copy of latest consolidated financial statement of parent company;
2. \*Copy of balance sheet and profit and loss account duly authenticated under section 381(1);
3. Statement of related party transactions as per rule 4(2)(a);
4. Statement of repatriation of profits as per rule 4(2)(b);
5. Statement of transfer of funds as per rule 4(2)(c);
6. Approval letter obtained for every establishment;
7. Optional attachments, if any.

#### Declaration

I\*  the authorized representative of the company, hereby certify that I am authorized by the Board of Directors of the Company vide resolution number \* dated\*  to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared and verified that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
2. All the required attachments have been completely, correctly and legibly attached to this form.

\*To be digitally signed by

\*Name of the authorised representative

\*Income Tax PAN of the Authorised representative

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company



**FORM FC-4**

[Pursuant to Section 384(2) of the Companies Act 2013 and rule 7 of Companies (Registration of Foreign Companies) Rules, 2014]



सत्यमेव जयते

**Annual Return of a Foreign Company**

Form language o English o Hindi

Refer the instruction kit for filing the form.

1. \* Foreign company registration number

Pre-Fill

2. a). Name of the company

(b). Address of Registered Office of the foreign company

3. a). \* Whether any part of the register of members or debentures kept in India

Yes

No

(b). If yes, address of the place in which the part of the register is kept

Line I

Line II

(c). City

(d). State

(e). Pin code

4. \* Date of balance sheet (last day of financial year of the company)

(DD/MM/YYYY)

5. \* Principal business activities of the company

All the business activities contributing 20 % or more of the total turnover of the company shall be stated

S. No.	Business activities	Turnover as % to total sales / turnover of the company
1		
2		
3		
4		
5		

6. Details of subsidiary, holding or associate companies in India of the foreign company or of any subsidiary or holding company of such foreign company or of any firm in India in which such foreign company or its holding or subsidiary company is a partner

\*Number of such entities

Particulars of such entities

i. (i). \*CIN/FCRN/LLPIN/Other Registration Number

Pre-fill

(ii). \*Name of such company or firm

iii. \*Whether the company is

**Summary of share capital, debentures and other securities**

7. (i) **Authorised share capital**

(a). **Authorised share capital**  (number of shares)  (in Rs.)  
divided into:

Class of shares	Number of shares	Nominal value (in Rs.)

(b) **Particulars of authorized Indian Depository Receipts**

Total number of IDRs

Nominal value per IDR

Total amount of IDRs

(ii) **Subscribed share capital**

(a). **Number of shares of each class taken**

Number of shares	Class of shares

(b). **Number of shares of each class issued subject to payment wholly in cash**

Number of shares	Class of shares

(c). **Number of shares of each class issued as fully paid-up for a consideration other than cash**

Number of shares	Class of shares

(d). Number of shares of each class issued as partly paid-up for a consideration other than cash and extent to which each such share is so paid-up

Class of shares	Number of shares	Paid-up value per share

(e). Number of shares (if any) of each class issued at discount

Number of shares	Class of shares

(f). Amount of discount on the issue which has not been written off (in Rs.)

(g) Particulars of authorized Indian Depository Receipts

Total number of IDRs

Nominal value per IDR

Total amount of IDRs

(iii) Called up share capital

(a). Amount called up on number of shares of each class

Class of shares	Number of shares	Called up value per share

(b). Total amount of calls received, including payment on application and allotment and any sums received on shares forfeited (in Rs.)

(c). Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid-up for a consideration other than cash (in Rs)

on

Number of shares	Class of shares

(d). Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid-up for a consideration other than cash (in Rs.)  on

Number of shares	Class of shares

(e). Total amount of calls unpaid (in Rs.)

(f) Particulars of authorized Indian Depository Receipts

Total number of IDRs  Nominal value per IDR   
 Total amount of IDRs

8. Total number of shares of each class forfeited

Number of shares	Class of shares

9. Total amount paid (if any) on shares forfeited (in Rs.)

10. Total amount of shares for which share warrants to bearer are outstanding (in Rs.)

11. Total amount of share warrants to bearer issued and surrendered respectively since the date up to which the last return was made

(a). Issued (in Rs.)

(b). Surrendered (in Rs.)

12. The shareholding pattern of the company

S. No.	Category of share holders	Shares held at the beginning of the year	Shares held at the end of the year	Percentage (%) change in the shareholding
1.	Government(Central and State)			
2.	Government Companies			
3.	Public financial institutions			
4.	Nationalized or other bank(s)			
5.	Mutual Funds			
6.	Venture Capital			
7.	Foreign holdings (Foreign Institutional Investors, Foreign companies, Non-resident Indians, Foreign financial institutions or			

	Overseas corporate bodies)			
8.	Bodies Corporate (not mentioned above)			
9.	Directors or relatives of directors			
10.	Other top fifty shareholders (other than mentioned above)			
11.	Others			
12.	Total			
	Total number of shareholders			

**13. Total amount of debentures and other securities outstanding (in Rs.)**

(a) (i) Number of debentures

(ii) Nominal value per debenture (in Rs.)

(iii) Total amount of debentures (in Rs.)

**(b) Amount of other securities**

Class of securities	Number of securities	Nominal value	Total amount

14.(i) Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures and other securities (in Rs.)

(ii). Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date up to which the last return was made (in Rs.)

15. (a) \* Whether the company is falling under section 379 of the Companies Act, 2013  Yes  No

(b)(i) If yes, specify the number of such persons covered under section 379

Particulars of such person(s)

\*Category

**Details of the person**

Director identification number

\*Income tax Permanent Account number (Income-tax PAN)

\*Name of the person

\*O Father's Name  o Mother's Name  o Spouse's name

\*Nationality

\*Date of Birth

\*Occupation type  Self Employed  Professional  Homemaker  Student  Serviceman

Area of Occupation

If others selected, specify

\*Educational qualification

Permanent Address

\*Line I

Line II

\*City

\*State /Union Territory  \*Pin code

\*ISO Country code

Country

\*Phone  Fax

Mobile

\*email id

\*Whether present address is same as the permanent address  Yes  No ( Radio button)

Present Address

\*Line I

Line II

\*City

\*State/Union Territory  \*Pin code

\*ISO Country code

Country

\*Phone  Fax

\*Details of companies/ body corporates Part-III

a) CIN/LLPIN/Other Registration Number

b) Name of the company/body corporate

c) Address with contact details

d) Email ID of the company

e) Telephone number

f) Fax number, if any

**16. Indebtedness of the Company for which charge has been created on the properties in India requiring registration of charges under Section 384 and Chapter VI of the Act**

Particulars	Amount	Name of the property(s) charged
<b>Indebtedness at the beginning of the year</b>		
i) Principal Amount		
ii) Interest due but not paid		

iii) Interest accrued but not due		
<b>Total (I + ii + iii)</b>		
<b>Total amount of charge created during the year</b>		
<b>Total amount of charge satisfied during the year</b>		
<b>Indebtedness at the end of the year</b>		
i) Principal Amount		
ii) Interest due but not paid		
iii) Interest accrued but not due		
<b>Total (i +ii + iii)</b>		

**Attachments**

- \*Details of Promoters , Directors and Key managerial personnel and changes therein since close of previous financial year;
- \*Details of directors and key managerial personnel and their remuneration;
- \*Details of the meeting of the members or class thereof, board and its various committees along with attendance details;
- \*Particulars of members and debenture holders along with changes therein since the close of previous financial year;
- Particulars of Holding, subsidiary and associate companies and firms;
- Details of Penalties / punishment/ Compounding of offences, if any;
- Optional attachment(s), (if any).

**Declaration**

I, \*

the authorized representative of the company, hereby certify that I am authorized by the Board of Directors of the Company vide resolution number \*  dated\*  and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared and verified that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
- All the required attachments have been completely, correctly and legibly attached to this form.

\*To be digitally signed by

DSC box

Name of the authorised representative

Income Tax PAN of the Authorised representative

**Note:Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.**

<input type="button" value="Modify"/>	<input type="button" value="Check Form"/>	<input type="button" value="Prescrutin"/>	<input type="button" value="Submit"/>
<b>For office use only:</b>		<input type="button" value="Affix filing details"/>	
eForm Service request number (SRN)	<input type="text"/>	eForm filing date	<input type="text"/> (DD/MM/YYYY)
This e-Form is hereby registered			
Digital signature of the authorising officer	<input type="text"/>	<input type="button" value="Submit to BO"/>	
Date of signing	<input type="text"/>	(DD/MM/YYYY)	



**Form FC-5****Nomination by IDR Holder**

*[Pursuant to section 390 and rule 13(6)(c) of Companies (Registration of Foreign Companies) Rules, 2014]*

1. Name of the foreign company:

2. (a) ISO code of the country where the foreign company is registered:

(b) Name of Country:

(c) Registration / GLN No.

3. Full address of registered or principal office of foreign company:

Address:

Line I

Line II

City

State

Country

Pin code

Telephone No. with ISD Code.

Fax No. with ISD Code

E-mail id

4. Details of IDRs held by the IDR holder

5. Name and details of the Nominee to whom IDRs held by the holder shall vest in the event of death of the holder :

a. Name of the nominee:

b. Father/Husband name:

c. Date of Birth:

d. Gender:

e. PAN:

f. Full Address:

**Declaration**

I ..... S/o/W/o..... R/o.....and holder of ..... number of IDRs distinctive number as given herein above do hereby nominate the above person whose particulars are given herein above who shall hold such IDRs held by me even in the event of my death. I am giving this declaration out of own volition and free will, without any under influence or duress and this nomination shall be final unless it is revoked by me in future by nominating another person.

Signature

[FN 1/23/2013-CL-V]

RENUKA KUMAR, Jt. Secy.