



Siddhant Dhyani & Associates  
Practicing Company Secretaries

22 January 24

# **Compliances applicable to a Project Office of a foreign company**

Sr. No.	Compliance Requirement	Governing Regulation	Description of compliance	Due Dates / Frequency of compliance
1	Establishment of Project Office	Reserve Bank of India ("RBI") Master Direction on Establishment of Branch Office (BO)/Liaison Office (LO)/Project Office (PO)- <b>RBI/2014-2015/11 Master Circular No.7/2014-15</b>	Foreign companies can establish their Project Office in India for specific projects subject to the approval of the RBI.	Prior approval of RBI is required for setting up a Project Office in India.
2	Registration with the Registrar of Companies (RoC)- CRC	Companies Act, 2013 (Section 380) read with Companies (Registration of Foreign Companies) Rules,2014	The foreign company needs to file required documents with the RoC to register the project office and obtain the Certificate of Incorporation (Col)	Within 30 days of establishment of its place of business in India.
3	Intimation to establishment	Companies Act, 2013 (Section 380) read with Companies (Registration of Foreign Companies) Rules,2014	<b>Filing of Form FC-1</b> (Information about foreign company), constitution documents, and address details etc.	Within 30 days of establishment of its place of business in India.
4	Appointment of Authorised Representative	Companies Act, 2013 (Section 380) read with Companies (Registration of Foreign Companies) Rules,2014	The Project Office must appoint an authorised representative and file their details with the RoC.	Within 30 days of establishment of its place of business in India.
5	Annual Return	Companies Act, 2013 (Section 384) read with Companies (Registration of Foreign Companies) Rules,2014	<b>Filing of Form FC-4</b> (Disclosing details of financials, directors, shareholders etc.) with RoC.	Within 60 days from the closure of the financial year.



Sr. No.	Compliance Requirement	Governing Regulation	Description of compliance	Due Dates / Frequency of compliance
6	Statutory Audit	Companies Act, 2013 read with applicable rules and accounting standards	Annual audit of the financial statements of a project office by a qualified Chartered Accountant.	Annually
7	Financial Statements Filing	Companies Act, 2013 (Section 381) read with Companies (Registration of Foreign Companies) Rules,2014	Submission of audited financial statements and other relevant reports through <b>Form FC-3</b> .	Within 6 months from closure of the financial year.
8	Annual Activity Certificate (AAC)	RBI Master Directions- <b>RBI/2014-2015/11 Master Circular No.7/2014-15</b>	Submission of <b>AAC</b> from a Chartered Accountant to the designated Authorized Dealer (AD) bank. In case of PO there is no requirement to submit the AAC with Director General of Income Tax (International Taxation), New Delhi	Annually, by 30 September.
9	Permanent Account Number (PAN)	Income Tax Act, 1961 and its applicable rules	Mandatory for Project Office to obtain a PAN for undertaking financial transactions & for tax filing purposes	One time compliance
10	Income Tax Return	Income Tax Act, 1961 and its applicable rules	Project Office must file income tax returns for the income earned in India during a particular FY.	Annually

Sr. No.	Compliance Requirement	Governing Regulation	Description of compliance	Due Dates / Frequency of compliance
11	Transfer Pricing Compliances	Income Tax Act, 1961 and its applicable rules	Project Office must comply with transfer pricing laws for related party transactions (If undertaken during a particular FY)	Annual submission of <b>Form 3CEB</b>
12	GST Registration	Goods and Services Tax Act, 2017 & applicable rules	If the Project Office engages & crosses the required turnover threshold in supplying taxable goods or services, it must register under GST.	Once turnover threshold is reached or voluntarily
13	Filing of <b>Form ARF</b>	FEMA 1999 (Foreign Exchange Management Act)	Filing of report to RBI on remittance of foreign currency into India for setting up the office.	Within 30 days of receiving the remittance.
14	Intimation to RBI through AD Cat-I Bank	RBI Master Direction on Establishment of BO/LO/PO and the Companies Act, 2013 read with applicable rules	Approval of RBI is required for closure of a Project Office.	Upon closure





SIDDHANT DHYANI & ASSOCIATES  
PRACTICING COMPANY SECRETARIES

# THANK YOU

For further inquiries or personalised assistance, please contact Siddhant Dhyani & Associates (SDA) at:



**[Complianceatsda@outlook.com/cssiddhantdhyani@outlook.com](mailto:Complianceatsda@outlook.com/cssiddhantdhyani@outlook.com)**



**+91-8527912311**

## DISCLAIMER:

THE INFORMATION CONTAINED IN THIS DOCUMENT IS PROVIDED BY "SIDDHANT DHYANI & ASSOCIATES" (SDA) FOR GENERAL GUIDANCE AND IS INTENDED TO OFFER VALUABLE INSIGHTS ON RELEVANT MATTERS. WHILE EVERY EFFORT HAS BEEN MADE TO ENSURE ACCURACY, SDA ASSUMES NO RESPONSIBILITY FOR ERRORS OR OMISSIONS, NOR FOR ACTIONS BASED ON THE CONTENT PROVIDED HEREIN. IT IS RECOMMENDED TO SEEK PROFESSIONAL ADVICE BEFORE ACTING ON ANY INFORMATION MENTIONED IN THIS DOCUMENT.