

Instruction Kit for eForm FC-2

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

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About this Document

The Instruction Kit has been prepared to help you file eForms with ease. This documents 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-2 is required to be filed pursuant to Section 380(3) of the Companies Act, 2013 and Rule 3(4) of the Companies (Registration of Foreign Companies) Rules, 2014 which are reproduced for your reference.

Section 380(3):

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

Rule 3(4):

For the purposes of sub-section (3) of section 380, 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 No. FC-2 along with the fee as provided in Annexure 'B' containing the particulars of the alteration, within thirty days from the date on which the alteration was made or occurred.

Purpose of the eForm

Every foreign company on alterations in the charter or statute or any other instrument governing the company, alterations in the particulars of Director/Secretaries of the foreign company, any change in the registered or principal office of the company in the country of incorporation, any

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change in the particulars of authorized representative(s) of the company and any change in other places of business in India of the company, has to file eform FC-2 within 30 days of the alterations made. This eForm is required to be filed with Registrar of Companies and a copy is routed to concerned RoC of the respective state by the system. An alert is generated at the concerned RoC to inform of the filing done at RoC, Delhi.

eForm Number as per Companies Act, 1956

Form 49 and form 52 of Companies Act, 1956.

Part II – Instructions to fill the eForm

Specific Instructions to fill the eForm FC-2 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' under the menu MCA services available on the MCA website.
	Prefill Button	Click the “ Pre-fill ” button. On clicking the button, system shall automatically display the name, address of the principal place of business in India and email id of the company. In case there is any change in the email ID, enter the new valid email ID.
3	Type of Return	Select options for the type of return. This eForm can be filled for more than one option also.
4	(a) Date of the board meeting authorizing such alteration, if any	Enter the date of board meeting where such alteration has been authorized by the board of directors of the company and user is required to enter the date as DD/MM/YYYY.
	(b) Date of general meeting (if any)	Enter the date of general meeting, if any where such alteration has been authorized by the members of the company and user is required to enter the date as DD/MM/YYYY.

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Part A, Part B, Part C and Part D are applicable only if Part A, Part B, Part C and Part D respectively has been selected in field 3 for type of notice.			
Part A: Alteration in charter, statute or memorandum of association or articles of association			
5	(e)	Whether there is any change in the name of the company If yes, specify the changed name of the company.	Select a valid option YES or NO. In case there is any change in name of the company, mention the changed name of the company. Ensure that the name entered is correct as the same shall be displayed in the certificate to be issued by the RoC office.
6		Alteration in registered or principal office of the company in the country of incorporation	Enter the details of new registered or principal office of the company where the foreign company was incorporated in case there is any alteration to the same. Enter the date and reasons of such alteration.
PART C : Alteration in the place of business in India of the company			
7		Alteration in the place of business in India of the company	Enter the number of alterations and maximum seven fields can be regenerated and if alteration is more than seven then same can be attached in attachment no 5. Enter the details of alteration like if there is any principal place of business or other places of business or change in address of principal place of business in India, type of office and any approval required for such alteration, any change in business activities and also if there is any cessation of place of business in India. Ensure all the due filings from the opening of the principal office to closure of the principal office should have been done since company is no longer maintaining any place of business in India in case of cessation of place of business in India.
Part D : Alteration in the particulars of the directors or secretaries			
8		Alteration in the particulars of the directors or secretaries	Enter the number of alterations and maximum seven fields can be regenerated and if alteration is more than seven then same can be attached in attachment no 6. Select the alteration is with respect to directors or secretaries.

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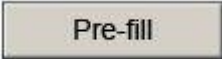
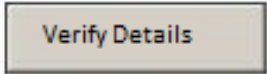


			Enter the particulars of alteration like date of alteration, reasons and brief description of such alteration.
PART E : Alteration in particulars of company authorized representative			
9		Alteration in particulars of company authorized representative	<p>Enter the number of representatives whose particulars are required to be changed and maximum seven fields can be regenerated and if alteration is more than seven then same can be attached in attachment no 7.</p> <p>Enter the type of alteration in particulars to authorized representative, effective date and reasons of such alteration.</p> <p>Enter approved DIN, if any and it is mandatory to enter valid income tax PAN in case of modified details of person to accept service of documents on behalf of the company.</p> <p>Click the prefill button and system shall display person's name, father's name, nationality and date of birth based on DIN entered and rest of the particulars are required to be entered by the user.</p> <p>Select the option whether the authorized person has been appointed through power of attorney or board resolution.</p>
Declaration			Enter the full name of the authorised representative of the foreign company and serial number and date of board resolution where such person has been authorised to sign and submit the eForm.
To be digitally signed by	DSC		Ensure the eForm is digitally signed by the Authorized representative of the foreign company whose name has been registered with Registrar of Companies.
		Name and Income Tax PAN of the Authorised representative	Enter full name of authorized representative who is signing this eForm and valid income-tax PAN number of the authorized representative of the foreign company.
Attachments			<ul style="list-style-type: none"> • Certified true copy of the Board resolution, if any • Copy of the general meeting resolution

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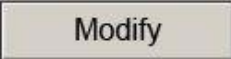

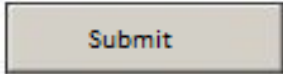
	<ul style="list-style-type: none"> • Copy of approval letter (it is mandatory if any approval is required for such alteration). • Translated version of the documents in English (in case documents attached are not in English). • Particulars of alterations in the place of business in India of the company • Particulars of alteration in details of the directors or secretaries • Particulars of alterations in details of the company authorized representative <p>Any other information can be provided as an optional attachment(s).</p>
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Common Instructions to fill eForm

Buttons	Particulars
Pre-Fill 	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. Click this button to populate the field. Note: You are required to be connected to the Internet to use the Pre-fill functionality.
Verify details 	The Verify details button appears on the eForm to verify the name & address details with the Income-tax PAN or passport number as entered by the applicant.
Attach 	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. 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.

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Buttons	Particulars
<p>Check Form</p> 	<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>
<p>Modify</p> 	<p>The Modify button is enabled, after you have checked the eForm using the Check Form button.</p> <p>To make changes to the filled and checked form:</p> <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.
<p>Pre scrutiny</p> 	<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>
<p>Submit</p> 	<p>This button is disabled at present.</p>
<p>Country code</p>	<p>Enter the country code. Refer Annexure A –List of ISO Country Codes.</p>

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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	
				Event Date	Time limit(days) for filing
1.	Alteration	The Companies (Fee for filings with RoC) Rules, 2014 - Annexure B	The Companies (Fee for filings with RoC) Rules, 2014 - Annexure B	Date of the alteration entered in field 5.a or 6.b or 7.c.i or 8.b.i or 9.ii of eform (whichever is earlier)	Within 30 days

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 processed by the office of Registrar of company (RoC).

SRN Generation

On successful submission of the eForm FC-2, 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-2, 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 completely processed by the authority concerned, an acknowledgement of the same with related documents, if any is sent to the user in the form of an email to the email id of the company.

Certificate

A system generated certificate for Establishment of Place of Business in India consequent upon change of name and certificate for closure of place of business consequent upon cessation of principle place of business are issued by Registrar and is sent as an attachment to the email id of the company, after approval is granted.

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Annexure A

List of ISO Country Codes

ALBANIA	AL	LIECHTENSTEIN	LI
ALGERIA	DZ	LITHUANIA	LT
AMERICAN SAMOA	AS	LUXEMBOURG	LU
ANDORRA	AD	MACAO	MO
ANGOLA	AO	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF	MK
ANGUILLA	AI	MADAGASCAR	MG
ANTARCTICA	AQ	MALAWI	MW
ANTIGUA AND BARBUDA	AG	MALAYSIA	MY
ARGENTINA	AR	MALDIVES	MV
ARMENIA	AM	MALI	ML
ARUBA	AW	MALTA	MT
AUSTRALIA	AU	MARSHALL ISLANDS	MH
AUSTRIA	AT	MARTINIQUE	MQ
AZERBAIJAN	AZ	MAURITANIA	MR
BAHAMAS	BS	MAURITIUS	MU
BAHRAIN	BH	MAYOTTE	YT
BANGLADESH	BD	MEXICO	MX
BARBADOS	BB	MICRONESIA, FEDERATED STATES OF	FM
BELARUS	BY	MOLDOVA, REPUBLIC OF	MD
BELGIUM	BE	MONACO	MC
BELIZE	BZ	MONGOLIA	MN
BENIN	BJ	MONTENEGRO	ME
BERMUDA	BM	MONTSERRAT	MS
BHUTAN	BT	MOROCCO	MA
BOLIVIA	BO	MOZAMBIQUE	MZ
BOSNIA AND HERZEGOVINA	BA	MYANMAR	MM
BOTSWANA	BW	NAMIBIA	NA
BOUVET ISLAND	BV	NAURU	NR
BRAZIL	BR	NEPAL	NP

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BRITISH INDIAN OCEAN TERRITORY	IO	NETHERLANDS	NL
BRUNEI DARUSSALAM	BN	NETHERLANDS ANTILLES	AN
BULGARIA	BG	NEW CALEDONIA	NC
BURKINA FASO	BF	NEW ZEALAND	NZ
BURUNDI	BI	NICARAGUA	NI
CAMBODIA	KH	NIGER	NE
CAMEROON	CM	NIGERIA	NG
CANADA	CA	NIUE	NU
CAPE VERDE	CV	NORFOLK ISLAND	NF
CAYMAN ISLANDS	KY	NORTHERN MARIANA ISLANDS	MP
CENTRAL AFRICAN REPUBLIC	CF	NORWAY	NO
CHAD	TD	OMAN	OM
CHILE	CL	PAKISTAN	PK
CHINA	CN	PALAU	PW
CHRISTMAS ISLAND	CX	PALESTINIAN TERRITORY, OCCUPIED	PS
COCOS (KEELING) ISLANDS	CC	PANAMA	PA
COLOMBIA	CO	PAPUA NEW GUINEA	PG
COMOROS	KM	PARAGUAY	PY
CONGO	CG	PERU	PE
CONGO, THE DEMOCRATIC REPUBLIC OF THE	CD	PHILIPPINES	PH
COOK ISLANDS	CK	PITCAIRN	PN
COSTA RICA	CR	POLAND	PL
COTE D'IVOIRE	CI	PORTUGAL	PT
CROATIA	HR	PUERTO RICO	PR
CUBA	CU	QATAR	QA
CYPRUS	CY	REUNION	RE
CZECH REPUBLIC	CZ	ROMANIA	RO
DENMARK	DK	RUSSIAN FEDERATION	RU
DJIBOUTI	DJ	RWANDA	RW
DOMINICA	DM	SAINT BARTHELEMY	BL

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DOMINICAN REPUBLIC	DO	SAINT HELENA	SH
ECUADOR	EC	SAINT KITTS AND NEVIS	KN
EGYPT	EG	SAINT LUCIA	LC
EL SALVADOR	SV	SAINT MARTIN	MF
EQUATORIAL GUINEA	GQ	SAINT PIERRE AND MIQUELON	PM
ERITREA	ER	SAINT VINCENT AND THE GRENADINES	VC
ESTONIA	EE	SAMOA	WS
ETHIOPIA	ET	SAN MARINO	SM
FALKLAND ISLANDS (MALVINAS)	FK	SAO TOME AND PRINCIPE	ST
FAROE ISLANDS	FO	SAUDI ARABIA	SA
FIJI	FJ	SENEGAL	SN
FINLAND	FI	SERBIA	RS
FRANCE	FR	SEYCHELLES	SC
FRENCH GUIANA	GF	SIERRA LEONE	SL
FRENCH POLYNESIA	PF	SINGAPORE	SG
FRENCH SOUTHERN TERRITORIES	TF	SLOVAKIA	SK
GABON	GA	SLOVENIA	SI
GAMBIA	GM	SOLOMON ISLANDS	SB
GEORGIA	GE	SOMALIA	SO
GERMANY	DE	SOUTH AFRICA	ZA
GHANA	GH	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS	GS
GIBRALTAR	GI	SPAIN	ES
GREECE	GR	SRI LANKA	LK
GREENLAND	GL	SUDAN	SD
GRENADA	GD	SURINAME	SR
GUADELOUPE	GP	SVALBARD AND JAN MAYEN	SJ
GUAM	GU	SWAZILAND	SZ
GUATEMALA	GT	SWEDEN	SE
GUERNSEY	GG	SWITZERLAND	CH
GUINEA	GN	SYRIAN ARAB REPUBLIC	SY
GUINEA-BISSAU	GW	TAIWAN, PROVINCE OF CHINA	TW
GUYANA	GY	TAJIKISTAN	TJ

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HAITI	HT	TANZANIA, UNITED REPUBLIC OF	TZ
HEARD ISLAND AND MCDONALD ISLANDS	HM	THAILAND	TH
HOLY SEE (VATICAN CITY STATE)	VA	TIMOR-LESTE	TL
HONDURAS	HN	TOGO	TG
HONG KONG	HK	TOKELAU	TK
HUNGARY	HU	TONGA	TO
ICELAND	IS	TRINIDAD AND TOBAGO	TT
INDIA	IN	TUNISIA	TN
INDONESIA	ID	TURKEY	TR
IRAN, ISLAMIC REPUBLIC OF	IR	TURKMENISTAN	TM
IRAQ	IQ	TURKS AND CAICOS ISLANDS	TC
IRELAND	IE	TUVALU	TV
ISLE OF MAN	IM	UGANDA	UG
ISRAEL	IL	UKRAINE	UA
ITALY	IT	UNITED ARAB EMIRATES	AE
JAMAICA	JM	UNITED KINGDOM	GB
JAPAN	JP	UNITED STATES	US
JERSEY	JE	UNITED STATES MINOR OUTLYING ISLANDS	UM
JORDAN	JO	URUGUAY	UY
KAZAKHSTAN	KZ	UZBEKISTAN	UZ
KENYA	KE	VANUATU	VU
KIRIBATI	KI	VENEZUELA, BOLIVARIAN REPUBLIC OF	VE
KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF	KP	VIET NAM	VN
KOREA, REPUBLIC OF	KR	VIRGIN ISLANDS, BRITISH	VG
KUWAIT	KW	VIRGIN ISLANDS, U.S.	VI
KYRGYZSTAN	KG	WALLIS AND FUTUNA	WF
LAO PEOPLE'S DEMOCRATIC			

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REPUBLIC	LA	WESTERN SAHARA	EH
LATVIA	LV	YEMEN	YE
LEBANON	LB	ZAMBIA	ZM
LESOTHO	LS	ZIMBABWE	ZW

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[Annexure B](#)

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

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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