

Lecture 11.2

382: Display of name of foreign co.

outside the office or job in India

- Business letters
- official Publication
- Documents

- Name
- country of incorp.
- whether liab. is limited?

legible letters + local language

383: Service of document on FC:

Notice/doc → of addressed to PR and sent by ^{hand delivery} post _{EMDA}

↓

Deemed served on FC.

384: other provisions applicable:

- 71 - Debenture
- 128 - Books of Account
- 92 Annual Return

135 - CSR

chapter VI ✓ Registration of charges
chapter XIV ✓ inspection, & investigation

385: FC Fees (prescribed)

386: Interpretation:

① "Certified" means certified to be **True copy** & **correct translation**

Who can certify? *Miss Arney*

India

- Advocate/Attorney entitled to appear before High Court

- Affidavit of competent person (as per ROC) having knowledge of **original lang** & **English**

outside India

Authenticated by sign and seal of:

- official having custody of original doc. or

- Notary of the country where co. is incorporated

② "Place of Business" includes **share trf. office** & **share Registration office.**

387 - FC 380-386 / 392-393

380: Applicability
381: Documents
382: Display
383: Service of docu.
384: other sec.
385: Fees
386: Interpretation

387: Co. incorp. of India

	Co. incorp. India + POB in India	No POB in India
380-386 + 392-393	✓	✗
387-391	✓	✓

387: Dating of prospectus and particulars therein

① Dated & signed - Prospectus

Particulars: charter documents (MOB/POB)
enactment under which co. is incorporated + date & country of incorporation
Address where such charter docs/enactment can be inspected.

N.A. if prospectus issued 2 years after commencement of business

include → POB - India / not Address.

include → matter stated in 26.

② such co. shall issue application form

only if:
Such form is issued with **VAID PROSPECTUS** and Does not contravene provision of **sec 388** (Expert's consent)

Exception → underwriting agreement

Exception to sec 387:
- issue to existing SH
- issue uniform with shares previously issued & listed on RSE
- Bonus

388: Expert's consent

of prospectus includes expert's statement:
written consent not withdrawn statement to that effect in prospectus (face of it)

389: Registration of prospectus:

Co. incorporated outside India → copy (sign) → ROC
- charpters and - 2 directors
Mention on the **face of it** (prospectus)
Attach - Expert's consent & other docs prescribed

Following docs to be attached:

- (a) Expert's consent
- (b) copy of contracts - for appointment of **MD/manager** if not in writing, give a **written memo**
- (c) copy of **material contracts** - not in **OCOB** - Entered in last 2 years
- (d) **underwriting agreement**
- (e) copy of **power of attorney** (if signed by person auth. by director)

390/391/392/393

2 year
2 year + Not OCOB + material

contract - OCOB & **not in OCOB** - material ✓ immaterial ✗

390: IDR - Not relevant.

Indian Depository Receipt
US → IDR → ₹
① SCB standard chartered bank
② withdrawal

391: Co. incorp. of India - Prospectus

sec 24-36 apply winding up provision apply

392: Penalty/Punishment:

Co. 1 lakh - 5 lakh
Addition fine 50000/day
25000 - 5 lakh
Base penalty 12-31 + 25000/day
25000 - 5 lakh

393: Failure to comply with this chapter:

Not affect validity of contracts to be sued.
Not entitled to make suits on anyone unless complied all provision.
Foreign co. status - improper use
↳ liable for investigation u/s 210.

393B: Co may exempt class of Cos.

40
725/15
80
2/30/70
2/3

1/4 2/4