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ABOUT THIS DOCUMENT

This Instruction Kit is designed as a step by step guide to assist the user in filling up the webform. This document provides references to law(s) governing the webform, guidelines to access the application, instructions to fill the webform at field level and important check points while filling up the webform along with other instructions to fill the webform.

User is advised to refer to the respective instruction kit for filing of webform.

This document is divided into following sections:



Part I – Law(s) governing the webform



Part II– Accessing the Form No. FC-2 application



Part III – Instructions to fill the webform



Part IV – Key points for successful submission

Click on any section link to refer to the particular section.

1 PART I – LAW(S) GOVERNING THE WEBFORM

Pursuant to Section [380\(3\)](#) of the Companies Act, 2013 read with Rule [3\(4\)](#) of the Companies (Registration of Foreign Companies) Rules, 2014

1.1 Purpose of the webform

Every foreign company, in case of following scenarios

- Alteration in charter, statute or memorandum of association or articles of association or name
- Alteration in registered or principal office of the company in the country of incorporation
- Change in address in India/ closure of places of business in India / Intimation of new place of business in India/ Change in type of office / Change in type of business activity
- Alteration in directors or secretary
- Alteration in particulars of company authorised representative(s)

shall file the particulars of such alterations in Form FC-2 within 30 days of such alterations being made. This webform is required to be filed at Delhi RoC and a copy is routed to concerned RoC by the system. The RoC of the corresponding State shall have access to these documents filed with the Delhi RoC.

1.2 Important Check Points while filling up the webform

- ✓ *Please read instructions and guidelines carefully before filling online application forms.*
- ✓ *Please attach the required mandatory supporting documents in the specified format only.*
- ✓ *Please ensure that applicant of the webform is registered at MCA portal before filing the webform.*
- ✓ *Please note that the Company for which the webform is being filed shall be registered with MCA and shall have a valid Foreign Company Registration Number (FCRN).*
- ✓ *Please ensure that the business user is associated with the company or authorised by the company to e-file on its behalf (applicable to other business user).*
- ✓ *Please ensure that the person signing the webform has a valid and non-expired/ non-revoked DSC.*
- ✓ *Please ensure that the signatories have an approved DIN or valid PAN or valid Membership number.*
- ✓ *Please ensure that DSC of the authorised signatories should have been registered on MCA portal against the DIN/ PAN/ Membership number mentioned in the webform.*
- ✓ *Please ensure that DIN/PAN/Membership number entered in the signatory field shall be associated with the FCRN under the selected designation.*
- ✓ *Please ensure that the membership number and/or certificate of practice number of the professional certifying the webform is a valid membership/certificate of practice number as existing in the database for that particular category of the professional and further they should not also be debarred. This shall not be applicable in case of advocates.*
- ✓ *Please ensure that the DIN shall not be flagged for disqualification of director.*

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- ✓ Please ensure that the date(s) entered in the form are greater than or equal to the date of establishment of principal place of business in India. Except for in case of Date of Birth.
- ✓ Please ensure that the dates entered in the form should be less than or equal to the system date. Except in case of date validity of approval received from requisite authority entered in field number 11 (e).
- ✓ Please note that in case of resubmission, original application of the FC-2 (along with the linked forms, if applicable) shall be available in the application history of the user and T+15 days (where T is the date of marking the application as 'Resubmission Required') should not have elapsed.
- ✓ If the space within any of the fields is not sufficient to provide all the information, then additional details can be provided as an optional attachment to the webform.
- ✓ Please check for any alerts that are generated using the "Notifications and alerts" function under the 'My Workspace' page in the FO user dashboard on the MCA website

2 PART II – ACCESSING THE FORM NO. FC-2 APPLICATION

2.1 Application Process for Form No. FC-2

2.1.1 Initial Submission

2.1.1.1 Option 1

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials¹

STEP 3: Select “MCA services” and further select “E-Filing”

STEP 4: Select “Company Forms Download”

STEP 5: Navigate to the header “Filing by Foreign companies”

STEP 6: Access “Return of alteration in the documents filed for registration by foreign company (FC-2)”

STEP 6: Enter Company Information²

STEP 7: Search FCRN using the search option (optional)³

STEP 8: Select FCRN form the dropdown option (optional)⁴

STEP 9: Fill up the application

STEP 10: Save the webform as a draft (optional)⁵

STEP 11: Submit the webform

STEP 12: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA.)

STEP 13: Affix the DSC

STEP 14: Upload the DSC affixed pdf document on MCA portal

STEP 15: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the form + 2 days, whichever is earlier, the SRN will be cancelled.)

STEP 16: Acknowledgement is generated

2.1.1.2 Option 2

STEP 1: Access MCA homepage

STEP 2: Access FC-2 through search bar on MCA homepage (website search)⁶

STEP 3: Login to MCA portal with valid credentials

¹In case Option 1 is selected, the user will have an option to either login immediately after accessing the MCA homepage, or login after selecting “Return of alteration in the documents filed for registration by foreign company” in case the user is not already logged in.

²In case the user filling the webform is a Company user then, FCRN and Company name will be auto-populated based on the user id from which the user logs in.

³In case the user filling the webform is a Professional user, a search option will be provided on the page allowing the user to search for FCRN basis name of Company.

⁴In case the user filing the webform is any other business user, a dropdown option containing a list of all the FCRN's and corresponding Company name for Companies where the user is associated shall be displayed.

⁵The option to save the webform as a draft shall be enabled once the user enters the FCRN.

⁶In case Option 2 is selected, the user will have an option to either login immediately after accessing the MCA homepage or login after performing the website search.

STEP 4: Enter Company Information²

STEP 5: Search FCRN using the search option (optional)³

STEP 6: Select FCRN from the dropdown option (optional)⁴

STEP 7: Fill up the application

STEP 8: Save the webform as a draft (optional)⁵

STEP 9: Submit the webform

STEP 10: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA.)

STEP 11: Affix the DSC

STEP 12: Upload the DSC affixed pdf document on MCA portal

STEP 13: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the form + 2 days, whichever is earlier, the SRN will be cancelled.)

STEP 14: Acknowledgement is generated

2.1.2 Resubmission

2.1.2.1 Option 1

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials

STEP 3: Access application history through user dashboard

STEP 4: Select FC-2 application with status as 'Resubmission required'

STEP 5: Fill up the application

STEP 6: Save the webform as a draft (optional)⁵

STEP 7: Submit the webform

STEP 8: SRN is updated

STEP 9: Affixing of DSC

STEP 10: Upload the DSC affixed pdf document on MCA portal⁷

STEP 11: Resubmission of webform (In case the user does not complete re-submission of the form and upload the DSC affixed pdf document within 24 hours of the SRN update, a SMS and email reminder will be sent to the user daily for 15 days OR till the time this is submitted, whichever is earlier)

STEP 12: Acknowledgement is generated

⁷ For the SRN's that are marked 'Resubmission required', the user is required to update the details in the web-form and complete submission (including the upload of DSC affixed pdf) within 15 days from the date the BO user has sent the SRN back for resubmission.

2.1.2.2 Option 2

STEP 1: Click on the link provided in the notification email sent (received for resubmission)

STEP 2: Login to MCA portal with valid credentials

STEP 3: Fill up the application

STEP 4: Save the webform as a draft (optional)⁵

STEP 5: Submit the webform

STEP 6: SRN is updated

STEP 7: Affixing of DSC

STEP 8: Upload the DSC affixed pdf document on MCA portal⁷

STEP 9: Resubmission of webform (In case the user does not complete re-submission of the form and upload the DSC affixed pdf document within 24 hours of the SRN update, a SMS and email reminder will be sent to the user daily for 15 days OR till the time this is submitted, whichever is earlier)

STEP 10: Acknowledgement is generated

3 PART III – INSTRUCTIONS TO FILL THE WEBFORM

3.1 Specific Instructions to fill the Form No. FC-2 at Field Level

Instructions to fill 'FC-2' are tabulated below at field level. Only important fields that require detailed instructions are explained. Self-explanatory fields are not explained.

Field No.	Field Name	Instructions
1 (a)	Foreign Company Registration Number (FCRN)	<ul style="list-style-type: none"> i. In case of company users, FCRN of company shall be pre-filled based on the user id. ii. In case of professional users, a search option shall be provided to search the FCRN basis the company name. Either full name of the company or partial name can be used to search the company. iii. In case of other business users, a dropdown option is provided containing the list of FCRN with which the user is associated.
(b)	Name of the Company	These fields shall be prefilled based on the FCRN entered in field number 1 (a) i.e. “Foreign Company Registration Number (FCRN)” and shall be non-editable.
(c)	Address of the principal place of business in India of the foreign company	
(d)	Email ID of the company	
2 (a)	Type of change	
2 (b)	Date of the board meeting authorizing such alteration, if any (DD/MM/YYYY)	<ul style="list-style-type: none"> i. Enter the date of board meeting, if any, where such alteration has been authorised by the board of directors of the company. ii. Date entered in this field shall be equal to or less than system date.
2 (c)	Date of general meeting (if any) (DD/MM/YYYY)	<ul style="list-style-type: none"> i. Enter the date of general meeting, if any where such alteration has been authorised by the members of the company. ii. Date entered in this field shall be equal to or less than system date and less than the date entered in field number 2 (b) i.e. “Date of the board meeting authorizing such alteration, if any”.
3	Part A: Alteration in charter, statute or memorandum of association or articles of association or name	

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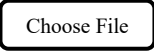



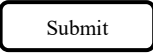
Field No.	Field Name	Instructions
3 (d)	Whether there is any change in the name of the company?	i. Select a valid option.
3 (d)(i)	If yes, specify the changed name of the company	ii. In case there is any change in name of the company, mention the changed name of the company. iii. Ensure that the name entered in this field is correct as after the approval of the webform the name of the company shall be changed to the name entered and shall also be displayed in the certificate to be issued by the ROC office.
5	Part C: Alteration in the place of business in India of the company	
5 (a)	Number of Alterations	i. Value entered in this field shall be greater than zero. ii. Based on the number entered in this field, fields 6 to 11 (including the sub-fields) will be regenerated and mandatory for the user.
6 (b)	Whether the alteration is in respect of	i. In case option number 5 i.e. "Change in type of business activity" is selected in field number 6 (a) i.e. "Type of alteration" then the option 'Principal place of business' shall be auto-selected and be non-editable. ii. Please note that the option 'Principal place of business' cannot be selected more than once for each type of alteration. For example, in case "Change in address in India" is selected in all the regenerated blocks based on the number of alteration then 'Principal Place of business' can be selected only in one block. iii. Please note that in case 'closure of places of business in India' is selected in field number 6 (a) i.e. "Type of alteration", and 'Principal place of business' is selected in this field then the FCRN shall get deactivated and further verify and ensure that all the due filings from the opening of the principal office to closure of the principal office has been done since company is no longer maintaining any place of business in India.
12	Part D: Alteration in Particulars of Directors or Secretaries	
13 (d)	Date of cessation of office (DD/MM/YYYY)	i. Date entered in this field shall be greater than the date mentioned in field number 13 (b) i.e. "Date of appointment (DD/MM/YYYY)". ii. Date entered in this field shall also be less than or equal to the system date.
14 (b)(i)	If Yes, please enter the DIN details	i. This field shall be displayed and mandatory in case 'Yes' is selected in field number 14 (b) i.e. "Do you have Director Identification Number (DIN)?" ii. In case fields are re-generated, duplicate DIN cannot be entered.

Field No.	Field Name	Instructions
14 (c)	Do you want to fetch the details from digilocker?	<ul style="list-style-type: none"> i. Click on “Fetch from digilocker” button to easily fetch the important information in case DIN is not readily available. ii. This field shall not be enabled in case DIN has been entered in field number 14 (b) (i) i.e. “If Yes, please enter the DIN details”.
14 (p)	Income tax Permanent Account number (Income-tax PAN)	<ul style="list-style-type: none"> i. In case DIN is selected, field to be auto-populated. ii. In case digilocker option is selected, field to be fetched from the details received through digilocker. iii. PAN cannot be left blank for Indian Nationals. iv. Please ensure that PAN entered shall be unique in case the number of Directors/Secretaries is greater than 1. v. <i>Please note that the instruction for this field will remain the same in subsequent sections of the web form where the field is appearing.</i>
	Verify PAN	<ul style="list-style-type: none"> i. Please note that it shall be mandatory to click “Verify PAN” button in case where PAN is entered in field number 14 (p) i.e. “Income tax Permanent Account number (Income-tax PAN)”. ii. Please note that upon clicking “Verify PAN” action button, applicant’s name, father’s name and date of birth shall be verified from the PAN database. iii. <i>Please note that the instruction for this field will remain the same in subsequent sections of the web form where the field is appearing.</i>
16 (f)	Submit the proof of identity and proof of address	<ul style="list-style-type: none"> i. This field shall be enabled and mandatory if DIN is not provided in field number 14 (b) (i) i.e. “If Yes, please enter the DIN details”. ii. The attachment shall be either in pdf or .jpg format. The size of each individual attachment can be up to 2MB. iii. <i>Please note that the instruction for this field will remain the same in subsequent sections of the web form where the field is appearing.</i>
16 (f) (i)	Proof of identity	<ul style="list-style-type: none"> i. Attach a supporting document for the identity proof selected in field number 16 (b) i.e. Identity Proof. ii. This attachment is mandatory.
16 (f) (ii)	Residential proof	<ul style="list-style-type: none"> i. Attach a supporting document for the residential proof selected in field number 16 (d) i.e. Residential Proof. ii. This attachment is mandatory.
18	Alteration in particulars of authorised representative in respect of whom cessation of office has to be filed	
18 (b)	Type of alteration	<ul style="list-style-type: none"> i. Select the relevant option. ii. Please note that in case of cessation of Authorised

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Field No.	Field Name	Instructions
		representative, number of authorised representative in the company, post such cessation shall be greater than or equal to 1 i.e. the authorised representative cannot be zero.
21	Do you want to add DIN number for the authorised representative?	i. Please note that 'Yes' can be selected in this field if DIN is not mapped for the authorised signatory previously.
22	Do you want to update permanent address?	i. Please note that 'Yes' can be selected in this field if DIN is not mapped for the authorised signatory previously. In case DIN is already mapped please update DIR KYC for updating the address.
	Attachments	All the attachment shall be either in pdf or.jpg format. The size of each individual attachment can be up to 2MB.
(a)	Certified true copy of the Board resolution, if any	These attachments are mandatory.
(b)	Copy of the general meeting resolution	
(c)	Copy of approval letter (it is mandatory if any approval is required for such alteration).	This attachment shall be displayed and mandatory in case "Yes" is selected in field number 11 (a) i.e. "Whether any approval is required for setting up the office in India".
(d)	Translated version of the documents in English (in case documents attached are not in English).	This is an optional attachment.
(e)	Copy of intimation filed with RBI	This attachment shall be displayed and mandatory in case "No" is selected in field number 11 (a) i.e. "Whether any approval is required for setting up the office in India".
(f)	Audited financials till date of closure and detail of authorised representatives appointed and ceased since establishment till the date of closure in tabular form with challan numbers	This attachment shall be displayed and mandatory in case 'Closure of places of business in India' is selected in field number 6 (a) i.e. "Type of alteration" and 'Principal place of business' is selected in field number 6 (b) i.e. "Whether the alteration is in respect of".
(g)	Optional attachments, if any	i. This field can be used to provide any other information. ii. Please note that the user has an option to upload up to five optional attachments.
	Declaration	
	To be digitally signed by	
	Authorised representative of Foreign Company	i. The webform shall be digitally signed by the authorised representative of the foreign company.
	Income Tax PAN of the authorised representative	ii. Enter the Income Tax PAN of the authorised representative signing the webform.

3.2 Other instructions to fill Form No. FC-2

Buttons	Particulars
	<ol style="list-style-type: none"> i. Click the “Choose File” button to browse and select a document that is required to be attached.as a supporting to Form No. FC-2. ii. This is an optional field. iii. All the attachments should be uploaded in <i>pdf or .jpg format</i>. The total size of the document being submitted can be up to 10 MB. iv. The user has an option to attach multiple files as attachments within the form.
	<p>The user has an option to remove files from the attachment section using the “Remove” option provided against each attachment.</p>
	<p>The user has an option to download the attached file(s) using the “Download” option provided against each attachment.</p>
	<ol style="list-style-type: none"> i. Click on Save button for saving the application in a draft form at any given point in time prior to submitting the webform. ii. The ‘Save’ option will be enabled only after entering the <i>FCRN</i>. iii. This is an optional field. iv. On saving the webform, all the information filled in the webform will be saved and can be edited/updated till the time webform is submitted. v. The previously saved drafts can also be accessed (at a later point in time) using the application history functionality.
	<ol style="list-style-type: none"> i. This is a mandatory field. ii. When the user clicks on the submit button the details filled in the webform are auto saved and the system verifies the webform. Incase errors are detected the user will be taken back to webform and all the relevant error messages shall be displayed. iii. In case at the submission of webform no errors are detected by the system the submission will be successful.

4 PART IV – KEY POINTS FOR SUCCESSFUL SUBMISSION

4.1 Fee rules

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

Fee Calculation Logic:

S#	Purpose of webform	Normal Fee	Additional (Delay Fee)	Logic for Additional Fees	
				Event Date	Time limit (days) for filing
1	Alteration	INR 6,000	Companies (Registration offices and Fees) Rules, 2014 Refer Table 1 below	Date of the alteration entered in field 3(a) i.e. “Date of alteration (DD/MM/YYYY), 4(b) i.e. “Date of alteration (DD/MM/YYYY), 6(d) i.e. “Effective date of alteration (DD/MM/YYYY), 13 i.e. “Date of cessation of office (DD/MM/YYYY) 14(v) i.e. “Date of appointment (DD/MM/YYYY)” 19(d) i.e. “Effective date of cessation (DD/MM/YYYY)” 20(c) i.e. “Effective date of modification (DD/MM/YYYY)” 26(a) “Effective date of appointment (DD/MM/YYYY)” 30(a) i.e. “Date of alteration (DD/MM/YYYY) “ (whichever is earlier)	Within 30 days

4.1.1 Companies (Registration offices and Fees) Rules, 2014

Table 1

Additional Fees in case of delay in filing of webform

S#	Period of delay	Additional fee applicable (INR)
1	Up to 30 days	2 times of normal fees
2	More than 30 days and up to 60 days	4 times of normal fees
3	More than 60 days and up to 90 days	6 times of normal fees
4	More than 90 days and up to 180 days	10 times of normal fees
5	More than 180 days	12 times of normal fees

4.2 Processing Type

Form No. FC-2 shall be processed in Non-STP mode.

4.3 Useful Links

1. Link to access Form No. FC-2 : <https://www.mca.gov.in/MinistryV2/companyformsdownload.html>
2. FAQs related to e-filing: <https://www.mca.gov.in/MinistryV2/efiling.html>
3. Payment and Fee related Services: <https://www.mca.gov.in/MinistryV2/paymentservices.html>