

(Annual Accounts with the list of all principal places of business in India established by foreign company)

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About this Document

The Instruction Kit has been prepared to help you file eForms with ease. This document provides references to law(s) governing the eForms, instructions to fill the eForm at field level and common instructions to fill all eForms. The document also includes important points to be noted for successful submission.

User is advised to refer instruction kit specifically prepared for each eForm.

This document is divided into following sections:

[Part I – Laws Governing the eForm](#)

[Part II – Instructions to fill the eForm](#)

[Part III – Important Points for Successful Submission](#)

Click on any section link to refer to the section.

Part I – Law(s) Governing the eForm

Section and Rule Number(s)

eForm FC-3 is required to be filed pursuant to Section 381 of the Companies Act, 2013 and Rule 4, 5 and 6 of Companies (Registration of Foreign Companies) Rules, 2014 which are reproduced for your reference.

Section 381:

- (1) Every foreign company shall, in every calendar year,—
 - (a) Make out a balance sheet and profit and loss account in such form, containing such particulars and including or having annexed or attached thereto such documents as may be prescribed; and
 - (b) Deliver a copy of those documents to the Registrar: Provided that the Central Government may, by notification, direct that, in the case of any foreign company or class of foreign companies, the requirements of clause (a) shall not apply, or shall apply subject to such exceptions and modifications as may be specified in that notification.

- (2) If any such document as is mentioned in sub-section (1) is not in the English language, there shall be annexed to it a certified translation thereof in the English language.

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(3) Every foreign company shall send to the Registrar along with the documents required to be delivered to him under sub-section (1), a copy of a list in the prescribed form of all places of business established by the company in India as at the date with reference to which the balance sheet referred to in sub-section (1) is made out.

Rule 4:

(1) For the purposes of clause (a) of sub-section (1) of section 381, 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;
- (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 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 under proviso to sub-section (1) of section 381, the Central Government has exempted or prescribed different documents for any foreign company or a class of foreign companies, then documents as prescribed 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, annex or attach thereto the following documents:

(a) Statement of Related party transaction, which shall include:

- (i) Names 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;

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(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 arm's length basis;

(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 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.

Rule 5:

(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.

(2) The provisions of Chapter X and rules made there under, as far as applicable, shall apply mutatis mutandis to the foreign company.

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Rule 6

For the purposes of sub-section (3) of section 381, every foreign company shall file to the Registrar, along with the financial statement, in Form No. FC-3 along with such fee as provided in Annexure to 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.

Purpose of the eForm

Every foreign company is required to prepare and file financial statements within a period of six months of the close of the financial year of the foreign company to which the financial statements relate to Delhi RoC in eForm number FC-3. It shall also prepare and file a list of places of business in India established by a foreign company as on date of the balance sheet in the same form.

However, the Registrar can extend the said period to not more than three months on application made in writing.

eForm Number as per Companies Act, 1956

Form 49 and Form 52 as per Companies Act, 1956.

Part II – Instructions to fill the eForm

Specific Instructions to fill the eForm FC-3 at Field Level

Instructions to fill the eForm are tabulated below at field level. Only important fields that require detailed instructions to be filled in eForm are explained. Self-explanatory fields are not discussed.

| S. No/ Section Name | Field Name | Instructions |
|------------------------|--|--|
| 1 | Foreign company registration number (FCRN) | Enter the Foreign Company Registration Number (FCRN). You may find FCRN by entering existing registration number or name of the company in the 'Find CIN' service available under the menu MCA services on the mca website. |
| | Pre-fill button | Click the Pre-fill button. On clicking the button, system shall automatically display the name registered or principal place of business in India of a foreign company and email id of the company. In case there is any change in the email ID, you can enter the new valid email ID. |

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| S. No/ Section Name | Field Name | Instructions |
|---|-------------|---|
| 3 | (a) | Period of annual accounts FROM..... TO..... |
| 3 | (b) | Date of signing of report on the annual accounts by the auditors |
| PART A : Balance Sheet | | |
| 4 | | Particulars of annual account of the company |
| <p>Enter the details of the current financial year for which annual accounts are being filed and</p> <p>Enter the details of the annual accounts of the foreign company like capital, reserves and surplus, secured loans, unsecured loans etc.</p> <p>Please ensure that the amount entered in the fields in this eForm should be in Indian rupees (Rs.) only.</p> | | |
| PART B : Statement of Profit and Loss (in relation to business carried in India) | | |
| 4 | | Statement of Profit and Loss (in relation to business carried in India) |
| <p>Enter the details of profit and loss of the foreign company in relation to the business carried in India which may include revenue from Indian operations, other income, taxation etc.</p> | | |
| 5 | | List of all principal places of business in India as on the balance sheet date. |
| <p>Enter the details of all principal place of business in India as on the date of balance sheet.</p> <p>Enter details like date of establishment, type of office, address and description of the business carried on at the principal place of business.</p> | | |
| To be digitally signed by | Declaration | Enter the full name of the authorized representative, serial number and date of board resolution wherein he is authorized to sign and submit the eForm. |

Instruction Kit for eForm FC-3

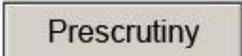
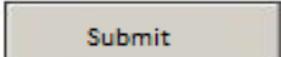
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| S. No/ Section Name | Field Name | Instructions |
|------------------------|--|--|
| | DSC | Ensure the eForm is digitally signed by the Authorized representative of the foreign company whose name has been registered with Registrar of Companies. |
| | Authorized representative of the Foreign company | <ul style="list-style-type: none"> • Enter full name of the authorized representative • Enter valid income-tax PAN number of the authorized representative of the foreign company. • PAN number of the person signing the eForm should also be associated with FCRN under the selected designation. |
| Attachments | | <ul style="list-style-type: none"> • Copy of latest consolidated financial statement of parent company (Mandatory). • Copy of balance sheet and profit and loss account duly authenticated under section 381(1) (Mandatory). • Statement of related party transactions • Statement of repatriation of profits • Statement of transfer of funds • Approval letter obtained for every establishment in India by a foreign company • In case the document is in any other language other than English, certified translation in English language is mandatory <p>Any other information can be provided as an optional attachment(s).</p> |

Common Instructions to fill eForm

| Buttons | Particulars |
|---|--|
| Pre-Fill  | <p>The Pre-fill button can appear more than once in an eForm. The button appears next to a field that can be automatically filled using the MCA database.</p> <p>Click this button to populate the field.</p> <p>Note: You are required to be connected to the Internet to use the Pre-fill functionality.</p> |
| Attach  | <p>Click this document to browse and select a document that needs to be attached to the eForm. All the attachments should be scanned in pdf format. You have to click the attach button corresponding to the document you are making an attachment.</p> |

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| Buttons | Particulars |
|--|---|
| | In case you wish to attach any other document, please click the optional attach button. |
| Remove Attachment  | You can view the attachments added to the eForm in the List of attachment field. To remove any attachment from the eForm, select the attachment in the List of attachment field and click the Remove attachment button. |
| Check Form  | <ol style="list-style-type: none"> 1. Click the Check Form button after, filling the eForm. System performs form level validation like checking if all mandatory fields are filled. System displays the errors and provides you an opportunity to correct errors. 2. Correct the highlighted errors. 3. Click the Check Form button again and. system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”. <p>Note: The Check Form functionality does not require Internet connectivity.</p> |
| Modify  | The Modify button is enabled, after you have checked the eForm using the Check Form button. To make changes to the filled and checked form: <ol style="list-style-type: none"> 1. Click the Modify button. 2. Make the changes to the filled eForm. 3. Click the Check Form button to check the eForm again. |
| Pre scrutiny  | <ol style="list-style-type: none"> 1. After checking the eForm, click the Prescrutiny button. System performs some checks and displays errors, if any. 2. Correct the errors. 3. Click the Prescrutiny button again. If there are no errors, a message is displayed “No errors found.” <p>The Prescrutiny functionality requires Internet Connectivity.</p> |
| Submit  | This button is disabled at present. |

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Part III - Important Points for Successful Submission

Fee Rules

| S. No. | Purpose | Normal Fee | Additional Fee (Delay Fee) | Logic for Additional Fees | | Remarks |
|--------|-------------------------------|---|----------------------------|---------------------------|--|---------|
| | | | | Event Date | Time limit(days) for filing | |
| 1. | Filing of the annual accounts | The Companies (Fee for filings with RoC) Rules, 2014 – Annexure A | | Close of financial year. | 9 months from the close of financial year. | |

Fees payable is subject to changes in pursuance of the Act or any rule or regulation made or notification issued thereunder.

Processing Type

The eForm will be auto approved.

SRN Generation

On successful submission of the eForm FC-3, SRN will be generated and shown to the user which will be used for future correspondence with MCA.

Challan Generation

On successful submission of the eForm FC-3, Challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the eform has been filed.

Email

When an eform is approved/rejected by the authority concerned, an acknowledgement of approval/rejection with related documents, if any is sent to the user in the form of an email at the end of the day to the email id of the company.

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[Annexure A](#)

The Companies (Fee for filings with Registrar of Companies) Rules, 2014

Normal Fees

Rs. 6,000

Additional Fees

| Period of delays | Fee applicable |
|--------------------------------------|-------------------------|
| Up to 30 days | 2 times of normal fees |
| More than 30 days and up to 60 days | 4 times of normal fees |
| More than 60 days and up to 90 days | 6 times of normal fees |
| More than 90 days and up to 180 days | 10 times of normal fees |
| More than 180 days | 12 times of normal fees |

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