

The Companies (Authorised to Registered) Rules, 2014

UNION OF INDIA

India

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Rule

THE-COMPANIES-AUTHORISED-TO-REGISTERED-RULES-2014 of 2014

- Published on 31 March 2014
- Commenced on 31 March 2014
- [This is the version of this document from 31 March 2014.]
- [Note: The original publication document is not available and this content could not be verified.]

The Companies (Authorised to Registered) Rules, 2014 Published vide Notification No. G.S.R. 257(E), dated 31st March, 2014 Last Updated 31st July, 2018 G.S.R. 257(E). - In exercise of the powers conferred by sub-section (1) of section 164, sub-section (1) of section 466, section 367, and section 374 read with sub-section (1) and sub-section (2) of section 469 of the Companies Act, 2013 (18 of 2013) and in supersession of Companies (Central Government's) General Rules and Forms, 1956 prescribed under the Companies Act, 1956 (1 of 1956) in so far as they relate to the matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely: -

1. Short title and commencement.

- [(1) Companies (Authorized to Registered) Rules, 2014.] [Substituted by Notification No. G.S.R. 563 (E), dated 31.5.2016 (w.e.f. 31.3.2014).] (2) They shall come into force on 1st day of April, 2014.

2. Definitions.

(1) In these rules, unless the context otherwise requires, - (a) "Act" means the Companies Act, 2013 (18 of 2013); (b) "Schedule" means the schedule annexed to these Rules; (c) "fees" means the fees as specified in the Companies (Registration Offices and Fees) Rules, 2014; (d) "Form" or "e-form" means the form in the schedule to these rules which shall be used for the matter to which it relates; (e) "Regional Director" means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director; (f) "Registrar (LLP)" means the Registrar dealing with the matters relations to Limited Liability Partnership. (g) ["firm" means a firm as defined in section 4 of the Indian Partnership Act, 1932 (9 of 1932);] [Inserted by Notification No.

G.S.R. 563 (E), dated 31.5.2016 (w.e.f. 31.3.2014).](h)["society" means a society registered under the Societies Registration Act, 1860 (21 of 1860) and includes a society registered under or deemed to be registered under any other law for the time being in force; [Inserted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).](i)"trust" means an irrevocable public charitable or religious trust registered under any law for the time being in force and represented by its trustees, in whom the trust property is vested, as members;(j)"Registrar of Firms" means the Registrar appointed under section 57 of the Indian Partnership Act, 1932 (9 of 1932);(k)"Registrar of Trusts" includes a Charity Commissioner, an Inspector-General of Registration or such other authority having the duty of registering trusts in a State.](2)Words and expressions used in these rules but not defined and defined in the Act or in Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act and said rules.

3. [[Substituted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).]

(1)For the purposes of sub-section (2) of section 366 of the Act, the provision of Chapter II of the Act relating to incorporation of company and matters incidental thereto shall be applicable mutatis mutandis for such registration:Provided that there shall be two or more members for the purposes of registration of a company under this sub-rule:Provided further that a company with less than seven members shall register as a private company.(2)A company shall attach and provide the required documents and information to the Registrar along with Form No. URC. 1 in the following manner, namely:-(a)In case of an application by a Limited Liability Partnership or firm for registration as a company limited by shares -(i)a list showing the names, addresses, and occupations of all persons named therein as partners with details of shares held by them respectively, showing separately shares allotted for consideration in cash and for consideration other than cash along-with the source of consideration and distinguishing, in cases where the shares are numbered, each share by its number, who on a day, not being more than six clear days before the day of seeking registration, were partners of the Limited Liability Partnership or firm as the case may be;(ii)a list showing the particulars of persons proposed as the first directors of the company, alongwith Director Identification Number (DIN), passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;(iii)in case of a firm, deed of partnership, bye-laws or other instrument constituting or regulating the firm and in case the deed of partnership was revised at any time in the past, copies of the principal and all subsequent deeds including the latest deed, along with the certificate of the registration issued by the Registrar of Firms, in case the firm is registered;(iv)written consent or No Objection Certificate from all the secured creditors of the applicant;(v)written consent, from the majority of members whether present in person or by proxy at a general meeting, agreeing for such registration;(vi)an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899) as applicable;(vii)a copy of the latest income tax return of the Limited Liability Partnership or firm, as the case may be.(b)In case of an application by a Limited Liability Partnership or firm for registration as a company limited by guarantee or as an unlimited company-(i)a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were partners of the Limited Liability Partnership or firm, as the case may be

with proof of membership;(ii)a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;(iii)in case of a firm, deed of partnership, bye laws or other instrument constituting or regulating the company and in case the deed of partnership was revised at any time in the past, copies of the principal and all subsequent deeds including the latest deed, along with the certificate of the registration issued by the Registrar of Firms, in case the firm is registered;(iv)in the case of a company intended to be registered as a company limited by guarantee, a copy of the resolution declaring the amount of guarantee;(v)written consent or No Objection Certificate from all the secured creditors of the applicant;(vi)written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration;(vii)an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899), as applicable;(viii)a copy of the latest income tax return of the Limited Liability Partnership or firm, as the case may be.(c)In case of an application by a society for registration as a company limited by guarantee under section 8-(i)a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were members of the society with proof of membership;(ii)a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firms or bodies corporate along with their consent to act as directors of the company;(iii)a list containing the names and addresses of the members of the governing body of the society;(iv)a certified copy of the certificate of registration of the society;(v)written consent or No Objection Certificate from all the secured creditors of the applicant;(vi)written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration, and the resolution shall also provide for declaration of the amount of guarantee;(vii)an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899) as applicable;(viii)a copy of the latest income tax return of the society;(ix)details of the objects of the company alongwith a declaration from all the members that the restrictions and prohibitions as mentioned in clause (b) and clause (c) of sub-section (1) of section 8 of the Act shall be complied.(d)In case of an application by a trust for registration as a company limited by guarantee under section 8-(i)a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were trustees of the trust with proof thereof;(ii)a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;(iii)a certified copy of the certificate of registration of the trust and the trust deed;(iv)written consent or No Objection Certificate from all the secured creditors of the applicant;(v)written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration, and the resolution shall also provide for declaration of the amount of guarantee;(vi)an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899) as applicable;(vii)a copy of the latest income tax return of the trust;(viii)details of the objects of the company alongwith a declaration from all the members that the restrictions and prohibitions as mentioned in clause (b) and clause (c) of sub-section (1) of section 8 of the Act shall be complied.(3)Where an application is made by a society or trust for registration as a company limited

by guarantee and it has been proved to the satisfaction of the Registrar that the proposed company has its objects in accordance with clause (a) of subsection (1) of section 8 of the Act and it intends to comply with the restrictions and prohibitions as mentioned respectively in clause (b) and clause (c) of that sub-section, the Registrar shall issue a license in Form No. INC. 16 to allow such society or trust to be registered as a limited company without the addition to its name of the word "Limited", or as the case may be, the words "Private Limited" and thereupon issue a certificate of incorporation in terms of sub-rule (4) of rule 4 on an application submitted under Chapter II of the Act for incorporation of a company: Provided further that a society which has not filed the annual or other returns, statutorily required to be filed with the Registrar of Societies, shall not be eligible to apply for registration under section 366 of the Act. (4) An undertaking from all the members or partners or trustees providing that in the event of registration as a company under Part I of Chapter XXI of the Act, necessary documents or papers shall be submitted to the registering or other authority with which the company was earlier registered, for its dissolution: Provided that no such undertaking shall be required to be submitted in case the application for registration under Part I of Chapter XXI of the Act has been made by a Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008 (6 of 2009). (5) The list of members and directors and any other particulars relating to the company which are required to be delivered to the Registrar shall be duly verified by the declaration of any two or more proposed directors.]

4. Obligation of companies seeking registration to make publication.

(1) For the purpose of clause (b) of section 374 of the Act, every 'company' seeking registration under the provision of Part I of Chapter XXI shall publish an advertisement about registration under the said Part, seeking objections, if any within twenty one clear days from the date of publication of notice and the said advertisement shall be in Form No. URC. 2, which shall be published [in a newspaper in English and in any vernacular language, circulating in that district in which [Limited Liability Partnership, firm, society or trust, as the case may be, is situated.] [Substituted by Notification No. G.S.R. 563 (E), dated 31.5.2016 (w.e.f. 31.3.2014).]] (2) A copy of the notice, as published and the copy of the notice served on Registrar (LLP) [Registrar of Firms, Registrar of Societies or Registrar of Trust, as the case may be] [Inserted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).] along with proof of service, shall be attached with Form No. URC. 1. (3) The Registrar shall, after considering the application and the objections, if any, received by him within thirty days from the date of publication of advertisement, and after ensuring that the company has addressed the objections, suitably decide whether the registration should or should not be granted. (4) If the Registrar is satisfied on the basis of documents and information filed by the applicants, decides that the applicant should be registered, he shall issue a certificate of incorporation in Form No. INC. 11.

5. Other obligations of companies seeking registration.

- For the purpose of clause (d) of section 374 of the Act, -(i) [where a firm, society or trust has obtained a certificate of registration under section 367 of the Act, an intimation to this effect shall be given within fifteen days of such registration to the concerned Registrar of Firms, Registrar of Societies or Registrar of Trusts, as the case may be, under which it was originally registered, along

with documents for its dissolution as a firm, society or trust as the case may be;] [Substituted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).](ii)statement of accounts, prepared not later than fifteen days preceding the date of seeking registration and certified by the Auditor together with the Audited Financial Statements of the previous year, wherever applicable shall be attached with Form No.URC. 1:Provided that if the assets of the existing company during the immediately preceding three years are revalued for the purpose of vesting of its assets with the company to be incorporated under this Act, the surplus arising out of such revaluation shall not be deemed to have been credited to the capital account or current account of partners.(iii)notice shall be given to the [Registrar of firms] [Substituted 'concerned Registrar (LLP)' by Notification No. G.S.R. 563 (E), dated 31.5.2016 (w.e.f. 31.3.2014).] [Registrar of Societies or Registrar of Trusts, as the case may be] [Inserted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).] under which it was originally registered and shall require that objections, if any to be made by such concerned [Registrar of firms] [Substituted 'Registrar of Companies (LLP)' by Notification No. G.S.R. 563 (E), dated 31.5.2016 (w.e.f. 31.3.2014).] [Registrar of Societies or Registrar of Trusts, as the case may be] [Inserted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).] to the Registrar, shall be made within a period of twenty-one days from the date of such notice, failing which it shall be presumed that they have no objection and the notice shall disclose the purpose and substance of matters in relation to objections;(iv)in case of the registration of Limited Liability Partnership into a company under these rules, a declaration by the said Limited Liability Partnership that it has filed all documents which are required to be filed under the Liability Partnership Act with the Registrar (LLP) and the declaration shall be attached with Form No. URC. 1;(v)[a statement of proceedings, if any, by or against the [Limited Liability Partnership, firm,society or trust] [Substituted by Notification No. G.S.R. 563 (E), dated 31.5.2016 (w.e.f. 31.3.2014).] as the case may be] which are pending in any court or any other Authority shall be attached with Form No. URC. 1.(vi)[in case a society or trust intending to register as a company under section 366 of the Act is registered under section 12A of the Income Tax Act, 1961 (43 of 1961) for claiming exemption on its income, an intimation in this regard shall be sent to the Income- tax authorities and proof of its service shall be attached with Form No. URC. 1;. [Inserted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).](vii)upon registration of a society or trust as a company under the Act, no application for conversion into a company of any other kind, except conversion from a private company to a public company or vice-versa, shall be made till the expiry of a period of ten years from the date of incorporation under the Act.(viii)no application for registration as a company under the Act shall be made by a trust during the pendency of any proceedings under section 92 of the Code of Civil Procedure (5 of 1908).]

[[Form NO. URC-1] [Substituted by Notification No. G.S.R. 173(E), dated 16.2.2018] Application by a company for registration under section 366

[Pursuant to rule 3(2) of the Companies Rules,2014 read with section 366 of the Companies Act, 2013]

Form language English Hindi

Refer the instruction kit for filing the form

1. (a) SRN of RUN { |

||-|| (b) *Type of company|

|-| 2.| (a) * Type of existing entity|

|-|| (b) * LLPIN//Registration Number|

||-|| (c) * Name of the existing entity|

|-|| (d) * Address of the existing entity|

||-|| (e) * Email Id of the existing entity|

||-|| (f) * Number of member in the existing entity as on the date of application|

|-|| (g) Name of the proposed company|

|}

3. (a) Category of the proposed company

(b) * Whether liability of the members of the company is limited by any Act of Parliament

Other than Companies Act

Yes No

4. (a) * Date of instrument constituting the existing entity { |

| (DD/MM/YYYY)|-|| (b) * Description of the instrument|-|| {||-||}|}

5. (a) Number of shares taken up to date

Equity { |

|-| Preference| {||-||}| (b) Amount paid on each share|-| Equity| {||-||}| Preference| {||-||}| 6.

(a) Date of passing resolution for declaring the amount of guarantee| {||-||}| (b) Particulars of guarantee taken up each member|-| {||-||}|}

7. * Date of general meeting passing the resolution assenting to registration with limited liability { |

| (DD/MM/YYYY)|-| 8. | * Particulars of passing special resolution and the place of general

meeting|-| {||-||}| 9. | * Total amount of the property (whether movable or immovable including claims)| {||-||}|}

10. * Whether any suit or legal proceedings taken by, or pending against the entity, or any public officer or member thereof

Yes No

If Yes, give brief details

{ |

||}

11. (i) * Whether entity has any secured debt outstanding as on the date of application YesNo
(ii) * Mention the total outstanding amount {||}

||}

Attachments List of attachments

1. * Particulars of members/ partners along with the details of shares held by them: {||}

2. * Declaration of two or more directors verifying the particulars of all members/ partners ; ||-|
3. * Affidavit from all the members/ partners for dissolution of the entity ; ||-| 4. * Copy of the instrument constituting or regulating the entity ; ||-| 5. * Copy of certificate of registration of the entity; if any ; ||-| 6. * Copy of Newspaper advertisement ; ||-| 7. * Certificate from a CA/CS/CWA certifying the compliance with all the provisions of Stamp Act, to the extent applicable ||-| 8. | Consent of majority of members ; ||-| 9. | Consent of at least three-fourth of members agreeing for registration under this part ; ||-| 10. | No objection certificate from the concerned Registrar of Firms or Registrar of Companies (LLP) ; ||-| 11. | No objection certificate/ Consent given by secured creditors ; ||-| 12. | Statement of accounts of the existing entity, prepared not later than

15. days preceding the date of application duly certified by

auditor; if applicable ||-| 13. | Copy of the resolution declaring the amount of guarantee ; ||-| 14. | * Undertaking by the proposed directors for compliance with requirements of Indian Stamp Act, 1899 ||-| 15. | * A copy of latest Income Tax Return of the firm ||-| 16. | Declaration from all the members regarding compliance as per section 8(1)(b) and section 8(1)(c) of the Act and detailed objects of the company. ||-| 17. | Optional attachment(s) (if any) ||}

Declaration

I *, a person named in the articles as a declares that all the requirements of The Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I am authorized by other promoters subscribing to the Memorandum of Association and Articles of Association and the first directors to give this declaration and to sign and submit this Form..It is further declared and verified that

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

2. All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by

* Designation {||}

||-| * DIN/DPIN or PAN of the director | {||-||}

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder relevant to this form and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.

I further certify that:

i.

The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;

ii.

All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by

* Chartered accountant (in whole-time practice) or Cost accountant (in whole-time practice) or Company secretary (in whole-time practice)

Whether associate or fellow

AssociateFellow

* Membership number

{|

|-| *| Certificate of practice number| {||-|{|}|}

Note:Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement/ certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN) e-Form filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This e-form is hereby registered

Date of signing

(DD/MM/YYYY)

[Form No. URC-2] [Substituted by Notification No. G.S.R. 613(E), dated 5.7.2018 (w.e.f. 31.3.2014).]Adverti
pursuance of sub-section (2) of section 366 of the Companies Act, 2013, an application is proposed to be ma
registered under Part I of Chapter XXI of the Companies Act 2013, as a company limited by shares, or as a c

follows:-.....
copy of the draft memorandum and articles of association of the proposed company may be inspected at the
of Corporate Affairs (IICA), Plot No. 6,7, 8, Sector 5, IMT Manesar, District Gurgaon (Haryana), Pin Code-1