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OPERATIONS PLAYBOOK · 2026 EDITION

The India Expansion Playbook

A decision framework for choosing how a global company should enter India: liaison office, branch office, project office, distributor, joint venture, or wholly owned subsidiary.

6	7	3	5
Entry modes compared	FAQ answers for AI & search	Questions to answer first	Failure modes to self-check

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How to use this playbook

Start here

Most India expansion mistakes are not compliance failures. They are sequencing failures: a company builds a commercial operation on top of a legal structure designed for something narrower, and discovers the mismatch only when it tries to invoice a customer, hire past a headcount trigger, or exit. This playbook exists to get the entry-mode decision right before anything is filed.

The three questions that decide the entry mode

Will this presence generate revenue in India, or only support the parent company?

A liaison office cannot generate revenue under any structure. A branch office can, within limits. A subsidiary can do anything the sector permits.

Does it need to own people, IP, or a P&L indefinitely, or execute one defined contract and close?

A GCC or subsidiary owns an outcome indefinitely. A project office exists for one contract and winds down when it ends.

How much control do you need, versus how much local market knowledge do you need from a partner?

A distributor gets you revenue fast with someone else's market knowledge, at the cost of direct control and margin. A joint venture splits both. A wholly owned subsidiary keeps both, at the cost of building everything yourself.

Owner and due columns

Every checklist in this playbook has space for a named owner and a date. Unowned tasks are the ones that slip. Assign all of them at kickoff, including the ones you expect outside counsel or an operations partner to handle.

The six ways to enter India

ENTRY MODE	REVENUE IN INDIA?	SETUP TIME	OWNERSHIP	BEST SUITED TO
Liaison / representative office	No	4-8 wks	100%, no commercial activity	Market research and relationship-building before committing capital
Branch office	Limited, within RBI-approved activities	8-16 wks	100%, not a separate legal entity	Consultancy, export/import, professional services, no manufacturing
Project office	Yes, one contract only	4-10 wks once contracted	100%, tied to the project	Infrastructure, installation, turnkey contracts with a defined end date
Distributor / reseller (no entity)	Yes, via the local partner	4-12 wks to contract	None, indirect via commercial agreement	Testing demand and generating revenue before committing to an entity
Joint venture	Yes	3-6 months	Negotiated, subject to FDI caps	Regulated/capped sectors, or where a local partner's position adds real value
Wholly owned subsidiary (incl. GCC)	Yes, full scope	3-6 months	100% in most sectors, automatic route	Long-term commitment, owning headcount and IP, capability centres, full commercial operations

Timelines reflect entity formation and registration. Getting to a fully staffed, fully operational presence takes longer for every mode except distributor, where the constraint is partner selection rather than filing.

Matching the decision to the trigger

TRIGGER	USUAL STARTING POINT
Testing demand before committing capital	Distributor/reseller, or liaison office if relationships matter more than revenue
A signed contract with a defined end date	Project office
Steady, bounded revenue activity, no manufacturing	Branch office
Sector requires a local partner or has a foreign ownership cap	Joint venture
Building a captive team: engineering, finance, product, GCC	Wholly owned subsidiary
Full commercial operation: sales, delivery, support, at scale	Wholly owned subsidiary

Entry modes in detail

Liaison / Representative Office

Eligibility / structure. Minimum net worth USD 50,000 and a profitable track record for the preceding three financial years, certified by an accountant. A parent/group letter of comfort can substitute.

Approval / tax. Form FNC via an AD Category-I bank; RBI issues a Unique Identification Number. Approval currently runs three years, renewable. Cannot trade, invoice, earn commission, or execute contracts under any circumstances. All expenses funded by remittance from the parent.

No India tax liability arises, because no commercial activity is permitted.

Use it when. You need boots on the ground to validate demand or build relationships before funding an entity. Plan the conversion path before revenue conversations begin, not after.

Branch Office

Eligibility / structure. Minimum net worth USD 100,000 and a five-year profit track record, or a letter of comfort. Activities must align with the parent's core business overseas. Not a separate legal entity.

Approval / tax. Same AD Category-I bank route, then ROC registration via Form FC-1. Permitted: export/import, consultancy, aligned R&D, technical support, software development. Manufacturing, retail trading, real estate and legal practice are generally prohibited.

Treated as a permanent establishment; taxed at the foreign company rate (effective mid-40s with surcharge/cess) — materially higher than a subsidiary's domestic rate.

Use it when. You want revenue-generating activity within a known, narrow scope without incorporating. Reassess for conversion to a subsidiary once profit becomes meaningful.

Project Office

Eligibility / structure. Exists for one specific contract awarded by an Indian company, typically infrastructure, engineering, installation or turnkey delivery. No separate net worth threshold if funded correctly (see approval).

Approval / tax. Proceeds via AD bank intimation, without separate RBI approval, if funded by inward remittance, a bilateral/multilateral institution, or an Indian bank term loan. Otherwise requires prior RBI approval.

Treated as a permanent establishment, taxed at the same rate as a branch office. Remittance of profits permitted once the project and closing formalities complete.

Use it when. You have a signed, defined contract with a start and end date and no intention of a permanent India presence beyond it. Reassess if 'one project' becomes an ongoing relationship.

Distributor / Reseller (No Entity)

Eligibility / structure. No Indian entity required. A commercial agreement with a local distributor, dealer or reseller who buys, resells and often services the product.

Approval / tax. No RBI/ROC filing. The risk is tax, not registration: a distributor relationship can create a Permanent Establishment if it works predominantly for one foreign principal, if the foreign company controls pricing/terms/inventory risk, or if a single sales operation is fragmented across several small distributors to stay under the radar.

No direct India tax exposure if the relationship is genuinely independent (multiple principals, distributor sets own terms, bears own inventory risk). Have the agreement reviewed by counsel against current PE case law.

Use it when. You want to prove demand and generate revenue before committing capital to an entity. Set a revenue or timeline trigger in advance for revisiting the decision.

Joint Venture

Eligibility / structure. A jointly owned entity with an Indian partner. Chosen either because the sector caps foreign ownership below 100% / requires government approval (notably land-border country investment), or for strategic access to an established distribution network or market knowledge.

Approval / tax. Governance rights, exit mechanisms, IP ownership, deadlock resolution and profit-sharing must all be negotiated before the entity forms. Budget 3 to 6 months, more where the sector requires additional regulatory sign-off.

Standard corporate tax treatment applies to the JV entity; structure and ownership split determine specific consequences with your tax adviser.

Use it when. The sector requires it, or a partner's existing market position genuinely outweighs the cost of shared control. Do not default to a JV out of caution in a 100%-open sector with no specific partner-dependent reason.

Wholly Owned Subsidiary (incl. GCC)

Eligibility / structure. Private limited company, minimum two shareholders and two directors (one India-resident). No activity restriction beyond sector rules — manufacturing, marketing, services, product development, a Global Capability Centre, or full commercial operations.

Approval / tax. Most sectors, including IT/ITeS, sit under the FDI automatic route (no prior government approval). Land-border country investment requires government approval regardless of sector. Check the 2025 Foreign-Owned and Controlled Entity (FOCE) rules if your India entity will itself invest downstream.

Domestic company tax rates apply — materially lower than branch/project office rates, with a further reduced rate for qualifying new manufacturing companies.

Use it when. The commitment is long-term, the activity is broad, or you are building a capability centre or full commercial presence. Setup mechanics are covered in full in the companion India GCC Setup Calendar and Checklist.

Five failure modes to check yourself against

These account for most of the damage in an India entry decision, and all five are preventable before you file anything. Run this list before committing to a structure.

- **Picking the entry mode based on speed alone.** The fastest structure to set up is rarely the right one to still be running in eighteen months.
- **Letting the mode drift past its purpose.** A liaison office that starts quietly closing deals, or a project office whose 'one project' becomes an ongoing relationship, is a compliance and tax exposure that accumulates until an audit or a bank query surfaces it.
- **Underestimating the JV negotiation timeline.** Treating a JV like an incorporation exercise rather than a negotiated partnership consistently underbudgets governance and exit terms.
- **Not planning the conversion path.** Every mode except the wholly owned subsidiary is, in practice, a stage rather than an endpoint for a company serious about India. Decide the conversion trigger upfront.
- **Treating city and cost as the first decision.** They are real decisions, covered in depth in our GCC Setup Calendar, but they are Phase 0 questions inside a subsidiary or GCC build, not the starting point for the entry mode decision itself.

Notes, owners and open questions

Disclaimer. This playbook is general information on India market entry and is not legal, tax or accounting advice. FEMA regulations, RBI approval requirements, FDI sectoral rules and tax rates change and vary by sector and by the specific facts of an investment. Confirm your specific position with qualified Indian counsel and a chartered accountant before acting. Prepared by OpsMaven, August 2026.

You do not need to guess your way into India.

OpsMaven is an Operations-as-a-Service partner for global companies building and running operations in India. We work across every entry mode in this playbook and run the functions a new India presence needs from Day 1, without the parent company having to build them.

HR and People Operations · recruitment, onboarding, payroll, statutory compliance, Labour Codes-compliant compensation design

Finance and Accounting · bookkeeping, AP and AR, statutory filings, financial close, transfer pricing documentation support, audit readiness

IT Managed Services · helpdesk, device lifecycle, access governance, security hygiene, ITSM

Legal and Compliance · entity compliance calendar, contract operations, labour law, POSH, DPDP readiness, policy management

Admin and Procurement · vendor management, facilities, office administration

Delivered against defined SLAs with audit-ready documentation, across India, the US, ANZ and Mexico. We work with companies from the first entry-mode decision through to incorporation and beyond.

Book an India entry strategy conversation

Thirty minutes with our team to pressure-test which entry mode actually fits your commercial goals, timeline and risk tolerance before you file anything.

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