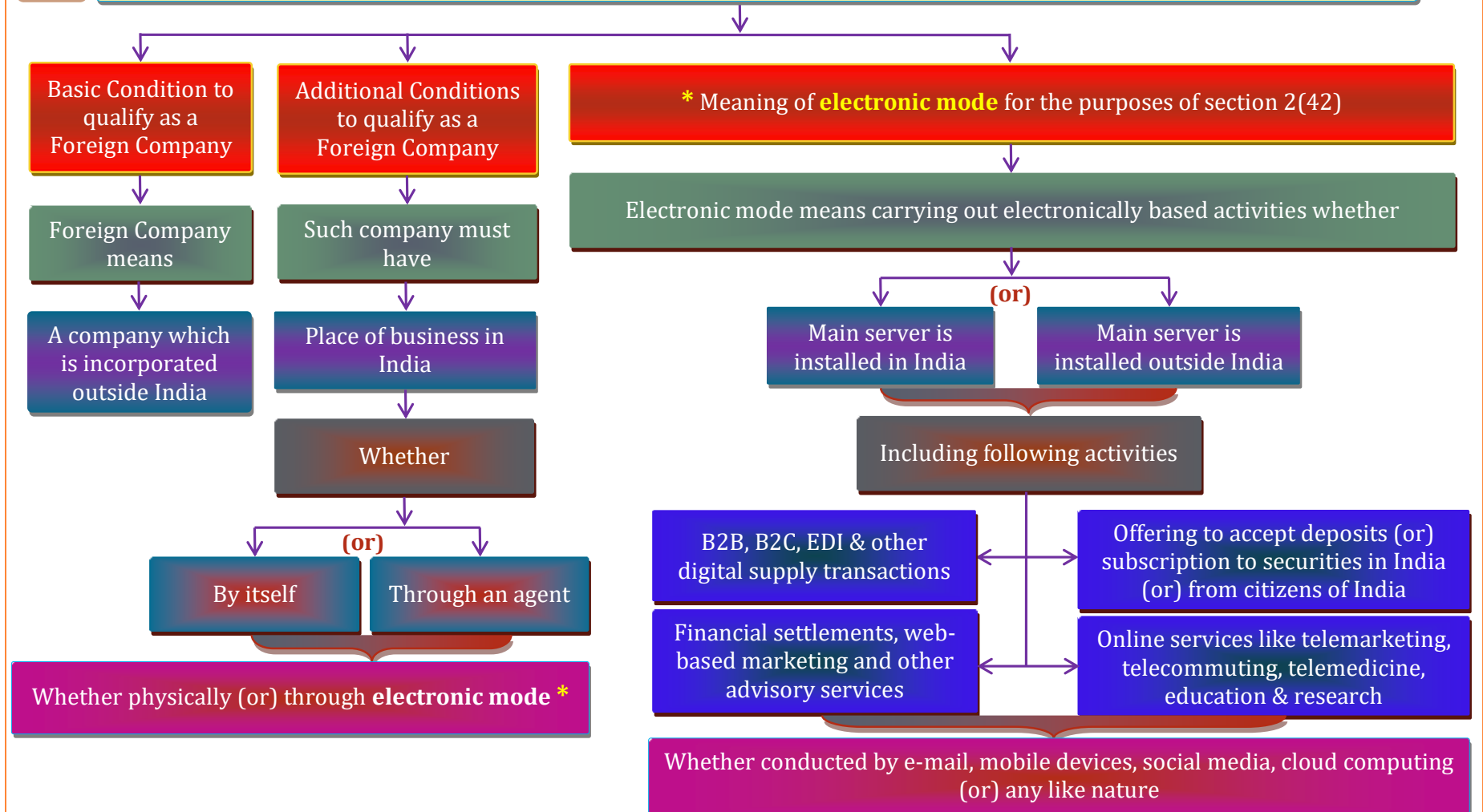


COMPANIES INCORPORATED OUTSIDE INDIA [SECTION 379 TO 393]

(1)

DEFINITION OF FOREIGN COMPANY [SECTION 2(42)]



(2)

APPLICATION OF ACT TO FOREIGN COMPANIES [SECTION 379]

(A)

Companies to whom selected sections of this chapter are applicable

In case of companies incorporated outside India not being foreign companies (no place of business in India)

Sections 380 to 386 and Section 392 and 393 shall not apply (Sections 387 to 391 only apply)

(B)

Companies to whom all sections of this chapter are applicable

In case of foreign companies

Sections 380 to 386 and Section 392 and 393 shall apply.

Further every foreign company being a company incorporated outside India shall get applied with Sections 387 to 391.

(C)

Companies to whom all sections of this chapter and such other provisions shall also apply

Where $\nless$ 50% of paid-up share capital whether --

(or)

Equity

(or)

Preference

Partly equity & Partly Preference

of a foreign company is held, singly (or) in aggregate, by

(or)

One or more citizens of India

(or)

One or more companies (or) body corporates incorporated in India

Combination of both

Such company shall comply with

(&)

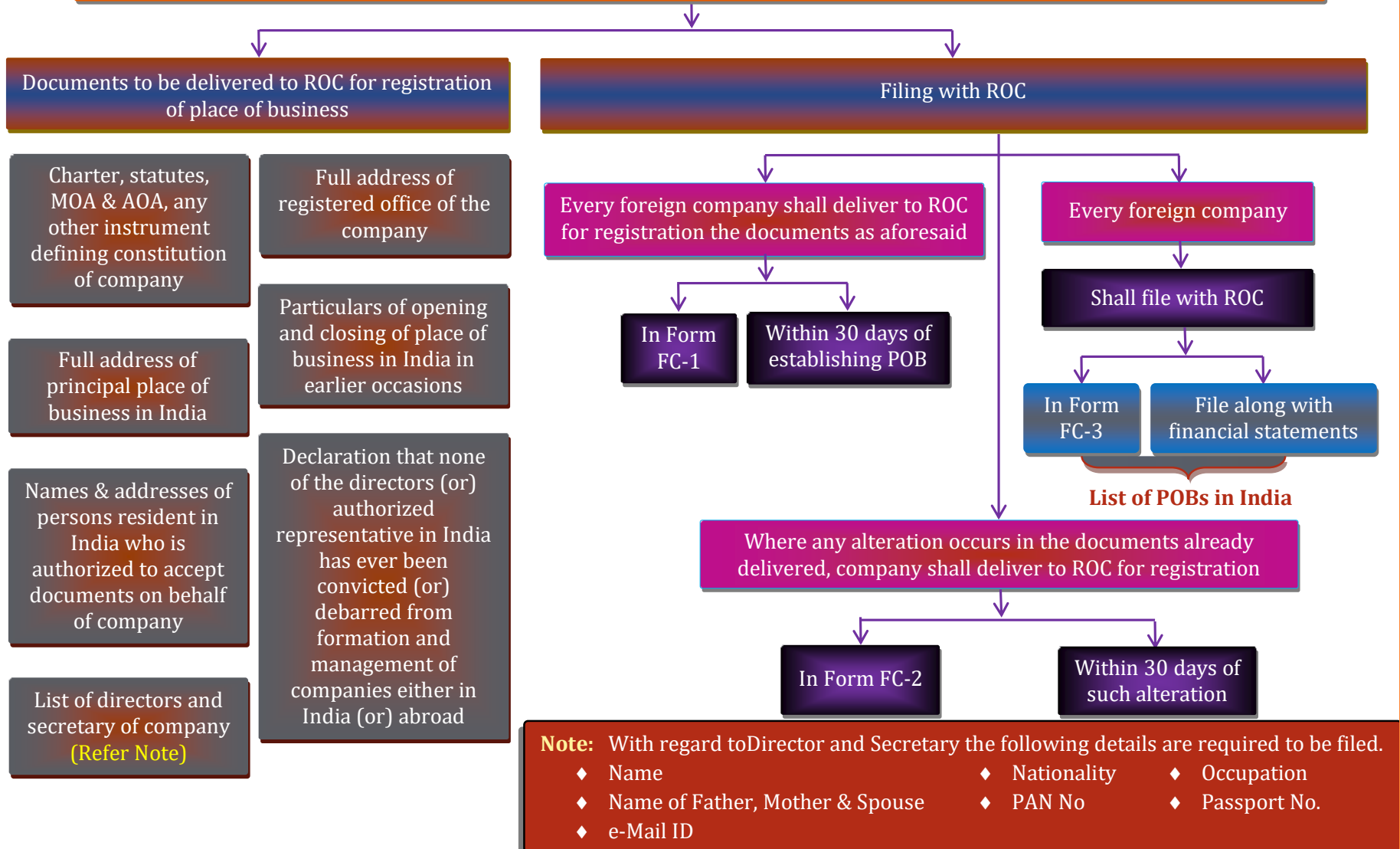
Provisions of this chapter

Such other provisions of this Act

With respect to Indian business as if it were a company incorporated in India

(3)

DOCUMENTS ETC. TO BE DELIVERED TO REGISTRAR BY FOREIGN COMPANIES [SEC.380 R/W. RULE 61]



(4)

ACCOUNTS OF FOREIGN COMPANY [SECTION 381 R/W. RULE 4]

(A)

Preparation of financial statements

Every foreign company shall

Prepare B/S and P&L A/c. in accordance with Schedule III (or) as near as possible to Schedule III

Attach the documents required to be annexed as per Chapter IX A/cs of Co

Attach latest CFS of parent foreign company submitted by it to the authority in its country of incorporation

Where documents as aforesaid are not in English language a certified translation into English is mandatory

(B)

Filing of special statements

Every foreign company shall along with financial statements attach the following documents

Statement of related party transactions

Statement of transfer of funds

Statement of repatriation of profits

(C)

Audit of accounts of foreign company

Every foreign company shall get its accounts pertaining to Indian business operations

Audited by a practicing CA (or) a firm or LLPs of CAs

The documents in (A) & (B) above shall be delivered to ROC within a period of 6 months from the date of FY

(5)

DISPLAY OF NAME, ETC. OF FOREIGN COMPANY & SERVICE ON FOREIGN COMPANY [SECTION 382 & 383]

DISPLAY OF NAME, ETC. OF FOREIGN COMPANY [SECTION 382]

(A)

What to display?

Name of company

If the liability of members is limited, that fact.

Country of incorporation

(B)

Where to display?

Outside every POB

(&)

In all business letters, bill-heads, notices and any official publications

(&)

In every prospectus issued

(C)

Mode of display?

Conspicuously in legible English characters and in one of the languages in general use in the locality in which POB is situated

SERVICE ON FOREIGN COMPANY [SECTION 383]

Any process, notice (or) any other document

Which is required to be served on a foreign company

Shall be deemed to be sufficiently served

If addressed to

Any person whose name and address have been delivered to ROC under section 380

(6)

DEBENTURES, ANNUAL RETURN, REGISTRATION OF CHARGES, BOOKS OF ACCOUNTS & THEIR INSPECTION, FEE FOR REGISTRATION OF DOCUMENTS AND INTERPRETATION [SECTION 384, 385 & 386]

DEBENTURES, ANNUAL RETURN, REGISTRATION OF CHARGES, BOOKS OF ACCOUNTS [SECTION 384]

Section 71: The provisions of Section 71 shall apply to a foreign company (**Note:** Section 71 deals with issue of debentures)

Section 92: The provisions of Section 92 shall apply to a foreign company (**Note:** Section 92 deals with filing of annual return. However, in case of a foreign company annual return shall be filed within **60 days** from the end of FY.)

Section 128: The provisions of Section 128 shall apply to a foreign company (**Note:** Section 128 deals with books of accounts namely details of all monies spent and received, sales and purchases, assets and liabilities.)

Section 135: The provisions of Section 135 shall apply to a foreign company (**Note:** Section 135 deals with CSR.)

Chapter VI: The provisions of Chapter VI shall apply to a foreign company (**Note:** Chapter VI deals with registration of charges.)

Chapter XIV: The provisions of Chapter XIV shall apply to a foreign company (**Note:** Chapter XIV deals with inspection, inquiry and investigation)

FEE FOR REGISTRATION OF DOCUMENTS [SECTION 385]

Fee for Registration

Any document

Which a Foreign Company is required to deliver

Shall be delivered to ROC having jurisdiction over New Delhi

INTERPRETATION [SECTION 386]

Interpretation

(b)

Director

Includes a person in accordance with whose instructions the BoD are accustomed to Act

(c)

Place of Business

Includes

(Or)

Share transfer office

Share registration office

Within India

(1)

Translation from original to English shall be made by expert having knowledge in original & English

(2)

Authentication by Advocate, Pleader having representation in HC

(a)

Certified

Nature of original document

English

True copy = Certified

Not in English

Translation

Outside India

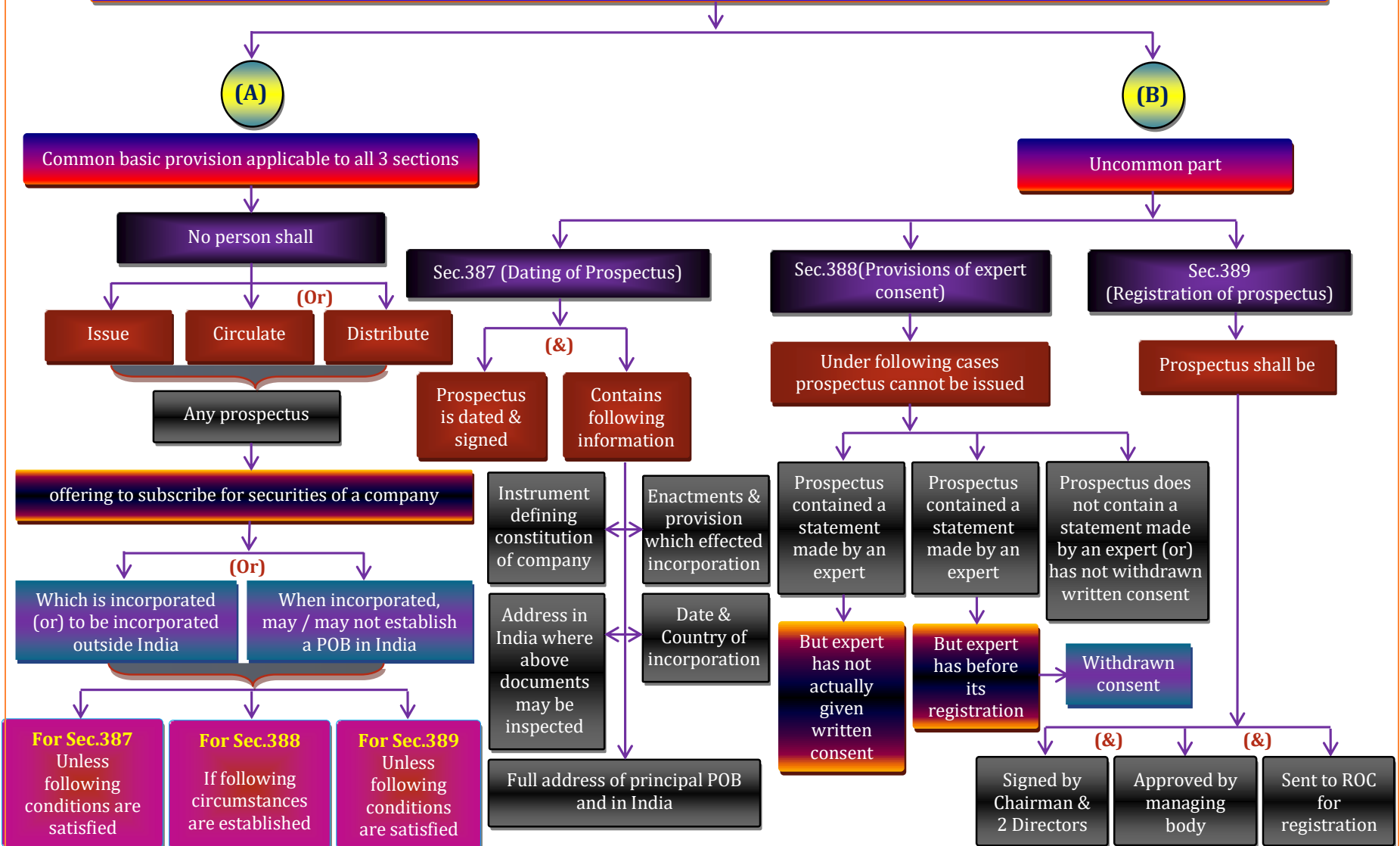
(Or)

By any person having custody of that document

By a notary public outside India

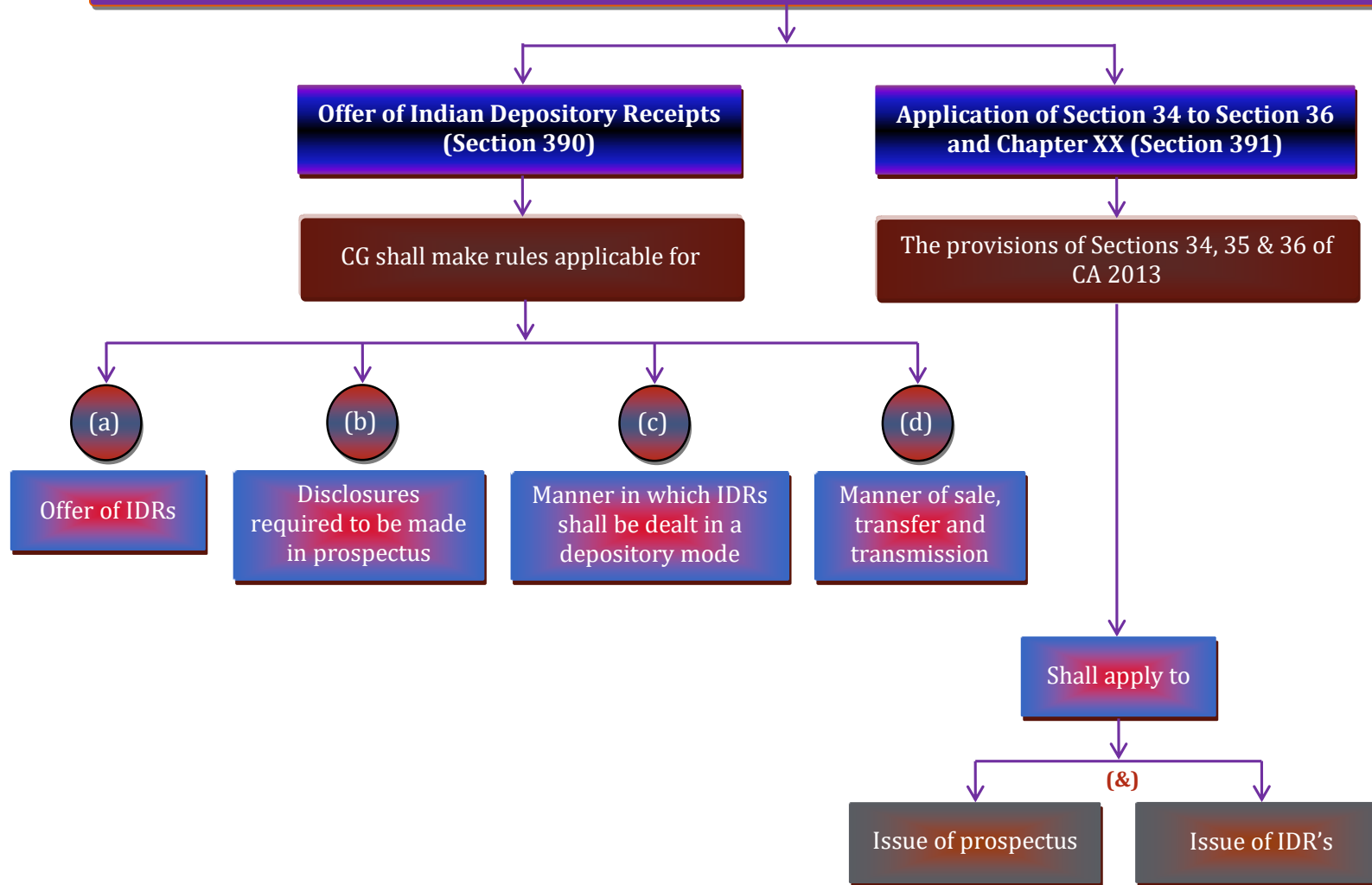
(7)

PROSPECTUS RELATED SECTIONS (SECTIONS 387, 388 & 389)



(8)

IDR'S & APPLICATION OF CERTAIN SECTIONS [SECTIONS 390 & 391]



(9)

PUNISHMENT AND CONSEQUENCES [SECTION 392 & SECTION 393]

