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# Overseas Company: India Entry Preparation

For an overseas body corporate considering an Indian subsidiary, joint venture, eligible LLP or permitted office.

Use the boxes to track preparation. Record your responsible person and agreed deadline beside each item. This is a preparation aid; confirm the final documents and requirements for your facts.

## Parent and ownership pack

## Establish the applicant and route

- ☐ Prepare the parent incorporation certificate, constitution and current registered-office evidence.
- ☐ Map the ownership, beneficial owners and control chain, with supporting records.
- ☐ Define the exact Indian activity and compare an Indian entity with branch, liaison or project-office conditions.
- ☐ Review sector, investor-country, ownership/control and approval requirements before commitments or remittances.

## Corporate authorisations

- ☐ Prepare a parent resolution approving the proposed investment or office and identifying the authorised representative.
- ☐ Confirm signatory authority, representative identity and execution/authentication arrangements for each overseas document.
- ☐ For an Indian subsidiary, agree members, genuine directors, resident management, capital and the registered office.
- ☐ If using a nominee membership arrangement, document beneficial ownership and assess the required declarations.

# Route-specific preparation

An Indian subsidiary and an office of a foreign entity have different legal and operating frameworks.

## Subsidiary or eligible LLP

- ☐ For a subsidiary, prepare MOA/AOA, shareholding and the parent subscription/remittance evidence.
- ☐ For an LLP, confirm its separate investment eligibility and agree contribution, profit share, designated partners and the LLP Agreement.
- ☐ Agree valuation where applicable, payment route, bank KYC and event-based reporting responsibilities.

## Branch, liaison or project office

- ☐ Prepare parent financial statements, track-record/net-worth evidence and the proposed Indian functions for bank review.
- ☐ For a liaison office, document non-commercial functions and overseas funding; do not plan Indian trading income.
- ☐ For a branch, check its permitted functions and parent exposure rather than assuming unrestricted operating powers.
- ☐ For a project office, prepare the contract and evidence meeting the applicable permission conditions.
- ☐ Map establishment, bank, ROC, tax, annual activity and eventual closure obligations for the chosen office.

## Sources and next steps

MCA incorporation FAQs - https://www.mca.gov.in/content/dam/mca/pdf/SPICEplus-and-linked-filings-FAQs-V3-20230122.pdf

RBI foreign investment guidance - https://rbi.org.in/scripts/BS_ViewMasDirections.aspx?id=11200

RBI branch, liaison and project office guidance - https://rbi.org.in/scripts/BS_ViewMasDirections.aspx?id=10404

CR compliance calendar - https://companysregistration.com/pages/compliance-calendar

Read current instructions and your approval communication. Do not assume name approval, incorporation, investment approval, an operating licence and immigration permission are interchangeable.