

**MINISTRY OF CORPORATE AFFAIRS****NOTIFICATION**

New Delhi, the 1st October, 2016

**G.S.R. 936(E).**—In exercise of the powers conferred by sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Incorporation) Rules, 2014, namely:—

1. (1) These rules may be called the Companies (Incorporation) fourth Amendment Rules, 2016.
- (2) Save as otherwise provided, these rules shall come into force on the date of their publication in the Official Gazette.
2. In the Companies (Incorporation) Rules, 2014 (hereinafter referred to as the principal rules), in rule 33, for sub-rule (2), the following shall be substituted, namely:-

“(2) subject to the provision of sub-rule (1), for effecting the conversion of a public company into a private company, a copy of order of the Tribunal approving the alteration, shall be filed with the Registrar in Form No. INC-27 with fee together with the printed copy of altered articles within fifteen days from the date of receipt of the order from the Tribunal”.

3. In the principal rules, after rule 37, the following rule shall be inserted, with effect from 2<sup>nd</sup> October 2016, namely:-

**“38. Simplified Proforma for Incorporating Company Electronically (SPICE)**

(1) The simplified integrated process for incorporation of a company in Form No. INC-32 alongwith e-Memorandum of Association in Form No. INC-33 and e-Articles of Association in Form No. INC-34.

(2) The provisions of sub-rule (2) to sub-rule (13) of rule 36 shall apply *mutatis mutandis* for incorporation under this rule.

Provided that for the purposes of references to form numbers INC-29, INC-30 and INC-31 in rule 36 with Form No. INC-32, Form no. INC-33 and Form No. INC-34 shall be substituted respectively.

4. In the principal rules, after rule 38 as so inserted these rules, the following rule shall be inserted with effect from **1<sup>st</sup> November, 2016**, namely:-

**“39. Conversion of a company limited by guarantee into a company limited by shares** (1) A company other than a company registered under section 25 of the Companies Act, 1956 or section 8 of the Companies Act, 2013 may convert itself into a company limited by shares.

(2) The company seeking conversion shall have a share capital equivalent to the guarantee amount.

(3) A special resolution is passed by its members authorising such a conversion omitting the guarantee clause in its Memorandum of Association and altering the Articles of Association to provide for the articles as are applicable for a company limited by shares.

(4) A copy of the special resolution shall be filed with the Registrar of Companies in Form no. MGT-14 within thirty days from the date of passing of the same along with fee as prescribed in the Companies (Registration Offices and Fees) Rules, 2014.

(5) An application in Form No. INC-27 shall be filed with the Registrar of Companies within thirty days from date of the passing of the special resolution enclosing the altered Memorandum of Association and altered Articles of Association and a list of members with the number of shares held aggregating to a minimum paid up capital which is equivalent to the amount of guarantee hither to provided by its members.

(6) The Registrar of Companies shall take a decision on the application filed under these rules within thirty days from the date of receipt of application complete in all respects and upon approval of Form No. INC-27, the company shall be issued with a certificate of incorporation in Form No. INC-11B.”.

5. In the principle rules, after the Form No. INC-11A, the following form shall be inserted, namely:-

“Form No. INC-11B

**Certificate of Incorporation pursuant to conversion of a company limited by guarantee into a company limited by shares**

[Pursuant to section 18 of the Companies Act, 2013 read with rule 39 of the Companies (Incorporation) Rules, 2014]

I hereby certify that.....(name of the company prior to conversion) limited by guarantee has been converted into.....(name of the company after conversion) a company limited by shares with effect from the date of this certificate.

The CIN of the company is.....

Given under my hand at..... this..... day of..... two thousand.....

SEAL: .....

Registrar of Companies

.....  
(State).”.

6. In the principle rules for Form No. INC-27, the following form shall be substituted, namely:-

**“FORM NO. INC-27**

[Pursuant to sections 14 and 18 of the Companies Act, 2013 and Rule 33, Rule 37 and Rule 39 made there under of the Companies Rules, 2013]



**Conversion of public company into private company or private company into public company and Conversion of Unlimited Liability Company into a Company Limited by shares or guarantee or conversion of guarantee company into a company limited by shares**

Form language  English  Hindi  
Refer the instruction kit for filing the form.

1. \*Application for  Conversion of private company into public company  
 Conversion of public company into private company  
 Conversion of Unlimited Liability Company into Company Limited by shares or guarantee  
 Conversion of company limited by guarantee into a company limited by shares

Pre-fill

2. \*(a) Corporate identity number(CIN) of company

(b) Global Location Number

3. (a) Name of the Company

(b) Address of registered office

(c) email Id of the company

4. \*Reason(s) for conversion

\*Particulars of filing Form No. MGT-14 with Registrar of Companies (RoC)

(a) SRN of Form No. MGT-14

(b) Date of passing the special resolution

(DD/MM/YYYY)

(c) Date of filing Form No. MGT-14

5. \*Particulars of the order of Tribunal

(a) Date of passing the order

(b) Date of receiving the order

6. \*Name of the company at the time of incorporation (to be displayed in the certificate)

7. (a) Details of members present at the meeting where the decision of conversion was taken and number of shares held by them

(i) \*Number of members

(ii) Number of shares held by them

(iii) Total amount of guarantee

(b) Details of the members who voted in favour of the proposal and number of shares held by them

(i) \*Number of members

(ii) Number of shares held by them

(c) Details of the members who voted against the proposal and number of shares held by them

- (i) \*Number of members  
 (ii) Number of shares held by them

(d) Details of members who abstained from voting and number of shares held by them

- (i) \*Number of members  
 (ii) Number of shares held by them

**Attachments**

1. \*Minutes of the members' meeting;
2. \* Copy of altered Memorandum  
Articles of Association;
3. Order for condonation of delay if any;
4. \*Copy of special resolution;
5. \*Copy of newspaper publication;
6. Order of Tribunal;
7. \*Declaration of all Directors  
as per Rule 37(3)(e) ; Attach
8. \*Declaration of Directors  
As per Rule 37(3)(g); Attach
9. \*Complete list of creditors and  
debentures holders; Attach
10. \*Declaration of Solvency; Attach
11. \*Declaration regarding no complaints  
As per Rule 37(4) Attach
12. \* A copy of Statutory Auditors Certificate Attach
13. Optional attachment(s) (if any)

**List of attachments**

**Remove Attachment**

Attach

\*Designation

\*Director identification number of the director; or  
DIN or PAN of the manager or CEO or CFO; or  
Membership number of Company secretary

**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.**

**Modify**      **Check Form**      **Prescrutiny**      **Submit**

**For office use only:**

**Affix filing details**

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

**Digital signature of the authorising officer**

This e-Form is hereby approved  

**Remove Attachment**

This e-Form is hereby rejected  

**Confirm Submission**

Date of signing  (DD/MM/YYYY)

7. in the principle rules, after Form no. INC-31, the following shall be inserted, namely:-

[Pursuant to sections 4, 7, 12, 152 and 153 of the  
Companies Act, 2013 read with rules made  
thereunder] – **FORM NO. INC-32**

**SPICE**

(Simplified Proforma for Incorporating Company Electronically)

**Form language**  English  Hindi

**Refer the instruction kit for filing the form.**

1. (a) \*State the type of company

(b) \*State the class of company  Public  Private  One Person Company

(c) \*State the category of company

(d) \*State the sub-category of company

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(e) \*Company is  Having share capital  Not having share capital

(f) Section 8 license number

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2. (a) \*Main division of industrial activity of the company

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**Description of the main division**

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(b) Whether Articles of Association is entrenched  Yes  No

Number of Articles to which provisions of entrenchment shall be applicable

**Details of such articles**

Sr. No.	Article Number	Short description on entrenchment of the clause

3. (i) \*Capital structure of the company

Total authorized share capital (in Rupees)

--

Authorized share capital	Equity	Preference	Unidentified
Number of shares			
Nominal amount per share (in Rupees)			
Total amount (in Rupees)			

Total subscribed share capital (in Rupees)

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Subscribed share capital	Equity	Preference
Number of shares		
Nominal amount per share (in Rupees)		
Total amount (in Rupees)		

(ii) \*Details of number of members

(a) Enter the maximum number of members	
(b) Maximum number of members excluding proposed employees	
(c) Number of members	
(d) Number of members excluding proposed employee(s)	

4. (a) \*Correspondence address

*Line I	
Line II	
*City	
*State/Union Territory	
* Pin code	
*District	
*Phone (with STD code)	
Fax	
*email ID of the company	

- (b) \*Whether the address for correspondence is the address of registered office of the company o Yes o No  
 (c) \*Name of the office of the Registrar of Companies in which the proposed company is to be registered

5. \*Particulars of the proposed or approved name

(a)(i) \*Whether name is already approved by Registrar of Companies o Yes o No

SRN of form INC-1	<input type="text"/>	Pre-Fill
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(ii) Proposed or approved name

Significance of abbreviated or coined word in the proposed name

State the name of the vernacular language(s) if used in the proposed name and meaning thereof

(b) (i) \*Whether the promoters are carrying on any Partnership firm, sole proprietary or unregistered entity in the name as applied for  
 If yes, whether the business of such entity shall be acquired

Yes  No  
 Yes  No

(ii) \*Whether the proposed name including the phrase 'Electoral trust'

Yes  No

(iii) \*Whether the proposed name(s) contain such word or expression for which the previous approval of Central Government is required

Yes  No

(iv) \*Whether approval from any sectoral regulator is required

Yes  No

(v) Whether the name is similar to  Existing Indian Company  Foreign body corporate  
 [Attach the copy of No Objection Certificate by way of Board resolution (duly attested by a director of that company)]

Provide CIN  Pre-fill

Name of the Company

(c) (i) \*Whether the proposed name is based on a trademark registered or is subject matter of an application pending for registration under the Trade Marks Act  Yes  No

(ii) \*Specify the class(s) of trade mark (refer the instruction kit for details)

(iii) \*Furnish the particulars of application and the approval of the applicant or owner of the trade mark

6. (a) \*Number of first subscriber(s) to MOA and directors of the company

<input type="text"/>	Having valid DIN	Not having valid DIN
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Total number of first subscribers (non-individual + individual)		
Number of non-individual first subscriber(s)		
Number of individual first subscriber(s) cum director(s)		
Total number of directors (director(s) who is/are not subscriber(s) + subscriber(s) cum director(s) as mentioned in above Row no. 3)		

## (b) \*Particulars of non-individual first subscriber(s)

*Category	<input type="text"/>	<input type="button" value="Pre-Fill"/>
*Corporate identity number(CIN) or foreign company registration number(FCRN) or any other registration number		
*Name of the body corporate		
Registered office address or Principal place of business in India or Principal place of business outside India		
*Line I	<input type="text"/>	
Line II	<input type="text"/>	
*City	<input type="text"/>	
*State /Union Territory	<input type="text"/>	<input type="text"/>
*ISO Country code	<input type="text"/>	
Country	<input type="text"/>	
*Phone (With STD/ISD code)	<input type="text"/>	<input type="text"/>
Fax	<input type="text"/>	
*email id	<input type="text"/>	
<b>Particulars of the authorised person</b>		
*First Name	<input type="text"/>	
Middle Name	<input type="text"/>	
*Surname	<input type="text"/>	
*Father's First Name	<input type="text"/>	
Father's Middle Name	<input type="text"/>	
*Father's Surname	<input type="text"/>	
* Gender	<input type="text"/>	<input type="text"/> Birth <input type="text"/>
<input type="checkbox"/> PAN <input type="checkbox"/> Passport number	<input type="text"/>	
Aadhaar number	<input type="text"/>	
<input type="checkbox"/> Verify Details		
*Place of Birth (District & State)	<input type="text"/>	
*Occupation type	<input type="text"/>	
*Area of Occupation	<input type="text"/>	
*Educational qualification	<input type="text"/>	
Present Address		
*Line I	<input type="text"/>	
Line II	<input type="text"/>	
*City	<input type="text"/>	
*State /Union Territory	<input type="text"/>	<input type="text"/>
ISO Country code	<input type="text"/>	
Country	<input type="text"/>	
*Phone (With STD/ISD code)	<input type="text"/>	<input type="text"/>

Mobile		
Fax		
*email id		
Kind of shares subscribed	Number of subscribed shares	Amount of shares subscribed
Equity shares		
Preference shares		

## (c) \*Particulars of individual first subscriber(s) (other than subscriber cum director)

I	*Director Identification number (DIN)	<input type="text"/>	<b>Pre-Fill</b>
	*Name <input type="text"/>		
Kind of shares subscribed	Number of subscribed shares	Amount of shares subscribed	
Equity shares			
Preference shares			
I	*First Name <input type="text"/>		
	Middle Name <input type="text"/>		
	*Surname <input type="text"/>		
	*Father's first name <input type="text"/>		
	Father's middle name <input type="text"/>		
	*Father's surname <input type="text"/>		
	*Gender <input type="text"/>	*Date of Birth <input type="text"/>	*Nationality <input type="text"/>
	*Place of Birth <input type="text"/>		
	*Occupation type <input type="checkbox"/> Self Employed <input type="checkbox"/> Professional <input type="checkbox"/> Homemaker <input type="checkbox"/> Student <input type="checkbox"/> Serviceman		
	*Area of Occupation <input type="text"/>		
	If 'Others' selected, please specify <input type="text"/>		
	*Educational Qualification <input type="text"/>		
	* <input type="checkbox"/> PAN <input type="checkbox"/> Passport number <input type="text"/>		<b>Verify Details</b>
	Aadhaar number <input type="text"/>		
	*email ID <input type="text"/>		
	Permanent Address		
	*Line I <input type="text"/>		
	Line II <input type="text"/>		
	*City <input type="text"/>		
	* State/ Union Territory <input type="text"/>		*Pin code <input type="text"/>
	*ISO Country code <input type="text"/> Country <input type="text"/>		
	*Phone (with STD/ISD code) <input type="text"/> - <input type="text"/>		
	*Whether present residential address same as permanent residential address <input type="checkbox"/> Yes <input type="checkbox"/> No		
	Present address		
	*Line I <input type="text"/>		

Line II

*City		
*State/ Union Territory		*Pin code
*ISO Country code	Country	
*Phone (with STD/ISD code)		
*Duration of stay at present address		Month

If Duration of stay at present address is less than one year then address of previous residence

*Proof of identity	Aadhar Proof
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**Submit the proof of identity and proof of address under attachments.**

Kind of shares subscribed	Number of subscribed shares	Amount of shares subscribed
Equity shares		
Preference shares		

(d) \*Particulars of individual first subscriber(s) cum directors

I

*Director Identification number (DIN)	Pre-Fill	
*Name		
*Gender	*Date of Birth	*Nationality
*Designation	*Category	

Whether  Chairman  Executive director  Non-executive director

\*Name of the company or institution whose nominee the appointee is

*email ID
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Kind of shares subscribed	Number of subscribed shares	Amount of shares subscribed
Equity shares		
Preference shares		

Number of entities in which director have interest (Need not  
to mention if such entity is having CIN/FCRN/LLPIN)

*Registration number		
*Name		
*Address		
Nature of interest	*Designation	
	Percentage of Shareholding	Amount
	Others (specify)	

I	*First Name <input type="text"/>
	Middle Name <input type="text"/>
	*Surname <input type="text"/>
	*Father's first name <input type="text"/>
	Father's middle name <input type="text"/>
	*Father's surname <input type="text"/>
	*Gender <input type="text"/> *Date of Birth <input type="text"/> *Nationality <input type="text"/>
	*Place of Birth <input type="text"/>
	*Whether citizen of India <input type="radio"/> Yes <input type="radio"/> No      *Whether resident in India <input type="radio"/> Yes <input type="radio"/> No
	*Occupation type <input type="radio"/> Self Employed <input type="radio"/> Professional <input type="radio"/> Homemaker <input type="radio"/> Student <input type="radio"/> Serviceman
	*Area of Occupation <input type="text"/>
	If 'Others' selected, please specify <input type="text"/>
	*Educational Qualification <input type="text"/>
	* <input type="checkbox"/> PAN <input type="checkbox"/> Passport number <input type="text"/> <span style="background-color: #4f81bd; color: white; padding: 2px 10px; border-radius: 5px;">Verify Details</span>
	*Designation <input type="text"/> *Category <input type="text"/>
	Whether <input type="checkbox"/> Chairman <input type="checkbox"/> Executive director <input type="checkbox"/> Non-executive director
	*Name of the company or institution whose nominee the appointee is <input type="text"/>
	*email ID <input type="text"/>
Permanent Address	
	*Line I <input type="text"/>
	Line II <input type="text"/>
	*City <input type="text"/>
	* State/ Union Territory <input type="text"/> *Pin code <input type="text"/>
	*ISO Country code <input type="text"/> Country <input type="text"/>
	*Phone (with STD/ISD code) <input type="text"/> - <input type="text"/>
	*Whether present residential address same as permanent residential address <input type="radio"/> Yes <input type="radio"/> No
Present address	
	*Line I <input type="text"/>
	Line II <input type="text"/>
	*City <input type="text"/>
	*State/ Union Territory <input type="text"/> *Pin code <input type="text"/>
	*ISO Country code <input type="text"/> Country <input type="text"/>
	*Phone (with STD/ISD code) <input type="text"/> <input type="text"/>
	*Duration of stay at present address <input type="text"/> Month <input type="text"/>
	If Duration of stay at present address is less than one year then address of previous residence <input type="text"/>

*Proof of identity	b of
Voter's identity card number	
Driving license number	
Aadhaar Number	

**Submit the proof of identity and proof of address under attachments.**

Kind of shares subscribed	Number of subscribed shares	Amount of shares subscribed
Equity shares		
Preference shares		
Number of entities in which director have interest		
*Registration number		
*Name		
*Address		
Nature of interest	*Designation	
	Percentage of Shareholding	Amount
	Others (specify)	

(e) \*Particulars of directors (other than first subscribers)

I	*Director Identification number (DIN)		Pre-Fill
*Name			
*Gender		*Date of Birth	*Nationality
*Designation		*Category	
Whether <input type="checkbox"/> Chairman <input type="checkbox"/> Executive director <input type="checkbox"/> Non-executive director			
*Name of the company or institution whose nominee the appointee is			
*email ID			
Number of entities in which director have interest (Need not to mention if such entity is having CIN/FCRN/LLPIN)			
*Registration number			
*Name			
*Address			
Nature of interest	*Designation		
	Percentage of Shareholding	Amount	
	Others (specify)		

I	*First Name <input type="text"/>
Middle Name <input type="text"/>	
*Surname <input type="text"/>	
*Father's first name <input type="text"/>	
Father's middle name <input type="text"/>	
*Father's surname <input type="text"/>	
*Gender <input type="text"/> *Date of Birth <input type="text"/> *Nationality <input type="text"/>	
*Place of Birth <input type="text"/>	
*Whether citizen of India <input type="radio"/> Yes <input type="radio"/> No      *Whether resident in India <input type="radio"/> Yes <input type="radio"/> No	
*Occupation type <input type="radio"/> Self Employed <input type="radio"/> Professional <input type="radio"/> Homemaker <input type="radio"/> Student <input type="radio"/> Serviceman	
*Area of Occupation <input type="text"/>	
If 'Others' selected, please specify <input type="text"/>	
*Educational Qualification <input type="text"/>	
* <input type="checkbox"/> PAN <input type="checkbox"/> Passport number <input type="text"/> <span style="background-color: #4f81bd; color: white; padding: 2px 10px; border-radius: 5px;">Verify Details</span>	
*Designation <input type="text"/> *Category <input type="text"/>	
Whether <input type="checkbox"/> Chairman <input type="checkbox"/> Executive director <input type="checkbox"/> Non-executive director	
*Name of the company or institution whose nominee the appointee is <input type="text"/>	
*email ID <input type="text"/>	
Permanent Address	
*Line I <input type="text"/>	
Line II <input type="text"/>	
*City <input type="text"/>	
* State/ Union Territory <input type="text"/> *Pin code <input type="text"/>	
*ISO Country code <input type="text"/> Country <input type="text"/>	
*Phone (with STD/ISD code) <input type="text"/> - <input type="text"/>	
*Whether present residential address same as permanent residential address <input type="radio"/> Yes <input type="radio"/> No	
Present address	
*Line I <input type="text"/>	
Line II <input type="text"/>	
*City <input type="text"/>	
*State/ Union Territory <input type="text"/> *Pin code <input type="text"/>	
*ISO Country code <input type="text"/> Country <input type="text"/>	
*Phone (with STD/ISD code) <input type="text"/> - <input type="text"/>	
*Duration of stay at present address <input type="text"/> Years <input type="text"/> Months	
If Duration of stay at present address is less than one year then address of previous residence <input type="text"/>	
*Proof of identity <input type="text"/> *Residential Proof <input type="text"/>	

Voter's identity card number   
 Driving license number   
 Aadhaar Number

**Submit the proof of identity and proof of address under attachments.**

Number of entities in which director have interest

<b>*Registration number</b> <input type="text"/>		
<b>*Name</b> <input type="text"/>		
<b>*Address</b> <input type="text"/>		
<b>Nature of interest</b>	<b>*Designation</b> <input type="text"/>	
	<b>Percentage of Shareholding</b> <input type="text"/>	<b>Amount</b> <input type="text"/>
	<b>Others (specify)</b> <input type="text"/>	

7. (a) **\*Nomination**

I \* , the subscriber to the memorandum of association of   
 do hereby nominate \*

who shall become the member of the company in the event of my death or incapacity to contract. I declare that the nominee is eligible for nomination within the meaning of Rule 3 of the Companies (Incorporation) Rules, 2014.

(b) **\*Particulars of the Nominee**

Director Identification number(DIN)	<input type="text"/> Pre-Fill
*First Name	<input type="text"/>
Middle Name	<input type="text"/>
*Surname	<input type="text"/>
*Father's First Name	<input type="text"/>
Father's Middle Name	<input type="text"/>
*Father's Surname	<input type="text"/>
*Gender	<input type="text"/> *Date of Birth <input type="text"/> Nationality <input type="text"/>
*Income- tax PAN	<input type="text"/> Verify Details
Aadhaar number	<input type="text"/>
*Place of Birth (District & State)	<input type="text"/>
*Occupation type	<input type="text"/>
*Area of Occupation	<input type="text"/>
*Educational qualification	<input type="text"/>
Permanent Address	<input type="text"/>
*Line I	<input type="text"/>
Line II	<input type="text"/>
*City	<input type="text"/>
*State /Union Territory	<input type="text"/> *Pin code <input type="text"/>
*ISO Country code	<input type="text"/>
Country	<input type="text"/>

*Phone (With STD/ISD code)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>									
Mobile	<input type="text"/>												
Fax	<input type="text"/>												
*email id	<input type="text"/>												
*Whether present address is same as the permanent address <input type="checkbox"/> Yes <input type="checkbox"/> No													
Present Address													
*Line I	<input type="text"/>												
Line II	<input type="text"/>												
*City	<input type="text"/>												
*State/Union Territory	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>									
*ISO Country code	<input type="text"/>	<input type="text"/>											
Country	<input type="text"/>												
Phone (With STD/ISD code)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>									
Mobile	<input type="text"/>												
Fax	<input type="text"/>												
*Duration of stay at present address		Years	<input type="text"/>	Months	<input type="text"/>								
If Duration of stay at present address is less than one year then address of previous residence <input type="text"/>													
*Proof of identity	<input type="text"/>	*Residential Proof	<input type="text"/>	<input type="text"/>	<input type="text"/>								
<p>(a) State or Union territory in respect of which stamp duty is paid or to be paid <input type="text"/> <span style="float: right;">Pre-Fill</span></p> <p>(b) *Whether stamp duty is to be paid electronically through MCA21 system <input type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Not applicable</p> <p>(i) Details of stamp duty to be paid</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Type of document/ Particulars</th> <th style="text-align: center; padding: 2px;">Form</th> <th style="text-align: center; padding: 2px;">Memorandum of association</th> <th style="text-align: center; padding: 2px;">Articles of association</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">Amount of stamp duty to be paid (in Rs.)</td> <td style="text-align: center; padding: 2px;"><input type="text"/></td> <td style="text-align: center; padding: 2px;"><input type="text"/></td> <td style="text-align: center; padding: 2px;"><input type="text"/></td> </tr> </tbody> </table>						Type of document/ Particulars	Form	Memorandum of association	Articles of association	Amount of stamp duty to be paid (in Rs.)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Type of document/ Particulars	Form	Memorandum of association	Articles of association										
Amount of stamp duty to be paid (in Rs.)	<input type="text"/>	<input type="text"/>	<input type="text"/>										

## (ii) Provide details of stamp duty already paid

Type of document/ Particulars	Form	Memorandum of association	Articles of association	Others
Total amount of stamp duty paid (in Rs.)				
Mode of payment of stamp duty				
Name of vendor or Treasury or Authority or any other competent agency authorised to collect stamp duty or to sell stamp papers or to emboss the documents or to dispense stamp vouchers on behalf of the Government				
Serial number of embossing or stamps or stamp paper or treasury challan number				
Registration number of vendor				
Date of purchase of stamps or stamp paper or payment of stamp duty (DD/MM/YYYY)				
Place of purchase of stamps or stamp paper or payment of stamp duty				

## 9. Additional Information for applying Permanent Account Number (PAN) and Tax Deduction Account Number (TAN)\*\*

## Information specific to PAN

Area code	AO type	Range code	AO No.

## Information specific to TAN

Area code	AO type	Range code	AO No.

## Source of Income

- Income from Business/profession       Capital Gains       Income from house property  
 Income from other source       No Income

Business/Profession code

--	--

**10. Additional Information for Employer registration under Employee State Insurance Corporation (ESIC)**Type of Unit       Factory       Establishment

Exact nature of Work/ Business carried on

Work Sub category

--

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**Attachments**

1. \*Memorandum of association;
2. \*Articles of Association;
3. \*Affidavit and declaration by first subscriber(s) and director(s);
4. Proof of Office address (Conveyance/ Lease deed/Rent Agreement etc. along with rent receipts);
5. Copy of the utility bills (not older than two months);
6. Copy of approval in case the proposed name contains any word(s) or expression(s) which requires approval from central government;
7. Approval of the owner of the trademark or the applicant of such application for registration of Trademark;
8. NOC from the sole proprietor/partners/other associates/ existing company;
9. In principle approval from the concerned regulator;
10. Copy of certificate of incorporation of the foreign body corporate and resolution passed;
11. Resolution passed by promoter company;
12. NOC from existing Indian company or foreign company;
13. Interest of first director(s) in other entities;
14. Consent of Nominee;
15. Proof of identity & residential address of subscribers;
  
16. Proof of identity & residential address of nominee;
17. Proof of identity and address of Applicant I;
18. Proof of identity and address of Applicant II;
19. Proof of identity and address of Applicant III;
20. NOC in case there is change in the promoters (first subscribers to Memorandum of Association)
21. Optional attachment(s), (if any)

**List of attachments****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Attach****Remove attachment**

### **Declaration**

I have gone through the provisions of the Companies Act, 2013, the rules thereunder and prescribed guidelines framed thereunder in respect of reservation of name, understood the meaning thereof and the proposed name is in conformity thereof.

I have used the search facilities available on the portal of the Ministry of Corporate Affairs (MCA) for checking the resemblance of the proposed name with the companies and Limited Liability partnerships (LLPs) respectively already registered or the names already approved. I have also used the search facility for checking the resemblances of the proposed name with registered trademarks and trade mark subject of an application under the Trade Marks Act, 1999 and other relevant search for checking the resemblance of the proposed name to satisfy myself with the compliance of the provisions of the Act for resemblance of name and Rules thereof.

The proposed name is not in violation of the provisions of Emblems and Names (Prevention of Improper Use) Act, 1950 as amended from time to time.

The proposed name is not offensive to any section of people, e.g. proposed name does not contain profanity or words or phrases that are generally considered a slur against an ethnic group, religion, gender or heredity.

The proposed name is not such that its use by the company will constitute an offence under any law for the time being in force.

I undertake to be fully responsible for the consequences in case the name is subsequently found to be in contravention of the provisions of section 4(2) and section 4(4) of the Companies Act, 2013 and rules thereto and I have also gone through and understood the provisions of section 4(5) (ii) (a) and (b) of the Companies Act, 2013 and rules thereunder and fully declare myself responsible for the consequences thereof.

\* , a person named in the articles as a director of the company has been duly authorized by the promoters of the company to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of Director Identification Number (DIN), registration of the company and matters precedent or incidental thereto have been complied with.

I am authorized by the promoter subscribing to the Memorandum of Association and Articles of Association and the first director(s) to give this declaration and to sign and submit this Form.

\*I am authorised by each subscriber to declare that company shall not commence its business, unless each subscriber has paid the value of the shares agreed to be taken by him at the time of subscribing to the Memorandum of Association;

I further declare that, company shall not commence its business, unless all the required approval from the sectoral Regulators such as RBI, SEBI etc. have been obtained;

I on behalf of the promoters and the first directors, hereby declare that the registered office is capable of receiving and acknowledging all communications and notices addressed to the proposed company on incorporation , shall be maintained at the given address at item 4 of this form;

\*I, on behalf of all the first director(s) named in the Articles of Association of the proposed company, solemnly declare, that the declaration given herein as stated above are true to the best of my knowledge and belief, the information given in this integrated application form for incorporation and attachments thereto are correct and complete, and nothing relevant to this form has been suppressed. All the required attachments have been completely, correctly and legibly

attached to this form and are as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

I, on behalf of the proposed Directors whose particulars for allotment of DIN are filled as above, hereby confirm and declare that they are not restrained, disqualified, removed for being appointed as Director of a company under the provisions of the Companies Act, 2013 including sections 164 and 169, and have not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court, and not been already allotted a Director Identification Number (DIN) under section 154 of the Companies Act, 2013, and I further declare that I have read and understood the provisions of Sections 154, 155, 447 and 448 read with Sections 449, 450 and 451 of the Companies Act, 2013.

\*

  
 

having Membership number  of practice number   
has been engaged to give declaration under section 7(1) (b) and such declaration is attached.

**Note: Attention is drawn to the provisions of sections 7(5) and 7(6) which, *inter-alia*, provides that furnishing of any false or incorrect particulars of any information or suppression of any material information shall attract punishment for fraud under section 447. Attention is also drawn to provisions of section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.**

\*To be digitally signed by director

**DSC BOX**

\*DIN / PAN

#### **Declaration and Certification by Professional**

I  ,  
member of   
having office at \*

Who is engaged in the formation of the company declare that I have been duly engaged for the purpose of certification of this form. It is hereby also certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the 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 draft memorandum and articles of association have been drawn up in conformity with the provisions of sections 4 and 5 and rules made thereunder; and
- (ii) all the requirements of Companies Act, 2013 and the rules made thereunder relating to registration of the company under section 7 of the Act and matters precedent or incidental thereto have been complied with. 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;
- (iii) I have opened all the attachments to this form and have verified these to be as per

- requirements, complete and legible;
- (iv) I further declare that I have personally visited the proposed registered office given in the form at the address mentioned herein above and verified that the said proposed registered office of the company is functioning for the business purposes of the company (wherever applicable in respect of the proposed registered office has been given).
- (v) It is understood that I shall be liable for action under Section 448 of the Companies Act, 2013 for wrong certification, if any found at any stage.

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

Company secretary (in whole-time practice)       Advocate

\*Whether associate or fellow       Associate       Fellow

\*Membership number

Certificate of practice number

\*Income-tax PAN

[Modify](#)

[Check Form](#)

[Prescrutiny](#)

[Submit](#)

For office use only:

eForm Service request number (SRN)

[Affix eStamp and filing details](#)

eForm filing date  (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

[Confirm submission](#)

Date of signing

(DD/MM/YYYY)

[Pursuant to Schedule I (see sections 4 and 5)  
to the Companies Act, 2013] FORM NO.

**INC-33**

**SPICE MOA**

(e-Memorandum of Association)

MOA language O English O Hindi

SRN of form INC-1

[Pre-Fill](#)

\*Table applicable to company as notified under schedule I of the Companies Act, 2013

**Table A-** MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1<sup>st</sup>The name of the company is

2<sup>nd</sup> The registered office of the company will be situated in the State of

3<sup>rd</sup>(a) The objects to be pursued by the company on its incorporation are:

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

--

4<sup>th</sup> The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5<sup>th</sup> The share capital of the company is [ ] rupees, divided into

		shares of		rupees each	
--	--	-----------	--	-------------	--

6<sup>th</sup>

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:

S. No.	Subscriber Details				
	Name, Address, Description and	DIN/ PAN/ Passport	No. of Shares		Dated

	Occupation	number	taken	DSC	
1					
Total Shares Taken					

Signed before me				
Name	Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	DSC	Dated

7<sup>th</sup> Shri/Smt., [redacted]  
 [redacted] [redacted]

resident of [redacted]

aged [redacted] be the nominee in the event of death of the sole member.

**Table B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

1<sup>st</sup> The name of the company is

2<sup>nd</sup> The registered office of the company will be situated in the State of

3<sup>rd</sup> (a) The objects to be pursued by the company on its incorporation are:

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

4<sup>th</sup>The liability of the member(s) is limited.

5<sup>th</sup>Every member of the company undertakes to contribute:

- (i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

- (ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributors among themselves), such amount as may be required, not exceeding [ ] rupees.

6<sup>th</sup>

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association:

S. No.	Subscriber Details			
	Name, Address, Description and Occupation	DIN/ PAN/ Passport number	DSC	Dated
1				
2				

Signed before me				
Name	Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	DSC	Dated

7<sup>th</sup>Shri/Smt., [ ]

resident of [ ]

agedy [ ] be the nominee in the event of death of the sole member.

**Table C-MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL**

1st The name of the company is

2<sup>nd</sup>The registered office of the company will be situated in the State of

3<sup>rd</sup>(a) The objects to be pursued by the company on its incorporation are:

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

4<sup>th</sup>The liability of the member(s) is limited.

5<sup>th</sup>Every member of the company undertakes to contribute:

- (i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

- (ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributors among themselves), such amount as may be required, not exceeding [ ] rupees.

6<sup>th</sup> The share capital of the company is [ ] rupees, divided into

[ ]	shares of	[ ] rupees each
-----	-----------	-----------------

7<sup>th</sup>

We, the several persons, whose names, addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set against our respective names:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:

S. No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/ PAN/ Passport number	No. of Shares taken	DSC	Dated	
1						
2						
Total Shares Taken						

Signed before me				
Name	Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	DSC	Dated

8<sup>th</sup> Shri/Smt., [ ]

[ ] resident of [ ]

aged [ ] be the nominee in the event of death of the sole member.

#### Table D- MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

1<sup>st</sup> The name of the company is [ ]

2<sup>nd</sup> The registered office of the company will be situated in the State of [ ]

3<sup>rd</sup>(a) The objects to be pursued by the company on its incorporation are:

--

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

--

4<sup>th</sup> The liability of the member(s) is unlimited.

5<sup>th</sup>

We, the several persons, whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association:

S. No.	Subscriber Details			
	Name, Address, Description and Occupation	DIN/ PAN/ Passport number	DSC	Dated
1				
2				

Signed before me				
Name	Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	DSC	Dated

6<sup>th</sup> Shri/Smt.

resident of

aged  years shall be the nominee in the event of death of the sole member.

**Table E-MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL**

1<sup>st</sup>The name of the company is

2<sup>nd</sup>The registered office of the company will be situated in the State of

3<sup>rd</sup>(a) The objects to be pursued by the company on its incorporation are:

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

--	--	--	--	--

4<sup>th</sup>The liability of the member(s) is unlimited.

5<sup>th</sup>The share capital of the company is [ ] rupees, divided into

		shares of		rupees each	
--	--	-----------	--	-------------	--

6<sup>th</sup>

We, the several persons, whose names, and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set against our respective names:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:

S. No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/ PAN/ Passport number	No. of Shares taken	DSC	Dated
1					
2					
Total Shares Taken					

Signed before me				
Name	Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	DSC	Dated

7<sup>th</sup> Shri/Smt. [ ]

[ ] resident of [ ]

aged [ ] be the nominee in the event of death of the sole member.

Modify

Check form

[Pursuant to Schedule I (see  
Sections 4 and 5) to the Companies  
Act, 2013)] **FORM NO. INC-34**

**SPICE AOA**

(e-Articles of Association)

AOA language O English O Hindi

SRN of form INC-1

Pre-Fill

\*Table  notified under schedule I of the companies Act, 2013 is applicable to the company

Enter name of the company here

**Table F – ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY SHARES**

Check if not applicable	Check if altered	Article No.	Description
<i>Interpretation</i>			
			<p>(1) In these regulations—</p> <p>(a) “the Act” means the Companies Act, 2013,</p> <p>(b) “the seal” means the common seal of the company.</p> <p>(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p>
<i>Share capital and variation of rights</i>			
			Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
			<p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—</p> <p>(a) one certificate for all his shares without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</p>

		<p>(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>(ii) The provisions of Articles (2) and (3) shall <i>mutatis mutandis</i> apply to debentures of the company.</p>
		Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
		<p>(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
		<p>(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
		The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>paripassu</i> therewith.
		Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of

		the shares may, by special resolution, determine.
		<b><i>Lien</i></b>
		<p>(i) The company shall have a first and paramount lien—</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>
		<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>
		<p>(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
		<p>(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>

<i>Calls on shares</i>		
		<p>(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.</p> <p>(iii) A call may be revoked or postponed at the discretion of the Board.</p>
		A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
		<p>(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.</p> <p>(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
		<p>(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
		<p>The Board—</p> <p>(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.</p>
<i>Transfer of shares</i>		
		(i) The instrument of transfer of any share in the company shall be executed by or

		<p>on behalf of both the transferor and transferee.</p> <p>(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p>
		<p>The Board may, subject to the right of appeal conferred by section 58 decline to register—</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the company has a lien.</p>
		<p>The Board may decline to recognise any instrument of transfer unless—</p> <p>(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</p> <p>(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p>
		<p>On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p>
<b><i>Transmission of shares</i></b>		
		<p>(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares</p> <p>(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
		<p>(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>
		<p>(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.</p> <p>(ii) If the person aforesaid shall elect to transfer the share, he shall testify his</p>

		<p>election by executing a transfer of the share.</p> <p>(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
		<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
		<p>In case of a One Person Company—</p> <p>(i) on the death of the sole member, the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member;</p> <p>(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;</p> <p>(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;</p> <p>(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.</p>
		<b><i>Forfeiture of shares</i></b>
		<p>If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.</p>
		<p>The notice aforesaid shall—</p> <p>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p>

		(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
		(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.  (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
		(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.  (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
		(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;  (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;  (iii) The transferee shall thereupon be registered as the holder of the share; and  (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
		The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
		<i>Alteration of capital</i>
		The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
		Subject to the provisions of section 61, the company may, by ordinary

		<p>resolution,—</p> <p>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</p> <p>(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</p> <p>(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</p>
		<p>Where shares are converted into stock,—</p> <p>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</p> <p>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p> <p>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p>(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</p>
		<p>The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—</p> <p>(a) its share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any share premium account.</p>
<i>Capitalisation of profits</i>		
		<p>(i) The company in general meeting may, upon the recommendation of the Board, resolve—</p>

		<p>(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p> <p>(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>
		<p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</p> <p>(b) generally do all acts and things required to give effect thereto.</p> <p>(ii) The Board shall have power—</p> <p>(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>
		<b><i>Buy-back of shares</i></b>
		Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or

		other specified securities.
<b><i>General meetings</i></b>		
		All general meetings other than annual general meeting shall be called extraordinary general meeting.
		(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.  (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
<b><i>Proceedings at general meetings</i></b>		
		(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
		The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
		If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
		If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
		In case of a One Person Company—  (i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;  (ii) such minutes book shall be signed and dated by the member;  (iii) the resolution shall become effective from the date of signing such minutes by the sole member.
<b><i>Adjournment of meeting</i></b>		
		(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

		<p>(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
<b><i>Voting rights</i></b>		
		<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,—</p> <p>(a) on a show of hands, every member present in person shall have one vote; and</p> <p>(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</p>
		A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
		<p>(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
		A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
		No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
		<p>(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p>
<b><i>Proxy</i></b>		
		The instrument appointing a proxy and the power-of-attorney or other authority,

		<p>if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.</p>
		<p>An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.</p>
		<p>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</p> <p>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>
<b><i>Board of Directors</i></b>		
		<p>The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.</p>
		<p>(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p>(b) in connection with the business of the company.</p>
		<p>The Board may pay all expenses incurred in getting up and registering the company.</p>
		<p>The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.</p>
		<p>All cheques, promissory notes, drafts, <i>hundis</i>, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p>
		<p>Every director present at any meeting of the Board or of a committee thereof</p>

		shall sign his name in a book to be kept for that purpose.
		<p>(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</p> <p>(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</p>
		<b><i>Proceedings of the Board</i></b>
		<p>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>
		<p>(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
		The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
		<p>(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>
		<p>(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
		<p>(i) A committee may elect a Chairperson of its meetings.</p> <p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the</p>

		meeting.
		<p>(i) A committee may meet and adjourn as it thinks fit.</p> <p>(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>
		All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
		Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
		<p>In case of a One Person Company—</p> <p>(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;</p> <p>(ii) such minutes book shall be signed and dated by the director;</p> <p>(iii) the resolution shall become effective from the date of signing such minutes by the director.</p>
		<i>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</i>
		<p>Subject to the provisions of the Act,—</p> <p>(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p>

		(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
		A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
		<b><i>The Seal</i></b>
		(i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
		<b><i>Dividends and Reserve</i></b>
		The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
		Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
		(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.  (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
		(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.  (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

		The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
		<p>(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
		Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
		Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
		No dividend shall bear interest against the company.
		<b>Accounts</b>
		<p>(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members                      not                      being                      directors.</p> <p>(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
		<b>Winding up</b>
		<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of</p>

		<p>members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
<b><i>Indemnity</i></b>		
		<p>Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.</p>

**Table G- ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL**

		All the articles of Table F in Schedule I annexed to the Companies Act, 2013 shall be deemed to be incorporated with these articles and to apply to the company.
<b><i>Number of members</i></b>		
		The number of members with which the company proposes to be registered is hundred, but the Board of Directors may, from time to time, register an increase of members.

**TABLE I-ARTICLES OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING A SHARE CAPITAL**

		All the articles of Table F in Schedule I annexed to the Companies Act, 2013 shall be deemed to be incorporated with these articles and to apply to the company.
<b><i>Number of members</i></b>		
		The number of members with which the company proposes to be registered is hundred, but the Board of Directors may, from time to time, register an increase of members.

			<b><i>Others</i></b>
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S. No .	Subscriber Details				
	Name, Address, Description and Occupation	DIN/ PAN/ Passport number	Place	DSC	Dated
1					
2					

Signed before me					
Name		Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	Place	DSC

**Table H- ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

Check if not applicable	Check if altered	Article No	Description

<b><i>Interpretation</i></b>			
(1) In these regulations— (a) “the Act” means the Companies Act, 2013; (b) “the seal” means the common seal of the company.			
(2) Unless the context otherwise requires, words or expressions contained in these regulations shall have the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.			
<b><i>Members</i></b>			
The number of members with which the company proposes to be registered is hundred, but the Board of Directors may, from time to time, whenever the company or the business of the company requires it, register an increase of members.			
The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.			
<b><i>General meetings</i></b>			
All general meetings other than annual general meeting shall be called extraordinary general meeting.			
(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.			
<b><i>Proceedings at general meetings</i></b>			
(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.			
The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.			
If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.			
If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.			
<b><i>Adjournment of meeting</i></b>			
(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took			

			place.
			(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
			(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
			<b><i>Voting rights</i></b>
			Every member shall have one vote.
			A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
			No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.
			(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
			A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
			Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
			<b><i>Board of Directors</i></b>
			The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
			(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly

		<p>incurred by them—</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p>(b) in connection with the business of the company</p>
<b><i>Proceedings of the Board</i></b>		
		<p>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>
		<p>(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
		<p>The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</p>
		<p>(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>(ii) If no such chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting.</p>
		<p>(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
		<p>(i) A committee may elect a Chairperson of its meetings.</p> <p>(ii) If no such Chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>
		<p>(i) A committee may meet and adjourn as it thinks proper.</p> <p>(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of</p>

		votes, the chairman shall have a second or casting vote.
		All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
		Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
		<b><i>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</i></b>
		<p>Subject to the provisions of the Act,—</p> <p>(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board.</p> <p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>
		A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
		<b><i>The Seal</i></b>
		<p>(i) The Board shall provide for the safe custody of the seal.</p> <p>(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.</p>

**TABLE J- ARTICLES OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL**

All the articles of Table H in Schedule I annexed to the Companies Act, 2013 shall be deemed to be incorporated with these articles and to apply to the company.
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<i>Others</i>					

  

S. No .	Subscriber Details				
	Name, Address, Description and Occupation	DIN/ PAN/ Passport number	Place	DSC	Dated
1					
2					

  

Signed before me					
Name	Address, Description and Occupation	DIN/ PAN/ Passport number/ Membership number	Place		

  

Check form	Modify
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[F. No. 1/13/2013 CL-V]

AMARDEEP SINGH BHATIA, Jt. Secy.

**Note:** The principal notification was published in the Gazette of India, Extraordinary Part II, Section 3, Sub-section (i) *vide* number G.S.R. 250(E) dated 31<sup>st</sup> March, 2014 and subsequently amended *vide* the following notifications:-

Serial Number	Notification Number	Notification Date
1.	G.S.R. 349 (E)	01-05-2015
2.	G.S.R. 442 (E)	29-05-2015
3.	G.S.R. 99 (E)	22-01-2016
4.	G.S.R.336(E)	23-03-2016
5.	G.S.R.743(E)	27-07-2016