

# The Companies (Incorporation) Rules, 2014

UNION OF INDIA

India

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### Rule THE-COMPANIES-INCORPORATION-RULES-2014 of 2014

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The Companies (Incorporation) Rules, 2014 Published vide Notification No. G.S.R. 250(E), dated 31st March, 2014 Last Updated 18th October, 2019 Ministry of Corporate Affairs G.S.R. 250(E). - In exercise of the powers conferred under section 3, section 4, sub-sections (5) and (6) of section 5, section 6, sub-section (1) and (2) of section 7, sub-section (1) and (2) of section 8, clauses (a) and (b) of subsection (1) of section 11, sub-sections (2), (3), (4) and (5) of section 12, sub-sections (3), (4) and proviso to sub-section (5) of section 13, sub-section (2) of section 14, sub-section (1) of section 17, sub-section (1) and (2) of section 20 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013) and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other relevant rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely: -

#### 1. Short title and commencement.

(1) These rules may be called the Companies (Incorporation) Rules, 2014. (2) They shall come into force on the 1st day of April, 2014.

#### 2. Definitions.

(1) In these rules, unless the context otherwise requires, - (a) "Act" means the Companies Act, 2013 (18 of 2013); (b) "Annexure" means the Annexure to these rules; (c) "Form" or "e-Form" means a form in the electronic form or non-electronic form as specified under the Act or Rules made there under and notified by the Central Government under the Act; (d) "Fees" means fees as specified in the Companies (Registration offices and fees) Rules, 2014; (e) "Regional Director" means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director; (f) "Section" means the section of the Act; (2) Words and expressions used in these rules but not defined and defined in the Act or in Companies (Specification of definitions details) Rules, 2014

shall have the meanings respectively assigned to them in the Act and said rules.

### **3. One Person Company.**

(1) Only a natural person who is an Indian citizen and resident in India—(a) shall be eligible to incorporate a One Person Company; (b) shall be a nominee for the sole member of a One Person Company. [Explanation I. - For the purposes of this rule, the term "resident in India" means a person who has stayed in India for a period of not less than one hundred and eighty two days during the immediately preceding financial year. Explanation II. - For the purposes of this rule, while counting the number of days of stay of a director in India for the financial year 2018-2019, any period of stay between 01.01.2018 till the date of notification of this rule shall also be counted.] [Substituted by Notification No. G.S.R. 708(E), dated 27.7.2018 (w.e.f. 31.3.2014).] (2) [A natural person shall not be member of more than a One Person Company at any point of time and the said person shall not be a nominee of more than a One Person Company.] [Substituted by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014)] (3) Where a natural person, being member in One Person Company in accordance with this rule becomes a member in another such Company by virtue of his being a nominee in that One Person Company, such person shall meet the eligibility criteria specified in sub rule (2) within a period of one hundred and eighty days. (4) No minor shall become member or nominee of the One Person Company or can hold share with beneficial interest. (5) Such Company cannot be incorporated or converted into a company under section 8 of the Act. (6) Such Company cannot carry out Non-Banking Financial Investment activities including investment in securities of any body corporates. (7) No such company can convert voluntarily into any kind of company unless two years have expired from the date of incorporation of One Person Company, except threshold limit (paid up share capital) is increased beyond fifty lakh rupees or its average annual turnover during the relevant period exceeds two crore rupees.

### **4. Nomination by the subscriber or member of One Person Company.**

- For the purposes of first proviso to sub-section (1) of section 3—(1) The subscriber to the memorandum of a One Person Company shall nominate a person, after obtaining prior written consent of such person, who shall, in the event of the subscriber's death or his incapacity to contract, become the member of that One Person Company. (2) The name of the person nominated under sub-rule (1) shall be mentioned in the memorandum of One Person Company and [such nomination in Form No. INC-32 (SPICE) along with consent of such nominee obtained in Form No. INC-3] [Substituted 'such nomination in Form No INC.2 along with consent of such nominee obtained in Form No INC.3' by Notification No. G.S.R. 1184(E), 29th December, 2016 (w.e.f. 31.3.2014).] and fee as provided in the Companies (Registration offices and fees) Rules, 2014 shall be filed with the Registrar at the time of incorporation of the company along with its memorandum and articles. (3) The person nominated by the subscriber or member of a One Person Company may, withdraw his consent by giving a notice in writing to such sole member and to the One Person Company: Provided that the sole member shall nominate another person as nominee within fifteen days of the receipt of the notice of withdrawal and shall send an intimation of such nomination in writing to the Company, along with the written consent of such other person so nominated in Form No. INC.3. (4) The company shall within thirty days of receipt of the notice of withdrawal of consent

under sub-rule (3) file with the Registrar, a notice of such withdrawal of consent and the intimation of the name of another person nominated by the sole member in Form No INC.4 along with fee as provided in the Companies (Registration offices and fees) Rules, 2014 and the written consent of such another person so nominated in Form No. INC.3.(5)The subscriber or member of a One Person Company may, by intimation in writing to the company, change the name of the person nominated by him at any time for any reason including in case of death or incapacity to contract of nominee and nominate another person after obtaining the prior consent of such another person in Form No INC.3:Provided that the company shall, on the receipt of such intimation, file with the Registrar, a notice of such change in Form No INC.4 along with fee as provided in the Companies (Registration offices and fees) Rules, 2014 and with the written consent of the new nominee in Form No.INC.3 within thirty days of receipt of intimation of the change.(6)Where the sole member of One Person Company ceases to be the member in the event of death or incapacity to contract and his nominee becomes the member of such One Person Company, such new member shall nominate within fifteen days of becoming member, a person who shall in the event of his death or his incapacity to contract become the member of such company, and the company shall file with the Registrar an intimation of such cessation and nomination in Form No INC.4 along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 within thirty days of the change in membership and with the prior written consent of the person so nominated in Form No.INC.3.

## **5. [ [Omitted by Notification No. G.S.R. 349(E), dated 1.5.2015 (w.e.f. 31.3.2014).]**

\* \* \*]

5. Penalty.- If One Person Company or any officer of such company contravenes the provisions of these rules, One Person Company or any officer of the One Person Company shall be punishable with fine which may extend to ten thousand rupees and with a further fine which may extend to one thousand rupees for every day after the first during which such contravention continues.

## **6. One Person Company to convert itself into a public company or a private company in certain cases.**

(1)Where the paid up share capital of an One Person Company [exceeds fifty lakh rupees and its average annual turnover during the relevant period] [Substituted by Notification No. G.S.R. 349(E), dated 1.5.2015 (w.e.f. 31.3.2014).] exceeds two crore rupees, it shall cease to be entitled to continue as a One Person Company.(2)Such One Person Company shall be required to convert itself, within six months of the date on which its paid up share capital is increased beyond fifty lakh rupees or the last day of the relevant period during which its average annual turnover exceeds two crore rupees as the case may be, into either a private company with minimum of two members and two directors or a public company with at least of seven members and three directors in accordance with the provisions of section 18 of the Act.(3)The One Person Company shall alter its memorandum and articles by passing a resolution in accordance with sub-section (3) of section 122 of the Act to give effect to the conversion and to make necessary changes incidental thereto.(4)The One Person Company shall within period of sixty days from the date of applicability of sub-rule (1), give a notice

to the Registrar in Form No.INC.5 informing that it has ceased to be a One Person Company and that it is now required to convert itself into a private company or a public company by virtue of its paid up share capital or average annual turnover, having exceeded the threshold limit laid down in sub-rule (1).Explanation. - For the purposes of this rule - "relevant period" means the period of immediately preceding three consecutive financial years;(5)If One Person Company or any officer of the One Person Company contravenes the provisions of these rules, One Person Company or any officer of the One Person Company shall be punishable with fine which may extend to ten thousand rupees and with a further fine which may extend to one thousand rupees for every day after the first during which such contravention continues.(6)A One Person company can get itself converted into a Private or Public company after increasing the minimum number of members and directors to two or minimum of seven members and two or three directors as the case may be, and by maintaining the minimum paid-up capital as per requirements of the Act for such class of company and by making due compliance of section 18 of the Act for conversion.

## **7. Conversion of private company into One Person Company.**

(1)A private company other than a company registered under section 8 of the Act [having paid up share capital of fifty lakhs rupees or less and average annual turnover during the relevant period] [Substituted by Notification No. G.S.R. 349(E), dated 1.5.2015 (w.e.f. 31.3.2014).] is two crore rupees or less may convert itself into one person company by passing a special resolution in the general meeting.(2)Before passing such resolution, the company shall obtain No objection in writing from members and creditors.(3)The one person company shall file copy of the special resolution with the Registrar of Companies within thirty days from the date of passing such resolution in Form No. MGT.14.(4)The company shall file an application in Form No.INC.6 for its conversion into One Person Company along with fees as provided in in the Companies (Registration offices and fees) Rules, 2014, by attaching the following documents, namely:-(i)The directors of the company shall give a declaration by way of affidavit duly sworn in confirming that all members and creditors of the company have given their consent for conversion, the paid up share capital company is fifty lakhs rupees or less or average annual turnover is less than two crores rupees, as the case may be;(ii)the list of members and list of creditors;(iii)the latest Audited Balance Sheet and the Profit and Loss Account; and(iv)the copy of No Objection letter of secured creditors.(5)On being satisfied and complied with requirements stated herein the Registrar shall issue the Certificate.

### **7A. [ Penalty. [Inserted by Notification No. G.S.R. 349(E), dated 1.5.2015 (w.e.f. 31.3.2014).]**

- If a One Person Company or any officer of such company contravenes any of the provisions of these rules, the One Person Company or any officer of the such Company shall be punishable. with fine which may extend to five thousand rupees and with a further fine which may extend to five hundred rupees for every day after the first offence during which such contravention continues;]

**8. [ Names which resemble too nearly with name of existing company.  
[Substituted by Notification No. G.S.R. 357(E), dated 10.5.2019 (w.e.f.  
31.3.2014).]**

(1) A name applied for shall be deemed to resemble too nearly with the name of an existing company, if, and only if, after comparing the name applied for with the name of an existing company by disregarding the matters set out in sub-rule (2), the names are same. (2) The following matters are to be disregarded while comparing the names under sub-rule (1): - (a) the words like Private, Pvt, Pvt., (P), OPC Pvt. Ltd., IFSC Limited, IFSC Pvt. Limited, Producer Limited, Limited, Unlimited, Ltd, Ltd., LLP, Limited Liability Partnership, company, and company, & co, & co., co., co, corporation, corp, corpn, corp or group; (b) the plural or singular form of words in one or both names; A. Illustrations (i) Green Technology Ltd. is same as Greens Technology Ltd. and Greens Technologies Ltd. (ii) Pratap Technology Ltd. is same as Prataps Technology Ltd. and Prataps Technologies Ltd. (iii) SM Computers Ltd. is not same as SMS Computers Ltd. (c) type and case of letters, spacing between letters, punctuation marks and special characters used in one or both names; B. Illustrations (i) ABC Ltd. is same as A.B.C. Ltd. and A B C Ltd. (ii) TeamWork Ltd. is same as Team@Work Ltd. and Team-Work Ltd. (d) use of different tenses in one or both names; C. Illustrations (i) Ascend Solutions Ltd. is same as Ascended Solutions Ltd. and Ascending Solutions Ltd. (ii) Speak English Solutions Limited is same as Spoken English Solutions Limited. (e) use of different phonetic spellings including use of misspelled words of an expression; D. Illustrations (i) Chemtech Ltd. is same as Chemtec Ltd., Chemtek Ltd., Cemtech Ltd., Cemtek Ltd., Kemtech Ltd., and Kemtek Ltd. (ii) Bee Kay Ltd is same as BK Ltd, Be Kay Ltd., B Kay Ltd., Bee K Ltd., B.K. Ltd. and Bee Kay Ltd. (f) use of host name such as 'www' or a domain extension such as 'net', 'org', 'dot' or 'com' in one or both names; E. Illustrations (i) Ultra Solutions Ltd. is same as Ultrasolutions.com Ltd. (ii) Supreme Ultra Solutions Ltd. is not the same as Ultrasolutions.com Ltd. (g) the order of words in the names; F. Illustrations (i) Ravi Builders and Contractors Ltd. is same as Ravi Contractors and Builders Ltd. (ii) Ravi Builders and Contractors Limited is not the same as Ravi Shankar Builders and Contractors Limited. (h) use of the definite or indefinite article in one or both names; G. Illustrations (i) Congenial Tours Ltd. is same as A Congenial Tours Ltd. and The Congenial Tours Ltd. (ii) Isha Industries Limited is not the same as Anisha Industries Limited. (i) a slight variation in the spelling of the two names including a grammatical variation thereof; H. Illustrations (i) Color Technologies Ltd. is same as Colour Technologies Ltd. (ii) Disc Solutions Ltd. is same as Disk Solutions Ltd. but it is not same as Disco Solutions Ltd. (j) complete translation or transliteration, and not part thereof, of an existing name, in Hindi or in English; I. Illustrations (i) National Electricity Corporation Ltd. is same as Rashtriya Vidyut Nigam Ltd. (ii) Hike Construction Ltd. is not the same as Hike Nirman Ltd. (k) addition of the name of a place to an existing name, which does not contain the name of any place; J. Illustrations (i) If Salvage Technologies Ltd. is an existing name, it is same as Salvage Technologies Delhi Ltd and Salvage Delhi Technologies Ltd. (ii) Retro Pharmaceuticals Ranchi Ltd. is not the same as Retro Pharmaceuticals Chennai Ltd. (l) addition, deletion, or modification of numerals or expressions denoting numerals in an existing name, unless the numeral represents any brand; K. Illustrations (i) Thunder Services Ltd is same as Thunder11 Services Ltd and One Thunder Services Ltd (ii) Style Garments11 Ltd. is same as Style Garments Ltd and Style 12 Garments Ltd. (iii) One 11 Power Equipment Ltd is not the same as One Power Equipment Ltd, if One 11 represents a

brand: Provided that clauses (f) to (h) and clauses (k) and (l) shall not be disregarded while comparing the names, if a no objection by way of a Board resolution has been provided by an existing company.

## 8A. Undesirable names.

(1) The name shall be considered undesirable, if - (a) it is prohibited under the provisions of section 3 of the Emblems and Names (Prevention and Improper Use) Act, 1950 (12 of 1950), unless a previous permission has been obtained under that Act; (b) save as provided in section 35 of the Trade Marks Act, 1999 (47 of 1999), the name includes a trade mark registered under the Trade Marks Act, 1999 and the rules framed thereunder in the same class of goods or services in which the activity of the company is being carried out or is proposed to be carried out, unless the consent of the owner [\*\*\*] [Omitted 'or applicant for registration,' by Notification No. G.S.R. 793(E), dated 16.10.2019 (w.e.f. 31.3.2014).] of the trade mark, as the case may be, has been obtained and produced by the promoters; (c) it includes any word or words which are offensive to any section of the people; (d) the proposed name is identical with or too nearly resembles the name of a limited liability partnership: Provided that the provisions of rule 8 shall apply mutatis mutandis while determining whether a proposed name is too nearly resembling the name of a limited liability partnership; (e) the proposed name is identical with or too nearly resembles with a name which is for the time being reserved in accordance with rule 9: Provided that the provisions of rule 8 shall apply mutatis mutandis while determining whether a proposed name is too nearly resembling with a reserved name; (f) the company's main business is financing, leasing, chit fund, investments, securities or combination thereof, but the proposed name is not indicative of such related financial activities, viz., Chit Fund or Investment or Loan, etc.; (g) the company's name is indicative of activities financing, leasing, chit fund, investments, securities or combination thereof, but the company's main business is not related to such activities; (h) it resembles closely the popular or abbreviated description of an existing company or limited liability partnership; (i) the proposed name is identical with or too nearly resembles the name of a company or limited liability partnership incorporated outside India and reserved by such company or limited liability partnership with the Registrar: Provided that if a foreign company is incorporating its subsidiary company in India, then the original name of the holding company as it is may be allowed with the addition of word India or name of any Indian State or city, if otherwise available: Provided further that provisions of rule 8 shall apply mutatis mutandis while determining whether a proposed name is too nearly resembling the name of a company or limited liability partnership incorporated outside India; (j) any part of the proposed name includes the words indicative of a separate type of business constitution or legal person or any connotation thereof e.g. co-operative, sehkari, trust, LLP, partnership, society, proprietor, HUF, firm, Inc., PLC, GmbH, SA, PTE, Sdn, AG, etc.; Explanation. - For the purposes of this clause, it is hereby clarified that the name including phrase 'Electoral Trust' may be allowed for registration of companies to be formed under section 8 of the Act, in accordance with the Electoral Trusts Scheme, 2013 notified by the Central Board of Direct Taxes (CBDT): Provided that name application is accompanied with an affidavit to the effect that the name to be obtained shall be only for the purpose of registration of companies under the said Electoral Trust Scheme as notified by the Central Board of Direct Taxes; (k) the proposed name contains the words 'British India'; (l) the proposed name implies association or connection with an embassy or consulate of a foreign government; (m) the proposed

name includes or implies association or connection with or patronage of a national hero or any person held in high esteem or important personages who occupied or are occupying important positions in the Government;(n)the proposed name is identical to the name of a company dissolved as a result of liquidation proceeding and a period of two years has not elapsed from the date of such dissolution:Provided that if the proposed name is identical with the name of a company which is struck off in pursuance of action under section 248 of the Act or under section 560 of the Companies Act, 1956 (1 of 1956) then the same shall not be allowed before the expiry of twenty years from the date of publication in the Official Gazette being so struck off;(o)it is identical with the name of a limited liability partnership in liquidation or the name of a limited liability partnership which is struck off up to a period of five years;(p)the proposed name include words such as 'Insurance', 'Bank', 'Stock Exchange', 'Venture Capital', 'Asset Management', 'Nidhi', 'Mutual Fund', etc., unless a declaration is submitted by the applicant that the requirements mandated by the respective regulator, such as IRDA, RBI, SEBI, MCA, etc. have been complied with by the applicant;(q)the proposed name includes the word "State", in case the company is not a Government company;(r)the proposed name is containing only the name of a continent, country, State, city such as Asia limited, Germany Limited, Haryana Limited or Mysore Limited;(s)Use of descriptive names, where the name merely consists of commonly used words to describe an activity.Explanation. - For the purposes of this clause, -(A)the term "commonly used words" refers to use of generic expressions which may be used by any other company to describe its trade;(B)while determining whether a name is descriptive or not, the objects of the proposed company or the order of words appearing in a name shall not be relevant;(C)the name shall not be deemed to be descriptive where "commonly used words" are used in addition to other words in the name;A. Illustrations(i)The names Silk Manufacturers Private Limited and Manufacturers Silk Ltd. are descriptive names as they merely describe an activity which may also be carried out by any other company and the order of the words is not relevant while determining a descriptive name.(ii)The names Computer World Ltd., Food Star Ltd., Tour Hub Ltd or House of Chocolate Ltd are not descriptive as the names do not merely consist of commonly used words.(iii)The names Technical Vista Ltd or Vista Technical are not descriptive as the names do not merely consist of commonly used words and the order of the words is not relevant while determining whether a name is descriptive.(iv)The name Drinking Water Plant Ltd. is a descriptive name, even if the object of the company is not related to making drinking water plant as it consists of commonly used words and objects of the proposed company is not relevant while determining whether a name is descriptive.(v)The name Silk Wise Manufacturers Private Limited is not descriptive as it contains words other than commonly used words.(t)the proposed name includes name of any foreign country or any city in a foreign country, the same shall be allowed if the applicant produces any proof of significance of business relations with such foreign country like memorandum of understanding with a company of such country:Provided that the name combining the name of a foreign country with the use of India like India Japan or Japan India shall be allowed if, there is a government to government participation or patronage and no company shall be incorporated using the name of an enemy country.Explanation. - For the purposes of this clause, 'enemy country' means so declared by the Government of India from time to time.(u)the proposed name of a section 8 company under the Act does not include the words Foundation, Forum, Association, Federation, Chambers, Confederation, Council, Electoral Trust and the like, etc.(v)the proposed name of a Nidhi company under the Act does not have the last words "Nidhi Limited" as a part of its name.(w)the proposed name has been released from the register of companies upon

change of name of a company and three years have not elapsed since the date of change unless a specific direction has been received from the competent authority in the course of compromise, arrangement or amalgamation.(2)The applicant shall declare in affirmative or negative (to affirm or deny) whether he is using or has been using in the last five years, the name applied for incorporation of company or LLP in any other business constitution like Sole proprietor or Partnership or any other incorporated or unincorporated entity and if, yes details thereof and No Objection Certificate from other partners and associates for use of such name by the proposed Company or LLP, as the case may be, and also a declaration as to whether such other business shall be taken over by the proposed company or LLP or not.

## **8B. Word or expression which can be used only after obtaining previous approval of Central Government.**

- In terms clause (b) of sub-section (3) of section 4, the following words and combinations thereof shall not be used in the name of a company in English or any of the languages depicting the same meaning unless the previous approval of the Central Government has been obtained for the use of any such word or expression:

-(a)Board;(b)Commission;(c)Authority;(d)Undertaking;(e)National;(f)Union;(g)Central;(h)Federal;(i)Repu Scale Industries;(m)Khadi and Village Industries Corporation;(n)Financial Corporation and the like;(o)Municipal;(p)Panchayat;(q)Development Authority;(r)Prime Minister or Chief Minister;(s)Minister;(t)Nation;(u)Forest corporation;(v)Development Scheme;(w)Statute or Statutory;(x)Court or Judiciary;(y)Governor;(z)the use of word Scheme with the name of Government (s), State, India, Bharat or any Government authority or in any manner resembling with the schemes launched by Central, State or local Governments and authorities; and (za)Bureau.]

## **9. [ Reservation of name. [Substituted by Notification No. G.S.R. 284(E), dated 23.3.2018 (w.e.f. 31.3.2014).]**

- An application for reservation of name shall be made through the web service available at [www.mca.gov.in](http://www.mca.gov.in) by using form RUN (Reserve Unique Name) along with fee as provided in the Companies (Registration offices and fees) Rules, 2014, which may either be approved or rejected, as the case may be, by the Registrar, Central Registration Centre after allowing re-submission of such application within fifteen days for rectification of the defects, if any.]

## **10.**

- Where the articles contain the provisions for entrenchment, the company shall give notice to the Registrar of such provisions in Form No.INC.2 or [\*\*\*] [Omitted 'Form No.INC.7' by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f. 31.3.2014)], or Form No. INC-32(SPICe) as the case may be, along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 at the time of incorporation of the company or in case of existing companies, the same shall be filed in Form No.MGT.14 within thirty days from the date of entrenchment of the articles, as the case may be, along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014.



## 11.

The model articles as prescribed in Table F, G, H, I and J of Schedule I may be adopted by a company as may be applicable to the case of the company, either in totality or otherwise.

## 12. [ Application for incorporation of companies. [Substituted by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f. 31.3.2014).]

- An application for registration of a company shall be filed with the Registrar within whose jurisdiction the registered office of the company is proposed to be situated in Form No. INC-32 (SPICe) along with the fee as provided under the Companies (Registration offices and fees) Rules, 2014. Provided that in case pursuing of any of the objects of a company requires registration or approval from sectoral regulators such as the Reserve Bank of India, the Securities and Exchange Board, registration or approval, as the case may be from such regulator shall be obtained by the proposed company before pursuing such object and a declaration in this behalf shall be submitted at the stage of incorporation of the company]

## 13. Signing of memorandum and articles.

- The Memorandum and Articles of Association of the company shall be signed in the following manner, namely:-(1)The memorandum and articles of association of the company shall be signed by each subscriber to the memorandum, who shall add his name, address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise sign and add his name, address, description and occupation, if any and the witness shall state that "I witness to subscriber/subscriber(s), who has/have subscribed and signed in my presence (date and place to be given); further I have verified his or their Identity Details (ID) for their identification and satisfied myself of his/her/their identification particulars as filled in"(2)Where a subscriber to the memorandum is illiterate, he shall affix his thumb impression or mark which shall be described as such by the person, writing for him, who shall place the name of the subscriber against or below the mark and authenticate it by his own signature and he shall also write against the name of the subscriber, the number of shares taken by him.[Explanation. - For the purposes of sub-rule (1) and Sub-rule (2), the type written or printed particulars of the subscribers and witnesses shall be allowed as if it is written by the subscriber and witness respectively so long as the subscriber and the witness as the case may be appends his or her signature or thumb impression, as the case may be.] [Inserted by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).](3)Such person shall also read and explain the contents of the memorandum and articles of association to the subscriber and make an endorsement to that effect on the memorandum and articles of association.(4)Where the subscriber to the memorandum is a body corporate, the memorandum and articles of association shall be signed by director, officer or employee of the body corporate duly authorized in this behalf by a resolution of the board of directors of the body corporate and where the subscriber is a Limited Liability Partnership, it shall be signed by a partner of the Limited Liability Partnership, duly authorized by a resolution approved by all the partners of the Limited Liability Partnership:Provided that in either case, the person so authorized shall not, at the same time, be a

subscriber to the memorandum and articles of Association.(5)Where subscriber to the memorandum is a foreign national residing outside India-(a)in a country in any part of the Commonwealth, his signatures and address on the memorandum and articles of association and proof of identity shall be notarized by a Notary (Public) in that part of the Commonwealth.(b)in a country which is a party to the Hague Apostille Convention, 1961, his signatures and address on the memorandum and articles of association and proof of identity shall be notarized before the Notary (Public) of the country of his origin and be duly apostilled in accordance with the said Hague Convention.(c)in a country outside the Commonwealth and which is not a party to the Hague Apostille Convention, 1961, his signatures and address on the memorandum and articles of association and proof of identity, shall be notarized before the Notary (Public) of such country and the certificate of the Notary (Public) shall be authenticated by a Diplomatic or Consular Officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (40 of 1948) or, where there is no such officer by any of the officials mentioned in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic.C.10), or in any Act amending the same;(d)visited in India and intended to incorporate a company, in such case the incorporation shall be allowed if, he/she is having a valid Business Visa.Explanation. - For the purposes of this clause, it is hereby clarified that, in case of Person is of Indian Origin or Overseas Citizen of India, requirement of business Visa shall not be applicable.

#### **14. Declaration by professionals.**

- For the purposes of clause (b) of sub-section (1) of section 7, the declaration by an advocate, a Chartered Accountant, Cost accountant or Company Secretary in practice shall be in Form No. INC.8.Explanation. (i) "chartered accountant" means a chartered accountant as defined in clause (b) of sub section 1 of section 2 of the Chartered Accountants Act, 1949 (ii) "Cost Accountant" means a cost accountant as defined in clause (b) of subsection (1) of section 2 of the Cost and Works Accountants Act, 1959 and (iii) "company secretary" means a "company secretary" or "secretary" means as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980.

#### **15. [ Declaration from Subscribers and First Directors. [Substituted by Notification No. G.S.R. 708(E), dated 27.7.2018 (w.e.f. 31.3.2014).]**

- For the purposes of clause (c) of sub-section (1) of section 7, the declaration shall be submitted by each of the subscribers to the memorandum and each of the first directors named in the articles in Form No.INC-9.]

#### **16. Particulars of every subscriber to be filed with the Registrar at the time of incorporation.**

(1)The following particulars of every subscriber to the memorandum shall be filed with the Registrar-(a)Name (including surname or family name) and recent Photograph affixed and scan with MOA and AOA:(b)Father's/ Mother's/ name:(c)Nationality:(d)Date of Birth:(e)Place of Birth (District and State):(f)Educational qualification:(g)Occupation:(h)Income-tax permanent account

number:(i)Permanent residential address and also Present address (Time since residing at present address and address of previous residence address (es) if stay of present address is less than one year) similarly the office/business addresses :(j)Email id of Subscriber;(k)Phone No. of Subscriber;(l)Fax no. of Subscriber (optional)Explanation. - information related to (i) to (l) shall be of the individual subscriber and not of the professional engaged in the incorporation of the company;(m)Proof of Identity:[Explanation. - In case the subscriber is already holding a valid Din, and the Particulars provided therein have been updated as on the date of application, and the declaration to this effect is given in the application, the proof of identity and residence need not be attached.] [Inserted by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).]For Indian Nationals: PAN Card (mandatory) and any one of the following Voter's identity card Passport copy Driving License copy Unique Identification Number (UIN) For Foreign nationals and Non Resident Indians Passport (n) Residential proof such as Bank Statement, Electricity Bill, Telephone/ Mobile Bill: Provided that Bank statement Electricity bill, Telephone or Mobile bill shall not be more than two months old; (o) Proof of nationality in case the subscriber is a foreign national. (p) If the subscriber is already a director or promoter of a company (s), the particulars relating to- (i) Name of the company; (ii) Corporate Identity Number; (iii) Whether interested as a director or promoter; [\*\*\*] [Omitted '(q) the promoter or first director shall self attest his signature and latest photograph in Form No. INC. 10.' by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).] (2) Where the subscriber to the memorandum is a body corporate, then the following particulars shall be filed with the Registrar- (a) Corporate Identity Number of the Company or Registration number of the body corporate, if any (b) GLN, if any; (c) the name of the body corporate (d) the registered office address or principal place of business; (e) E-mail Id; (f) if the body corporate is a company, certified true copy of the board resolution specifying inter alia the authorization to subscribe to the memorandum of association of the proposed company and to make investment in the proposed company, the number of shares proposed to be subscribed by the body corporate, and the name, address and designation of the person authorized to subscribe to the Memorandum; (g) if the body corporate is a limited liability partnership [\*\*\*] [Omitted 'or partnership firm' by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).], certified true copy of the resolution agreed to by all the partners specifying inter alia the authorization to subscribe to the memorandum of association of the proposed company and to make investment in the proposed company, the number of shares proposed to be subscribed in the body corporate, and the name of the partner authorized to subscribe to the Memorandum; (h) the particulars as specified above for subscribers in terms of clause (e) of sub- section (1) of section 7 for the person subscribing for body corporate; (i) in case of foreign bodies corporate, the details relating to- (i) the copy of certificate of incorporation of the foreign body corporate; and (ii) the registered office address.

## **17. Particulars of first directors of the company and their consent to act as such.**

- The particulars of each person mentioned in the articles as first director of the company and his interest in other firms or bodies corporate along with his consent to act as director of the company shall be filed in Form No. DIR.12 along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014.

**18. [ Certificate of incorporation. [Substituted 'The Certificate of Incorporation shall be issued by the Registrar in Form No.INC. 11.' by Notification No. G.S.R. 70(E), dated 25.1.2017 (w.e.f. 31.3.2014).]**

- The Certificate of Incorporation shall be issued by the Registrar in Form No. INC-11 and the Certificate of Incorporation shall mention permanent account number of the company where it is issued by the Income-tax Department.]

**19. License under section 8 for new companies with charitable objects etc.**

(1)A person or an association of persons (hereinafter referred to in this rule as "the proposed company"), desirous of incorporating a company with limited liability under sub-section (1) of section 8 without the addition to its name of the word "Limited", or as the case may be, the words "Private Limited", shall make an application in [Form INC-32 (SPICe)] [Substituted 'Form No.INC.12' by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 to the Registrar for a license under sub-section (1) of section 8.(2)The memorandum of association of the proposed company shall be in Form No.INC.13.(3)The application under sub-rule (1) shall be accompanied by the following documents, namely:-(a)[the memorandum] [Substituted 'the draft memorandum' by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] and articles of association of the proposed company;(b)the declaration in Form No.INC.14 by an Advocate, a Chartered Accountant, Cost Accountant or Company Secretary in practice, that [the memorandum] [Substituted 'the draft memorandum' by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] and articles of association have been drawn up in conformity with the provisions of section 8 and rules made thereunder and that all the requirements of the Act and the rules made thereunder relating to registration of the company under section 8 and matters incidental or supplemental thereto have been complied with;(c)an estimate of the future annual income and expenditure of the company for next three years, specifying the sources of the income and the objects of the expenditure;(d)the declaration by each of the persons making the application in Form No. INC.15.

**20. License for existing companies.**

(1)A limited company registered under this Act or under any previous company law, with any of the objects specified in clause (a) of sub-section (1) of section 8 and the restrictions and prohibitions as mentioned respectively in clause (b) and (c) of that sub-section, and which is desirous of being registered under section 8, without the addition to its name of the word "Limited" or as the case may be, the words "Private Limited", shall make an application in Form No.INC.12 along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 to the Registrar for a licence under sub-section (5) of section 8.(2)The application under sub-rule (1), shall be accompanied by the following documents, namely:-(a)the memorandum and articles of association of the company;(b)the declaration as given in Form No.INC.14 by an Advocate, a Chartered accountant, Cost Accountant or Company Secretary in Practice, that the memorandum and articles of association have been drawn up in conformity with the provisions of section 8 and rules made

thereunder and that all the requirements of the Act and the rules made thereunder relating to registration of the company under section 8 and matters incidental or supplemental thereto have been complied with;(c)For each of the two financial years immediately preceding the date of the application, or when the company has functioned only for one financial year, for such year (i) the financial statements, (ii) the Board's reports, and (iii) the audit reports, relating to existing companies(d)a statement showing in detail the assets (with the values thereof), and the liabilities of the company, as on the date of the application or within thirty days preceding that date;(e)an estimate of the future annual income and expenditure of the company for next three years, specifying the sources of the income and the objects of the expenditure;(f)the certified copy of the resolutions passed in general/ board meetings approving registration of the company under section 8; and(g)a declaration by each of the persons making the application in Form No.INC.15.(2)The company shall, within a week from the date of making the application to the Registrar, publish a notice at his own expense, and a copy of the notice, as published, shall be sent forthwith to the Registrar and the said notice shall be in Form No. INC.26 and shall be published-(a)at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the proposed company is to be situated or is situated, and circulating in that district, and at least once in English language in an English newspaper circulating in that district; and(b)on the websites as may be notified by the Central Government.(4)The Registrar may require the applicant to furnish the approval or concurrence of any appropriate authority, regulatory body, department or Ministry of the Central Government or the State Government(s).(5)The Registrar shall, after considering the objections, if any, received by it within thirty days from the date of publication of notice, and after consulting any authority, regulatory body, Department or Ministry of the Central Government or the State Government(s), as it may, in its discretion, decide whether the license should or should not be granted.(6)The license shall be in Form No.INC.16. or Form No.INC.17, as the case may be, and the Registrar shall have power to include in the licence such other conditions as may be deemed necessary by him.(7)The Registrar may direct the company to insert in its memorandum, or in its articles, or partly in one and partly in the other, such conditions of the license as may be specified by the Registrar in this behalf.

## **21. Conditions for conversion of a company registered under Section 8 into a company of any other kind.**

(1)A company registered under section 8 which intends to convert itself into a company of any other kind shall pass a special resolution at a general meeting for approving such conversion.(2)The explanatory statement annexed to the notice convening the general meeting shall set out in detail the reasons for opting for such conversion including the following, namely:-(a)the date of incorporation of the company;(b)the principal objects of the company as set out in the memorandum of association;(c)the reasons as to why the activities for achieving the objects of the company cannot be carried on in the current structure i.e. as a section 8 company;(d)if the principal or main objects of the company are proposed to be altered, what would be the altered objects and the reasons for the alteration;(e)what are the privileges or concessions currently enjoyed by the company, such as tax exemptions, approvals for receiving donations or contributions including foreign contributions, land and other immovable properties, if any, that were acquired by the company at concessional rates or prices or gratuitously and, if so, the market prices prevalent at the

time of acquisition and the price that was paid by the company, details of any donations or bequests received by the company with conditions attached to their utilization etc.(f)details of impact of the proposed conversion on the members of the company including details of any benefits that may accrue to the members as a result of the conversion.(2)A certified true copy of the special resolution along with a copy of the Notice convening the meeting including the explanatory statement shall be filed with the Registrar in Form No.MGT.14 along with the fee(3)The company shall file an application in Form No.INC.18 with the Regional Director with the fee along with a certified true copy of the special resolution and a copy of the Notice convening the meeting including the explanatory statement for approval for converting itself into a company of any other kind and the company shall also attach the proof of serving of the notice served to all the authorities mentioned in sub-rule (2) of rule 22.(4)A copy of the application with annexures as filed with the Regional Director shall also be filed with the Registrar.

## **22. Other conditions to be complied with by companies registered under section 8 seeking conversion into any other kind.**

(1)The company shall, within a week from the date of submitting the application to the Regional Director, publish a notice at its own expense, and a copy of the notice, as published, shall be sent forthwith to the Regional Director and the said notice shall be in Form No. INC.19 and shall be published-(a)at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district; and(b)on the website of the company, if any, and as may be notified or directed by the Central Government.(2)The company shall send a copy of the notice, simultaneously with its publication, together with a copy of the application and all attachments by registered post or hand delivery, to the Chief Commissioner of Income Tax having jurisdiction over the company, Income Tax Officer who has jurisdiction over the company, the Charity Commissioner, the Chief Secretary of the State in which the registered office of the company is situated, any organization or Department of the Central Government or State Government or other authority under whose jurisdiction the company has been operating and if any of these authorities wish to make any representation to Regional Director, it shall do so within sixty days of the receipt of the notice, after giving an opportunity to the Company.(3)The copy of proof of serving such notice shall be attached to the application.(4)The Board of directors shall give a declaration to the effect that no portion of the income or property of the company has been or shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to persons who are or have been members of the company or to any one or more of them or to any persons claiming through any one or more of them.(4a)Where the company has obtained any special status, privilege, exemption, benefit or grant(s) from any authority such as Income Tax Department, Charity Commissioner or any organization or Department of Central Government, State Government, Municipal Body or any recognized authority, a "No Objection Certificate" must be obtained, if required under the terms of the said special status, privilege, exemption, benefit or grant(s) from the concerned authority and filed with the Regional Director, along with the application.(5)The company should have filed all its financial statements and Annual Returns upto the financial year preceding the submission of the application to the Regional Director and all other returns required to be filed under the Act up to the

date of submitting the application to the Regional Director and in the event the application is made after the expiry of three months from the date of preceding financial year to which the financial statement has been filed, a statement of the financial position duly certified by chartered accountant made up to a date not preceding thirty days of filing the application shall be attached.(6)The company shall attach with the application a certificate from practicing Chartered Accountant or Company Secretary in practice or Cost Accountant in practice certifying that the conditions laid down in the Act and these rules relating to conversion of a company registered under section 8 into any other kind of company, have been complied with.(7)The Regional Director may require the applicant to furnish the approval or concurrence of any particular authority for grant of his approval for the conversion and he may also obtain the report from the Registrar(8)On receipt of the application, and on being satisfied , the Regional Director shall issue an order approving the conversion of the company into a company of any other kind subject to such terms and conditions as may be imposed in the facts and circumstances of each case including the following conditions, namely;-(a)the company shall give up and shall not claim, with effect from the date its conversion takes effect, any special status, exemptions or privileges that it enjoyed by virtue of having been registered under the provisions of section 8;(b)if the company had acquired any immovable property free of cost or at a concessional cost from any government or authority, it may be required to pay the difference between the cost at which it acquired such property and the market price of such property at the time of conversion either to the government or to the authority that provided the immovable property;(c)any accumulated profit or unutilised income of the company brought forward from previous years shall be first utilized to settle all outstanding statutory dues, amounts due to lenders claims of creditors, suppliers, service providers and others including employees and lastly any loans advanced by the promoters or members or any other amounts due to them and the balance, if any, shall be transferred to the Investor Education and Protection Fund within thirty days of receiving the approval for conversion;(9)Before imposing the conditions or rejecting the application, the company shall be given a reasonable opportunity of being heard by the Regional Director(10)On receipt of the approval of the Regional Director,(i)the company shall convene a general meeting of its members to pass a special resolution for amending its memorandum of association and articles of association as required under the Act consequent to the conversion of the section 8 company into a company of any other kind;(ii)the Company shall thereafter file with the Registrar. -(a)a certified copy of the approval of the Regional Director within thirty days from the date of receipt of the order in Form No.INC.20 along with the fee;(b)amended memorandum of association and articles of association of the company.(c)a declaration by the directors that the conditions, if any imposed by the Regional Director have been fully complied with.(11)On receipt of the documents referred to in sub rule (10) above, the Registrar shall register the documents and issue the fresh Certificate of Incorporation.

## **23. Intimation to Registrar of revocation of licence issued under section 8.**

- Where the licence granted to a company registered under section 8 has been revoked, the company shall apply to the Registrar in Form No.INC.20 along with the fee to convert its status and change of name accordingly.

**23A. [ Declaration at the time of commencement of business. [Inserted by Notification No. G.S.R. 1219(E), dated 18.12.2018 (w.e.f. 31.3.2014).]**

- The declaration under section 10A by a director shall be in Form No.INC-20A and shall be filed as provided in the Companies (Registration Offices and Fees) Rules, 2014 and the contents of the said form shall be verified by a Company Secretary or a Chartered Accountant or a Cost Accountant, in practice:Provided that in the case of a company pursuing objects requiring registration or approval from any sectoral regulators such as the Reserve Bank of India, Securities and Exchange Board of India, etc., the registration or approval, as the case may be from such regulator shall also be obtained and attached with the declaration.]

**24. [ [Omitted by Notification No. G.S.R. 442(E), dated 29.5.2015 (w.e.f. 31.3.2014).]**

\* \* \*]

24. Declaration at the time of commencement of business.- The declaration filed by a director shall be in Form No.INC.21 along with the fee as and the contents of the form shall be verified by a Company Secretary in practice or a Chartered Accountant or a Cost Accountant in practice:Provided that in the case of a company requiring registration from sectoral regulators such as Reserve Bank of India, Securities and Exchange Board of India etc, the approval from such regulator shall be required.

**25. Verification of registered office.**

(1)The verification of the registered office shall be filed in Form No.INC.22 along with the fee, and(2)There shall be attached to said Form, any of the following documents, namely :-(a)the registered document of the title of the premises of the registered office in the name of the company; or(b)the notarized copy of lease or rent agreement in the name of the company along with a copy of rent paid receipt not older than one month;(c)the authorization from the owner or authorized occupant of the premises along with proof of ownership or occupancy authorization, to use the premises by the company as its registered office; and(d)the proof of evidence of any utility service like telephone, gas, electricity, etc. depicting the address of the premises in the name of the owner or document, as the case may be, which is not older than two months.

**25A. [ Active Company Tagging Identities and Verification (Active). [Inserted by Notification No. G.S.R. 144(E), dated 21.2.2019 (w.e.f. 31.3.2014).]**

(1)Every company incorporated on or before the 31st December, 2017 shall file the particulars of the company and its registered office, in e-Form ACTIVE (Active Company Tagging Identities and Verification) [on or before 15.06.2019].Provided that any company which has not filed its due financial statements under section 137 or due annual returns under section 92 or both with the Registrar shall be restricted from filing e-Form-ACTIVE, unless such company is under management dispute and the Registrar has recorded the same on the register:Provided further that



companies which have been struck off or are under process of striking off or under liquidation or amalgamated or dissolved, as recorded in the register, shall not be required to file e-Form Active: Provided also that in case a company does not intimate the said particulars, the Company shall be marked as "Active-non-compliant" [on or after 16th June, 2019] [Substituted 'on or after 26th April, 2019' by Notification No. G.S.R. 330(E), dated 25.4.2019 (w.e.f. 31.3.2014).] and shall be liable for action under sub-section (9) of section 12 of the Act: Provided also that no request for recording the following event based information or changes shall be accepted by the Registrar from such companies marked as "Active-non-compliant", unless "e-Form Active" is filed - (i) SH-07 (Change in Authorized Capital); (ii) PAS-03 (Change in Paid-up Capital); (iii) [DIR-12 (changes in Director except in case of: [Substituted by Notification No. G.S.R. 793(E), dated 16.10.2019 (w.e.f. 31.3.2014).] (a) cessation of any director or (b) appointment of directors in such company where the total number of directors are less than the minimum number provided in clause (a) of sub-section (1) of section 149 on account of disqualification of all or any of the director under section 164. (c) appointment of any director in such company where DINs of all or any its director(s) have been deactivated. (d) appointment of director(s) for implementation of the order passed by the Court or Tribunal or Appellate Tribunal under the provisions of this Act or under the Insolvency and Bankruptcy Code, 2016).] (iv) INC-22 (Change in Registered Office); (v) INC-28 (Amalgamation, de-merger) (2) Where a company files "e-Form Active", [on or after 16th June, 2019] [Substituted 'on or after 26th April, 2019' by Notification No. G.S.R. 330(E), dated 25.4.2019 (w.e.f. 31.3.2014).], the company shall be marked as "Active Compliant", on payment of fee of ten thousand rupees]

## **26. [ Publication of name by company. [Substituted by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).]**

- Every company which has a website for conducting online business or otherwise, shall disclose/publish its name, address of its registered office, the Corporate identity Number, Telephone number, fax number if any, email and the name of the person who may be contacted in case of any queries or grievances on the landing/home page of the said website. (2) The Central Government may as and when required, notify the other documents on which the name of company shall be printed.]

## **27. Notice and verification of change of situation of the registered office.**

- The notice of change of the situation of the registered office and verification thereof shall be filed in Form No. INC.22 along with the fee and shall be attached to the said form, the similar documents and manner of verification as are specified for verification of Registered office on incorporation in terms of sub-section (2) of section 12.

## **28. [ Shifting of registered office within the same State. [Substituted by Notification No. G.S.R. 955(E), dated 27.7.2017 (w.e.f. 31.3.2014).]**

(1) An application seeking confirmation from the Regional Director for shifting the registered office within the same State from the jurisdiction of one Registrar of Companies to the jurisdiction of another Registrar of Companies, shall be filed by the company with the Regional Director in Form

No. INC. 23 along with the fee and following documents, -(a)Board Resolution for shifting of registered office;(b)Special Resolution of the members of the company approving the shifting of registered office;(c)a declaration given by the Key Managerial Personnel or any two directors authorised by the Board, that the company has not defaulted in payment of dues to its workmen and has either the consent of its creditors for the proposed shifting or has made necessary provision for the payment thereof;(d)a declaration not to seek change in the jurisdiction of the Court where cases for prosecution are pending;(e)acknowledged copy of intimation to the Chief Secretary of the State as to the proposed shifting and that the employees interest is not adversely affected consequent to proposed shifting.](2)[ The Regional Director shall examine the application referred to in sub-rule (1) and the application may be put up for orders without hearing and the order either approving or rejecting the application shall be passed within fifteen days of the receipt of application complete in all respects.(3)The certified copy of order of the Regional Director, approving the alternation of memorandum for transfer of registered office company within the same State, shall be filed in Form No. INC-28 along with fee with the Registrar of State within thirty days from the date of receipt of certified copy of the order.] [Inserted by Notification No. G.S.R. 793(E), dated 16.10.2019 (w.e.f. 31.3.2014).]

## **29. Alteration of Memorandum by change of name.**

- [(1) The change of name shall not be allowed to a company which has not filed annual returns or financial statements due for filing with the Registrar or which has failed to pay or repay matured deposits or debentures or interest thereon:Provided that the change of name shall be allowed upon filing necessary documents or payment or repayment of matured deposits or debentures or interest thereon as the case may be.] [Substituted by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).](2)An application shall be filed in Form No.INC.24 along with the fee for change in the name of the company and a new certificate of incorporation in Form No.INC.25 shall be issued to the company consequent upon change of name.

## **30. [ Shifting of registered office from one State or Union territory to another State. [Substituted by Notification No. G.S.R. 955(E), dated 27.7.2017 (w.e.f. 31.3.2014).]**

(1)An application under sub-section (4) of section 13, for the purpose of seeking approval for alteration of memorandum with regard to the change of place of the registered office from one State Government or Union territory to another, shall be filed with the Central Government in Form No. INC.23 along with the fee and shall be accompanied by the following documents, namely: -(a)a copy of Memorandum of Association, with proposed alterations;(b)a copy of the minutes of the general meeting at which the resolution authorising such alteration was passed, giving details of the number of votes cast in favour or against the resolution;(c)a copy of Board Resolution or Power of Attorney or the executed Vakalatnama, as the case may be.(2)There shall be attached to the application, a list of creditors and debenture holders, drawn up to the latest practicable date preceding the date of filing of application by not more than one month, setting forth the following details, namely:-(a)the names and address of every creditor and debenture holder of the company;(b)the nature and

respective amounts due to them in respect of debts, claims or liabilities: Provided that the list of creditors and debenture holders, accompanied by declaration signed by the Company Secretary of the company, if any, and not less than two directors of the company, one of whom shall be a managing director, where there is one, stating that (i) they have made a full enquiry into the affairs of the company and, having done so, have concluded that the list of creditors are correct, and that the estimated value as given in the list of the debts or claims payable on a contingency or not ascertained are proper estimates of the values of such debts and claims and that there are no other debts of or claims against the company to their knowledge, and (ii) no employee shall be retrenched as a consequence of shifting of the registered office from one state to another state and also there shall be an application filed by the company to the Chief Secretary of the concerned State Government or the Union territory. (3) A duly authenticated copy of the list of creditors shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect and take extracts from the same on payment of a sum not exceeding ten rupees per page to the company. (4) There shall also be attached to the application a copy of the acknowledgment of service of a copy of the application with complete annexures to the Registrar and Chief Secretary of the State Government or Union territory where the registered office is situated at the time of filing the application. (5) The company shall, not more than thirty days before the date of filing the application in Form No. INC.23 - (a) advertise in the Form No. INC.26 in the vernacular newspaper in the principal vernacular language in the district and in English language in an English newspaper [with wide circulation] in the State in which the registered office of the company is situated: Provided that a copy of advertisement shall be served on the Central Government immediately on its publication. (b) serve, by registered post with acknowledgment due, individual notice, to the effect set out in clause (a) on each debenture-holder and creditor of the company; and (c) serve, by registered post with acknowledgment due, a notice together with the copy of the application to the Registrar and to the Securities and Exchange Board of India, in the case of listed companies and to the regulatory body, if the company is regulated under any special Act or law for the time being in force. (6) There shall be attached to the application a duly authenticated copy of the advertisement and notices issued under sub-rule (5), a copy each of the objection received by the applicant, and tabulated details of responses along with the counter-response from the company received either in the electronic mode or in physical mode in response to the advertisements and notices issued under sub-rule (5). (7) Where no objection has been received from any person in response to the advertisement or notice under sub-rule (5) or otherwise, the application may be put up for orders without hearing and the order either approving or rejecting the application shall be passed within fifteen days of the receipt of the application. (8) Where an objection has been received, (i) the Central Government shall hold a hearing or hearings, as required and direct the company to file an affidavit to record the consensus reached at the hearing, upon executing which, the Central Government shall pass an order approving the shifting, within sixty days of filing the application. (ii) where no consensus is reached at the hearings the company shall file an affidavit specifying the manner in which objection is to be resolved within a definite time frame, duly reserving the original jurisdiction to the objector for pursuing its legal remedies, even after the registered office is shifted, upon execution of which the Central Government shall pass an order confirming or rejecting the alteration within sixty days of the filing of application. (9) The order passed by the Central Government confirming the alteration may be on such terms and conditions, if any, as it thinks fit, and may include such order as to costs as it thinks

proper: Provided that the shifting of registered office shall not be allowed if any inquiry, inspection or investigation has been initiated against the company or any prosecution is pending against the company under the Act. (10) On completion of such inquiry, inspection or investigation as a consequence of which no prosecution is envisaged or no prosecution is pending, shifting of registered office shall be allowed.]

30. Shifting of registered office from one State or Union territory to another State.- (1) An application under sub-section (4) of section 13, for the purpose of seeking approval for alteration of memorandum with regard to the change of place of the registered office from one State Government or Union territory to another, shall be filed with the Central Government in Form No. INC.23 along with the fee and shall be accompanied by the following documents, namely:- (a) a copy of the memorandum and articles of association; (b) a copy of the notice convening the general meeting along with relevant Explanatory Statement; (c) a copy of the special resolution sanctioning the alteration by the members of the company; (d) a copy of the minutes of the general meeting at which the resolution authorizing such alteration was passed, giving details of the number of votes cast in favor or against the resolution; (e) an affidavit verifying the application; (f) the list of creditors and debenture holders entitled to object to the application; (g) an affidavit verifying the list of creditors; (h) the document relating to payment of application fee; (i) a copy of board resolution or Power of Attorney or the executed Vakalatnama, as the case may be. (2) There shall be attached to the application, a list of creditors and debenture holders, drawn up to the latest practicable date preceding the date of filing of application by not more than one month, setting forth the following details, namely:- (a) the names and address of every creditor and debenture holder of the company; (b) the nature and respective amounts due to them in respect of debts, claims or liabilities: Provided that the applicant company shall file an affidavit, signed by the Company Secretary of the company, if any and not less than two directors of the company, one of whom shall be a managing director, where there is one, to the effect that they have made a full enquiry into the affairs of the company and, having done so, have formed an opinion that the list of creditors is correct, and that the estimated value as given in the list of the debts or claims payable on a contingency or not ascertained are proper estimates of the values of such debts and claims and that there are no other debts or claims against the company to their knowledge. (3) There shall also be attached to the application an affidavit from the directors of the company that no employee shall be retrenched as a consequence of shifting of the registered office from one state to another state and also there shall be an application filed by the company to the Chief Secretary of the concerned State Government or the Union territory. (4) A duly authenticated copy of the list of creditors shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect and take extracts from the same on payment of a sum not exceeding ten rupees per page to the company. (5) There shall also be attached to the application a copy of the acknowledgment of service of a copy of the application with complete annexures to the Registrar and Chief Secretary of the State Government or Union territory where the registered office is situated at the time of filing the application. (6) The company shall at least fourteen days before the date of hearing- (a) advertise the application in the Form No. INC.26 in a vernacular newspaper in the principal vernacular language in the district in which the registered office of the company is situated, and at least once in English language in an English newspaper circulating in that district; (b) serve, by registered post with acknowledgment due, individual

notice(s), to the effect set out in clause (a) on each debenture-holder and creditor of the company; and(c) serve, by registered post with acknowledgment due, a notice together with the copy of the application to the Registrar and to the Securities and Exchange Board of India, in the case of listed companies and to the regulatory body, if the company is regulated under any special Act or law for the time being in force.(7) Where any objection of any person whose interest is likely to be affected by the proposed application has been received by the applicant, it shall serve a copy thereof to the Central Government on or before the date of hearing.(8) Where no objection has been received from any of the parties, who have been duly served, the application may be put up for orders without hearing.(9) Before confirming the alteration, the Central Government shall ensure that, with respect to every creditor and debenture holder who, in the opinion of the Central government, is entitled to object to the alteration, and who signifies his objection in the manner directed by the Central government, either his consent to the alteration has been obtained or his debt or claim has been discharged or has determined, or has been secured to the satisfaction of the Central Government.(10) The Central Government may make an order confirming the alteration on such terms and conditions, if any, as it thinks fit, and may make such order as to costs as it thinks proper:Provided that the shifting of registered office shall not be allowed if any inquiry, inspection or investigation has been initiated against the company or any prosecution is pending against the company under the Act.

### **31.**

The certified copy of the order of the Central Government, approving the alteration of the memorandum for transfer of registered office of the company from one State to another, shall be filed in Form No.INC.28 along with the fee as with the Registrar of the State within thirty days from the date of receipt of certified copy of the order.

### **32. Change of objects for which money is raised through prospectus.**

(1)Where the company has raised money from public through prospectus and has any unutilised amount out of the money so raised, it shall not change the objects for which the money so raised is to be applied unless a special resolution is passed through postal ballot and the notice in respect of the resolution for altering the objects shall contain the following particulars, namely:-(a)the total money received;(b)the total money utilized for the objects stated in the prospectus;(c)the unutilized amount out of the money so raised through prospectus,(d)the particulars of the proposed alteration or change in the objects;(e)the justification for the alteration or change in the objects;(f)the amount proposed to be utilized for the new objects;(g)the estimated financial impact of the proposed alteration on the earnings and cash flow of the company;(h)the other relevant information which is necessary for the members to take an informed decision on the proposed resolution;(i)the place from where any interested person may obtain a copy of the notice of resolution to be passed.(2)The advertisement giving details of each resolution to be passed for change in objects which shall be published simultaneously with the dispatch of postal ballot notices to shareholders.(3)The notice shall also be placed on the website of the company, if any.

### **33. Alteration of articles.**

(1) For effecting the conversion of a private company into a public company or vice versa, the application shall be filed in Form No. INC.27 with fee. (2) A copy of order of the competent authority approving the alteration, shall be filed with the Registrar in Form No. INC.27 with fee together with the printed copy of the altered articles within fifteen days of the receipt of the order from the Central Government. Explanation. - For the purposes of this sub-rule, the term "competent authority" means, the Central Government.

### **34. Copies of memorandum and articles, etc. to be given to members on request being made by them.**

- A company shall on payment of fee, send a copy of each of the following documents to a member within seven days of the request being made by him- (1) the memorandum; (2) the articles; (3) every agreement and every resolution referred to in sub-section (1) of section 117, if and so far as they have not been embodied in the memorandum and articles.

### **35. Service of documents.**

(1) A document may be served on a company or an officer thereof through electronic transmission. (2) For the purposes of sub-rule (1), the term, "electronic transmission" means a communication- (a) delivered by - (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the company or the officer has provided from time to time for sending communications to the company or the officer respectively; (ii) posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or (iii) other means of electronic communication, in respect of which the company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and (b) that creates a record that is capable of retention, retrieval and review, and which may thereafter be rendered into clearly legible tangible form. (3) A document may be served on the Registrar or any member through electronic transmission. (4) For the purposes of sub-rule (3), the term, "electronic transmission" means a communication - (a) delivered by - (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Registrar or the member has provided from time to time for sending communications to the Registrar or the member respectively; (ii) posting of an electronic message board or network that the Registrar or the member has designated for those communications, and which transmission shall be validly delivered upon the posting; or (iii) other means of electronic communication, in respect of which the Registrar or the member has put in place reasonable systems to verify that the sender is the person purporting to send the transmission, and (b) that creates a record that is capable of retention, retrieval and review, and which may thereafter be rendered into clearly legible tangible form. (5) For the purposes of sub-section (1) and (2) of section 20, "courier" means a document sent through a courier which provides proof of delivery. (6) In case of delivery by post, such service shall be deemed to have been effected- (i) in the case of a notice of a

meeting, at the expiration of forty eight hours after the letter containing the same is posted; and(ii)in any other case, at the time at which the letter would be delivered in the ordinary course of post.

**36. [ [Omitted by Notification No. G.S.R. 1184(E), dated 29.12.2016 (w.e.f. 31.3.2014).]**

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36. [ Integrated Process for Incorporation. [Inserted by Notification No. G.S.R. 349(E), dated 1.5.2015 (w.e.f. 31.3.2014).]- (1) For the purpose of simplifying the filing of forms for incorporation of a company, the integrated process shall apply with effect from 01/05/2015.(2) For the purposes of sub-rule (1), the application for allotment of Director Identification Number upto three Directors, reservation of a name, incorporation of company and appointment of Directors of the proposed company shall be filed in Integrated Form No. INC-29,for One Person Company, private company, public company and Producer Company, with the Registrar within whose Jurisdiction the registered office of the company is proposed to be situated, along with the fee of rupees two thousand in addition to the registration fee as specified in Companies (Registration of Offices and Fees) Rules, 2014.(3) For the purposes of filing Integrated Incorporation form, the particulars of maximum of three directors shall be allowed to be filled in INC-29 and allotment of Director Identification Number of maximum of three proposed directors shall be permitted in Form INC-29 in case of proposed directors not having approved Director Identification Number.(4) The promoter or applicant of the proposed company shall propose only one name in e-form No. INC-29.(5) The promoter or applicant of the proposed company may prepare Memorandum of Association as per templates. in Form INC-30 and may opt for templates of Articles of Association in Form INC-31 in accordance with the provisions of rule 13 for preparation of Memorandum .of Association and Article of Association.(6) The promoter or the applicant shall sign and witness, the memorandum of Association and Articles of Association in the forms downloaded from the portal of the Ministry of Corporate Affairs and scanned legibly and attach to e-form INC-29 in accordance with the provisions of rule 13 for preparation of memorandum of Association and Articles of Association.(7) The facility to file Integrated application for incorporation in Form INC-29 is available as an option to the process for separate applications for allotment of Director Identification Number, reservation of name and Incorporation of a company as provided in these rules.(8) For an application filed using the Integrated process of incorporation as provided in this rule, the provisions of sub-clause (i) of sub-section (5) of section 4 of the Act and rule 9 of these ruleE~s shall not apply.(9) A company using the provisions of this rule may furnish verification of its registered office under sub-section (2) of section 12 of the Act by filing e-Form INC-29 in which case the company shall attach along with such e-Form INC-29, any of the documents referred to in sub-rule (2) of rule 25.(10) The requirement of filing e-form INC-22 may be dispensed with if, the proposed company maintains its registered office at the given correspondence address.(11) The Registrar within whose jurisdiction the registered office of the company is proposed to be situated shall process INC-29 including application 'for allotment of Director Identification Number.(12) (a) Where the Registrar, on examining e-form INC-29, finds that it is necessary to call for further information or finds such application or document to be defective or incomplete in any respect, he shall give intimation to the

applicant to remove the defects and re-submit the e-form within fifteen days from the date of such intimation given by the Registrar.(b) After the resubmission of the document, if the registrar still finds that the document is defective or incomplete in any respect, he shall give one more opportunity of fifteen days to remove such defects or deficiencies.(c) In case, the Registrar is of the opinion that the document is defective or incomplete in any respect after giving such two opportunities, the e-form INC-29 of the proposed company shall be rejected.(13) The Certificate of Incorporation shall be issued by the Registrar in Form No. INC-11.]

**37. [ Conversion of unlimited liability company into a limited liability company by shares or guarantee. [Inserted by Notification No. G.S.R. 743(E), dated 27.7.2016 (w.e.f. 31.3.2014).]**

(1)Without prejudice to any other provision in the Companies Act, for effecting the conversion of an unlimited liability company with or without share capital into limited liability company by shares or guarantee, such a company shall pass a special resolution in a general meeting and thereafter, an application shall be filed in Form No. INC-27 in the manner provided in sub-rules (2) and (3).(2)The Company shall within seven days from the date of passing of the special resolution in a general meeting, publish a notice,in Form No. INC-27Aof such proposed conversion in two newspapers (one in English and one in vernacular language) in the district in which the registered office of the company is situate and shall also place the same on the website of the Company, if any, indicating clearly the proposal of conversion of the company into a company limited by shares or guarantee, and seeking objections if any, from the persons interested in its affairs to such conversion and cause a copy of such notice to be dispatched to its creditors and debentures holders made as on the date of notice of the general meeting by registered post or by speed post or through courier with proof of dispatch. The notice shall also state that the objections, if any, may be intimated to the Registrar and to the company within twenty-one days of the date of publication of the notice, duly indicating nature of interest and grounds of opposition.(3)The Company shall within forty five days of passing of the special resolution file an application as prescribed in sub rule (1) for its conversion into a company limited by shares or guarantee alongwith the fees as provided in the Companies (Registration offices and Fees) Rules, 2014, by attaching the following documents, namely:-a. notice of the general meeting along with explanatory statement;b. copy of the resolution passed in the general meeting;c. copy of the newspaper publication;d. a copy of altered Memorandum of Association as well as Articles of Association duly certified by any one of the Directors duly authorised in this behalf or Company Secretary of the Company, if any.e. declaration signed by not less than two Directors of the Company, including Managing Director, if any, that such conversion shall not affect any debts, liabilities, obligations or contracts incurred or entered into by or on behalf of the Company before conversion (except to the extent that the liability of the members shall become limited).f. a complete list of creditors and debenture holders, to whom individual notices have been sent under sub-rule (2) setting forth the following details, namely:- (i)the names and address of every creditor and debenture holder of the Company;(ii)the nature and respective amounts due to them in respect of debts, claims or liabilities;(iii)declaration by a Director of the Company that notice as required under sub-rule (2) has been dispatched to all the creditors and debenture holders with proof of dispatch.g. a declaration signed by not less than two Directors of the Company, one of whom shall be a Managing Director where there is one, to the effect that they have



made a full enquiry into the affairs of the Company and, having done so, have formed an opinion that the list of creditors is correct, and that the estimated value as given in the list of the debts or claims payable on a contingency are proper estimates of the values of such debts and claims and that there are no other debts or claims against the company to their knowledge.h. a declaration of solvency signed by at least two Directors of the Company, one of whom shall be the Managing Director, where there is one to the effect that the Board of Directors of the Company have made a full inquiry into the affairs of the company, as a result of which they have formed an opinion that it is capable of meeting its liabilities and will not be rendered insolvent within a period of one year from the date of declaration, through a resolution, passed in a duly convened meeting or by circulation.i. The company shall also obtain a certificate from the Auditors that the company is solvent and that it is a going concern as on the date of passing of resolution by the Board certifying solvency as per clause (h) above.j. No Objection Certificate from sectoral regulator, if applicable.k. No Objection Certificate from all secured creditors, if any.(4)Declaration signed by not less than two Directors including Managing Director, where there is one, that no complaints are pending against the company from the members or investors and no inquiry, inspection or investigation is pending against the company or its Directors or officers.(5)The Registrar shall, after considering the application and objections if any, received by the Registrar and after ensuring that the company has satisfactorily addressed the objections received by the company, suitably decide whether the approval for conversion should or should not be granted.(6)The certificate of incorporation consequent to conversion of unlimited liability company to into a company limited by shares or guarantee be in Form INC-11A issued to the company upon grant of approval for conversion.(7)Conditions to be complied with, subsequent to conversion. - (1) Company shall not change its name for a period of one year from the date of such conversion.(2)The company shall not declare or distribute any dividend without satisfying past debts, liabilities, obligations or contracts incurred or entered into before conversion.Explanation: For the purpose of this clause, past debts, liabilities, obligations or contracts does not include secured debts due to banks and financial institutions.(8)An Unlimited Liability Company shall not be eligible for conversion into a company limited by shares or guarantee in case-(a)its networth is negative, or(b)an application is pending under the provisions of the Companies Act1956 or the Companies Act, 2013 for striking off its name, or(c)the company is in default of any of its Annual Returns or financial statements under the provisions of the Companies Act, 1956 or the Companies Act, 2013, or(d)a petition for winding up is pending against the company, or(e)the company has not received amount due on calls in arrears, from its directors, for a period of not less than six months from the due date; or(f)an inquiry, inspection or investigation is pending against the company.(9)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.]

### **38. [ Simplified Proforma for Incorporating Company Electronically (SPICe). [Substituted by Notification No. G.S.R. 1184(E), dated 29.12.2016 (31.3.2014).]**

(1)The application for incorporation of a company under this rule shall be in FORM No. INC-32 (SPICe) alongwith e-Memorandum of Association (e-MOA) in Form No. INC-33 and e-Articles of Association (e-AOA) in Form No. INC-34.Provided that in case of incorporation of a company falling under section 8 of the Act, FORM No. INC-32 (SPICe) shall be filed along with FORM No. INC-13

(Memorandum of Association) and FORM No. INC-31 (Articles of Association) as attachments.[Provided further that in case of incorporation of a company having more than seven subscribers or where any of the subscriber to the MOA/AOA is signing at a place outside India, MOA/AOA shall be filed with INC-32 (SPICE) in the respective formats as specified in Table A to J in Schedule I without filing form INC-33 and INC-34.](2)For the purposes of sub-rule (1), the application for allotment of Director Identification Number upto three Directors, reservation of a name, incorporation of company and appointment of Directors of the proposed for One Person Company, private company, public company and a company falling under section 8 of the Act, shall be filed in FORM No. INC- 32 (SPICE), with the Registrar, within whose jurisdiction the registered office of the company is proposed to be situated along with the fee of rupees five hundred in addition to the registration fee as specified in the Companies (Registration of Offices and Fees) Rules, 2014:Provided that where an applicant has applied for reservation of a name under Rule 9 and which has been approved therein, he may fill the reserved name as proposed name of the company.[Provided further that in case of companies incorporated, with effect from the 26th day of January, 2018 with a nominal capital of less than or [equal to rupees fifteen lakhs] [Inserted by Notification No. G.S.R. 49(E), dated 20.1.2018 (31.3.2014).] or in respect of companies not having a share capital whose number of members as stated in the articles of association does not exceed twenty, fee on INC-32 (SPICE) shall not be applicable.](3)For the purposes of filing SPICE Form, the particulars of maximum of three directors shall be allowed to be filled in FORM No. INC-32 (SPICE), and allotment of Director Identification Number of maximum of three proposed directors shall be permitted in FORM No. INC-32 (SPICE) in case of proposed directors not having approved Director Identification Number.(4)The promoter or applicant of the proposed company shall propose only one name in FORM No. INC-32 (SPICE).(5)The promoter or applicant of the proposed company shall prepare Memorandum of Association (e-MoA) in FORM No. INC-33 and Articles of Association (e-AoA) in FORM No. INC-34, in accordance with rule 13.Provided that the subscribers and witness or witnesses shall affix their digital signatures to the e-MoA and e-AoA.(6)For incorporation using application as provided in this rule, provisions of the sub-clause (i) of sub-section (5) of section 4 of the Act, rule 9, and clause (a) of sub-rule (1) of rule 16 to the extent of affixing recent photograph shall not apply.(7)A company using the provisions of this rule may furnish verification of its registered office under sub-section (2) of section 12 of the Act by filing FORM No. INC-32 (SPICE) in which case the company shall attach along with such FORM No. INC-32 (SPICE), any of the documents referred to in sub-rule (2) of rule 25.(8)FORM No. INC-22 shall not be required to be filed in case the proposed company maintains its registered office at the given correspondence address.(9)(a)Where the Registrar, on examining FORM No. INC-32 (SPICE), finds that it is necessary to call for further information or finds such application or document to be defective or incomplete in any respect, he shall give intimation to the applicant to remove the defects and re-submit the e-form within fifteen days from the date of such intimation given by the Registrar.(b)After the resubmission of the document, if the registrar still finds that the document is defective or incomplete in any respect, he shall give one more opportunity of fifteen days to remove such defects or deficiencies.Provided that the total period for re-submission of documents shall not exceed thirty days.(10)The Certificate of Incorporation of company shall be issued by the Registrar in Form No. INC-11.]

**38A. [ Application for registration of the Goods and Service Tax Identification Number (GSTIN), Employees' State Insurance Corporation (ESIC) registration and Employees' Provident Fund Organisation (EPFO) registration. [Inserted by Notification No. G.S.R. 275(E), dated 29.3.2019 (w.e.f. 31.3.2014).]**

- The application for incorporation of a company under rule 38 shall be accompanied by e-form AGILE (INC-35) containing an application for registration of the following numbers, namely:  
-(a) GSTIN with effect from 31st March, 2019 (b) EPFO with effect from 8th April, 2019 (c) ESIC with effect from 15th April, 2019]

**39. [ Conversion of a company limited by guarantee into a company limited by shares. [Inserted by Notification No. G.S.R. 936(E), dated 1.10.2016 (w.e.f. 31.3.2014).]**

(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 hitherto 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.]

**40. [ Application under sub-section (41) of section 2 for change in financial year. [Inserted by Notification No. G.S.R. 1219(E), dated 18.12.2018 (w.e.f. 31.3.2014).]**

(1) The application for approval of concerned Regional Director under sub-section (41) of section 2, shall be filed in e-Form No. RD-1 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 and shall be accompanied by the following documents, namely:  
-(a) grounds and reasons for the application; (b) a copy of the minutes of the board meeting at which the resolution authorising such change was passed, giving details of the number of votes cast in favour and or against the resolution; (c) Power of Attorney or Memorandum of Appearance, as the case may be; (d) details of any previous application made within last five years for change in financial

year and outcome thereof along with copy of order.(2)Where the Regional Director on examining the application, referred to in sub-rule (1), finds it necessary to call for further information or finds such application to be defective or incomplete in any respect, he shall give intimation of such information called for or defects or incompleteness, on the last intimated e-mail address of the person or the company, which has filed such application, directing the person or the company to furnish such information, or to rectify defects or incompleteness and to re-submit such application within a period of fifteen days, in e-Form No. RD-GNL-5.Provided that a maximum of two re-submissions shall be allowed.(3)(a)In case where such further information called for has not been provided or the defects or incompleteness has not been rectified to the satisfaction of the Regional Director within the period allowed under sub-rule (2), the Regional Director shall reject the application with reasons within thirty days from the date of filing application or within thirty days from the date of last re-submission made as the case may be.(b)In case where the application is found to be in order, Regional Director shall allow and convey the order within thirty days from the date of application or within thirty days from the date of last re-submission, as the case may be.(c)where no order for approval or re-submission or rejection has been explicitly made by the Regional Director within the stipulated time of thirty days, it shall be deemed that the application stands approved and an approval order shall be automatically issued to the applicant.(4)The order conveyed by the Regional Director shall be filed by the company with the Registrar in Form No.INC-28 within thirty days from the date of receipt of the order along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

#### **41. Application under section 14 for conversion of public company into private company.**

(1)An application under the second proviso to sub-section (1) of section 14 for the conversion of a public company into a private company, shall, within sixty days from the date of passing of special resolution, be filed with Regional Director in e-Form No. RD-1 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 and shall be accompanied by the following documents, namely: -(a)a draft copy of Memorandum of Association and Articles of Association , with proposed alterations including the alterations pursuant to sub-section (68) of section 2;(b)a copy of the minutes of the general meeting at which the special resolution authorising such alteration was passed together with details of votes cast in favour and or against with names of dissenters;(c)a copy of Board resolution or Power of Attorney dated not earlier than thirty days, as the case may be, authorising to file application for such conversion;(d)declaration by a key managerial personnel that pursuant to the provisions of sub-section (68) of section 2, the company limits the number of its members to two hundred and also stating that no deposit has been accepted by the company in violation of the Act and rules made thereunder;(e)declaration by a key managerial personnel that there has been no non-compliance of sections 73 to 76A, 177, 178, 185,186 and 188 of the Act and rules made thereunder;(f)declaration by a key managerial personnel that no resolution is pending to be filed in terms of sub-section (3) of section 179 and also stating that the company was never listed in any of the Regional Stock Exchanges and if was so listed, all necessary procedures were complied with in full for complete delisting of the shares in accordance with the applicable rules and regulations laid down by Securities Exchange Board of India:Provided that in case of such companies where no key managerial personnel is required to be appointed, the

aforesaid declarations shall be filed any of the director.(2)Every application filed under sub-rule (1) shall set out the following particulars, namely: -(a)the date of the Board meeting at which the proposal for alteration of Memorandum and Articles was approved;(b)the date of the general meeting at which the proposed alteration was approved;(c)reason for conversion into a private company, effect of such conversion on shareholders, creditors, debenture holders, deposit holders and other related parties;(d)details of any conversion made within last five years and outcome thereof along with copy of order;(e)details as to whether the company is registered under section 8.(3)There shall be attached to the application, a list of creditors, debenture holders, drawn up to the latest practicable date preceding the date of filing of application by not more than thirty days, setting forth the following details, namely: -(a)the names and address of every creditor and debenture holder of the company;(b)the nature and respective amounts due to them in respect of debts, claims or liabilities;(c)in respect of any contingent or unascertained debt, the value, so far as can be justly estimated of such debt:Provided that the company shall file an affidavit, signed by the Company Secretary of the company, if any, and not less than two directors of the company, one of whom shall be managing director, where there is one, to the effect that they have made a full enquiry into affairs of the company and, having done so, have formed an opinion that the list of creditors and debenture holders is correct, and that the estimated value as given in the list of the debts or claims payable on contingency or not ascertained are proper estimates of the values of such debts and claims that there are no other debts, or claims against, the company to their knowledge.(4)A duly authenticated copy of the list of creditors and debenture holders shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect, and take extracts from the same on payment of ten rupees per page to the company.(5)The company shall, atleast twenty-one days before the date of filing of the application\_ (a)advertise in the Form No.INC.25A, in a vernacular newspaper in the principal vernacular language in the district and in English language in an English newspaper, widely circulated in the State in which the registered office of the company is situated;(b)serve, by registered post with acknowledgement due, individual notice on each debenture holder and creditor of the company; and(c)serve, by registered post with acknowledgement due, a notice to the Regional Director and Registrar and to the regulatory body, if the company is regulated under any law for the time being in force.(6)(a)Where no objection has been received from any person in response to the advertisement or notice referred to in sub-rule (5) and the application is complete in all respects, the same may be put up for orders without hearing and the concerned Regional Director shall pass an order approving the application within thirty days from the date of receipt of the application.(b)Where the Regional Director on examining the application finds it necessary to call for further information or finds such application to be defective or incomplete in any respect, he shall within thirty days from the date of receipt of the application, give intimation of such information called for or defects or incompleteness, on the last intimated e-mail address of the person or the company, which has filed such application, directing the person or the company to furnish such information, to rectify defects or incompleteness and to re-submit such application within a period of fifteen days in e-Form No. RD-GNL-5:Provided that maximum of two re-submissions shall be allowed.(c)In cases where such further information called for has not been provided or the defects or incompleteness has not been rectified to the satisfaction of the Regional Director within the period allowed under sub- rule (6), the Regional Director shall reject the application with reasons within thirty days from the date of filing application or within thirty days

from the date of last re-submission made, as the case may be.(d)Where no order for approval or re-submission or rejection has been explicitly made by the Regional Director within the stipulated period of thirty days, it shall be deemed that the application stands approved and an approval order shall be automatically issued to the applicant.(9)(i)Where an objection has been received or Regional Director on examining the application has specific objection under the provisions of Act, the same shall be recorded in writing and the Regional Director shall hold a hearing or hearings within a period thirty days , as required and direct the company to file an affidavit to record the consensus reached at the hearing, upon executing which, the Regional Director shall pass an order either approving or rejecting the application along with reasons within thirty days from the date of hearing, failing which it shall be deemed that application has been approved and approval order shall be automatically issued to the applicant.(ii)In case where no consensus is received for conversion within sixty days of filing the application while hearing or otherwise, the Regional Director shall reject the application within stipulated period of sixty days:Provided that the conversion shall not be allowed if any inquiry, inspection or investigation has been initiated against the company or any prosecution is pending against the company under the Act.(10)On completion of such inquiry, inspection or investigation as a consequence of which no prosecution is envisaged or no prosecution is pending, conversion shall be allowed.(11)The order conveyed by the Regional Director shall be filed by the company with the Registrar in Form No.INC-28 within fifteen days from the date of receipt of approval along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.]

[FORM NO. INC.1] [Substituted by Notification No. G.S.R. 284(E), dated 23.3.2018 (w.e.f. 31.3.2014)][Pursuant to section 4(4) of The Companies Act, 2013 and pursuant to rule 8 & 9 of The Companies(Incorporation) Rules 2014]

RUNReserve  
Unique Name

New Request

SRN

{|

Enter SRN which is under RSUB status

| - | Entity Type | - | Select if you are reserving the name for a Company to be incorporated | - | CIN | - |

Enter CIN only if you are applying for change of name for an existing company

| - | Proposed Name 1 | - |

Enter you proposed name

| - | Proposed Name 2 | - |

Enter you proposed name

| - | Comments | - |

Please make sure to mention the objects of the proposed company and any other relevant comments. Please attach sectoral regular approvals, NOCs or any other required documents below, if applicable

| - | No file chosen | - | Once you have submitted the name reservation request it will then be checked and, if found feasible, approved by the Central Registration Centre (CRC). You will receive an email

from the CRC advising the outcome of the name reservation request. }

{|

FORM NO. INC. 2[Pursuant to section 3(1) and 7(1) of the Companies Act, 2013 and rule 4, 10, 12 & 15 of the Companies(Incorporation) Rules 2014]

One Person  
Company-Application for  
Incorporation

Form languageEnglishHindi

Refer the instruction kit for filing the form.

1. \*Service Request Number (SRN) of Form INC. 1 {|

||}

2. (a) Name of the company {|

|}

(b) Type of Company is {|

| (c) | Class of Company|

|}

(d) Category {|

| (e) | Sub Category|

|}

\* (f) Whether the company is (Radio Button)Having share capitalNohaving share capital

3. (a) Name of the state/ Union territory in which the company is to be registered

{|

| - || (b) | Name of the office of the Registrar of Companies in which the company is to be registered | - ||

|}

4. \* Whether the address for correspondence will be the address of Registered office of the Company

YesNo

I Address for correspondence till the date registered office of the company is established

{|

\* Line I {|

| - | Line II |

| - | \* City |

| - | \* State/ Union Territory |

| \* Pin code | - | \* District |

| - | ISO Country Code | - | Country |

| - | \* Ph. (with STD/ ISD code) |

|

| - | Fax |

| - | e-mail ID of the company |

| } | }

II (a) Address of the registered office of the company from the date of incorporation is

{ |

\* Line I { |

| - | Line II |

| - | \* City |

| - | \* State/ Union Territory |

| \* Pin code | - | \* District |

| - | ISO Country Code | - | Country |

| - | \* Ph. (with STD/ ISD code) |

|

| - | Fax |

| - | e-mail ID of the company |



}}}

(b) Registered Office is

Owned by Company

Owned by Director (Not taken on lease by company)

Taken on Lease by  
company

Owned by any other entity Person (Not taken on lease  
by company)

(c) The full address of the police station under whose jurisdiction the registered  
office of the company is situated

{|

\* Police Station

Name

{|

|-| \* Address| Line I|

|-|| Line II|

|-| \* City||

|-| \* State||

|-| \* Pin code||

}}}

(d) \* Particulars of the Utility Services Bill depicting the address of the Registered office (not  
older than two months)

{|

|}

5. \* Capital structure of the company, in case of company having share capital

{|

(a) Authorized capital of the company (in Rs.)

{|

|-|| (i)| Number of equity shares| Nominal amount per equity share| -||| Total amount of equity  
shares (in Rs.)|

|-|| (ii)| Number of preference shares| Nominal amount per preference share| -||| Total amount of  
preference shares (in Rs.)|

|-| (b)| Subscribed capital of the company (in Rs.)|

|-| (i) | Number of equity shares | Nominal amount per equity share | - | | Total amount of equity shares (in Rs.) |

|-| (ii) | Number of preference shares | Nominal amount per preference share | - | | Total amount of preference shares (in Rs.) |

|} |}

6. \* Main division of industrial activity of the company

Description of the main division

{ |

|-| 7. | Particulars of Promoter (first subscriber to the MOA) | - | | \* Whether the promoter shall be the sole director of the company | Yes | No | }

{ |

Director Identification number (DIN) { |

| | - | \* Income-tax permanent a/c no. (PAN) |

| | - | \* First name |

| - | Middle Name |

| - | \* Surname |

| - | Family Name |

| - | \* Father's name | Mother's name | Spouse's name | - |

| - | \* Gender | Male | Female | Transgender | - | \* Nationality | \* Date of Birth |

| - | \* Place of Birth (District & State) |

| - | \* Educational qualification |

| - | \* Occupation Type | Self-employed | Professional | Homemaker | student | Serviceman | - | Area of Occupation |

| - | Permanent address | | - | \* Line I |

| - | Line II |

| - | \*City|

| - | \*State/ Union Territory|

| \* Pin code| - | \*ISO Country code| - | Country|

| - | \*Phone (with STD/ ISD code)-|

| - | Mobile (with country code)-|

| - | Fax|

| - | email id|

| - | \*Duration of stay at present addressyear(s)month(s)| - | If Duration of stay at present address is less than one yearthen address of previous residence| - |

| - | \*Proof of identity|

| - | \*Residential Proof|

| - ||| - | If already a director or promoter of a company(s), specifydetails of such company(s) (In case director or promoter in morethan three companies, attach seperate sheet as an optionalattachment)| - | Director Promoter CIN| - ||| - | Name of the company|

| - | Director Promoter CIN| - ||| - | Name of the company|

| - | Director Promoter CIN| - ||| - | Name of the company|

| } | }

8.

\* (a) Nomination

I(Small description box), the subscriber to thememorandum of association of(Small description box)do hereby nominate (Drop down – values; Mr., Ms.)(Smalldescription box)who shall become the member of the companyin the event of my death or incapacity to contract. I declarethat the nominee is eligible for nomination within the meaning ofRule 3 of the Companies (Incorporation and Incidental) Rules2014.

(b) Particulars of the Nominee

{|

{|

Director Identification  
number (DIN)

||-| \*Income-tax permanent a/c no. (PAN)|

||-| \*First name|

|-| Middle Name|

|-| \*Surname|

|-| Family Name|

|-| \*Father's nameMother's nameSpouse's name|-|

|-| \* GenderMaleFemaleTransgender|-| \* Nationality| \*Date of Birth|

|-| \*Place of Birth (District & State)|

|-| \*Educational qualification|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerstudentServiceman|-| Area of  
Occupation|

|-| Permanent address||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Whether present address is same as the permanent addressYesNo|-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Duration of stay at present addressyear(s)month(s)|-| If Duration of stay at present address is less than one yearthen address of previous residence|-| \*Proof of identity|

|-| \*Residential Proof|

|}}|}

9. (a) \*Whether the Articles are entrenched or notYesNo

(If yes, entrenched Articles should be annexed thereto)

(b) Number of Articles to which provisions of entrenchment shallbe applicable

Details of Articles to which provisions of entrenchment shallbe applicable

{|

Sr. No. Article Number Content

|}

10. Particulars of payment of stamp duty

(a)

State or Union Territory in respect of which stamp duty ispaid or to be paid

{|

||-|| (b) \* Whether stamp duty is to be paid electronically through MCA21 system Yes No Not applicable  
 ||-|| (i) Details of stamp duty to be paid ||-||

Type of document/ Particulars	Form INC.2	Memorandum of association	Articles of association
Amount of stamp duty to be paid (in Rs.)	{		

|

|

||}

(ii) Provide details of stamp duty already paid

{|

Type of document/ Particulars	Form 1	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 |||||}

#### Attachments

1. \*Memorandum of Association
2. \*Articles of Association
3. \*Proof of identity of the member and the nominee
4. \*Residential proof of the member and the nominee
5. \*Copy of PAN card of member and nominee
6. \*Consent of Nominee in form INC.3
7. \*Affidavit from the subscriber and first Director to the memorandum in Form No. INC.9
8. List of all the companies (specifying their CIN) having the same registered office address, if any;
9. Specimen Signature in Form INC.10
10. Entrenched Articles of Association
11. Proof of Registered Office address (Conveyance/Lease deed/ Rent Agreement etc. along with rent receipts)
12. Copies of the utility bills as mentioned above (not older than two months)
13. Proof that the Company is permitted to use the address as the registered office of the Company if the same is owned by any other entity/ Person (not taken on lease by company)
14. Consent from Director
15. Optional Attachment, if any

#### Declaration

I, a person named in the articles as subscriber as well as the sole director of the company do hereby declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect to the registration of the company and matters precedent or incidental thereto have been complied with. It is further declared and verified that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
2. All the required attachments have been completely, correctly and legibly attached to this form.
3. I have not been convicted of any offence in connection with the promotion, formation or management of any company during the preceding five years;
4. I have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years;
5. I am not a director/ promoter of any company which is defaulting in filing of financial statements and annual return and/ or any company which has been declared as vanishing company; and
6. I have also understood the provisions of sections 7(5), 7(6), 447, 448 and 449 of the Companies Act, 2013 and understand that I shall be liable for punishment in terms of section 7(5) and 7(6) of the Companies Act, 2013 in case of furnishing of false or incorrect information or for suppression of material information for registration of captioned company.

#### Declaration

I, a person named in the articles as a   
 \*(Dropdown){Values: Director/ Manager/ Company Secretary} declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect to the 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. It is further declared and verified that

1.

2.

\* To be digitally signed by

\*DIN of the director or DIN or Income tax PAN of the manager or Membership no. of the company secretary

Note: Attention is drawn to provisions of section 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 sections 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

{|

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

For office use only:

eForm Service request no. (SRN)

eForm filing date (DD/MM/YYYY)

This e-Form is hereby approved

Digital signature of the authorizing officer

Date of signing (DD/MM/YYYY)

}}}

{|

[FORM NO. INC. 3] [Substituted by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f. 31.3.2014)][Pursuant to section 3(1) of the Companies Act, 2013 and pursuant to Rule 4 (2), (3), (4), (5) & (6) of the Companies (Incorporation) Rules 2014]

One Person  
Company-Nominee  
Consent Form

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \*SRN of RUN (In case of new company) or {|

||-|| Corporate identity number (CIN) of the company (In case of existing company)|}

(b) Global location number (GLN) {|

|}

2. (a) Name of the One Person Company {|

|}

3. \*Consent

{|

I hereby give my consent to become the member of

in the event of death of subscribe/ member of the company or his incapacity to contract

|-| 4. Particulars of the nominee|-|

Director Identification number (DIN) {|

||-| \*Income-tax permanent account number (PAN)|

||-| \*First name|

|-| Middle Name|

|-| \*Surname|

|-| Family Name|

|-| \*Father's name Mother's name Spouse's name|-|

|-| \* Gender Male Female Transgender|-| \* Nationality| \*Date of Birth|

|-| \*Place of Birth (District & State)|

|-| \*Educational qualification|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerstudentServiceman|-||-| Permanent Residence address||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Whether present address is same as the permanent addressYesNo|-| Present Address|-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Duration of stay at present addressyear(s)month(s)|-| If Duration of stay at present address is less than one yearthen address of previous residence|-|

|-| \*Proof of identity|

|-| \*Residential Proof|

|}|}

#### Declaration

I do solemnly declare that I am an Indian citizen and resident in India and I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law or LLP Act in the last give year. I further declare that I am not a nominee in any other One Person Company and I shall comply with eligibility criteria specified in Rule 3(3) within the prescribed period. I understand that the person nominating me may withdraw my nomination without my consent.

To be physically signed by

Nominee {|

|}

\* Date {|

|-| \* Place|

|}

#### Enclosures

1. Copy of PAN card
2. Proof of identity
3. Residential Proof

Note: Attention is drawn to provision of section 7(5) and 7(6) whichinter-aliathat 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 provision of section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

This is a non e-Form. User is required to fillthe form electronically and duly signed copy should be attachedwith e-Form INC-4 or INC-6, as the case may be.

|}

{|

FORM NO. INC. 4[Pursuant to section 3(1) of the Companies Act, 2013 and Rules 4(4), (5) & (6) of the Companies (Incorporation) Rules 2014]

One Person Company-Change  
in Member/Nominee

Form language English/Hindi

Refer the instruction kit for filing the form.

1. \* This form is for

Notice of withdrawal of consent by the nominee

Intimation about change in the name of the nominee

Intimation of cessation of member

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

| | }

(b) Global Location  
Number of the { |  
company

| }

3. (a) Name of One Person Company { |

| - | | (b) | Address of registered office of the company | - | |

| }

(c) email Id of the company { |

| }

4. Notice of withdrawal of consent

Notice is hereby given that { |

| }

who was nominated { |  
as the nominee of

| }

has withdrawn his/ her consent vide his/ her notice dated \*copy of which is attached herewith.

5. Intimation about change in nomination

Notice is hereby given that { |

| }

, member of { |

}]

has nominated \* { |

}]

vide intimation dated \*as his/ her nominee in place of

{ |

}]

who shall become the member of the company in the event of his/ her death or his/ her incapacity to contract. He/ she declares that the nominee is eligible for nomination within the meaning of Rule 3 of the Companies (Incorporation and Incidental) Rules 2014.

6. Intimation of cessation of member

(a) Intimation is hereby given that { |

}]

has ceased to be the member of { |

}]

w.e.f. \*due to \*{Drop down - Values: Death of the member, Incapacity of member to contract, change in ownership} and \* { |

}]

\*(Drop down: his/ her nominee, the transferee) has become the sole member of the above mentioned company.

(b) \*Whether the nominee is same (In case of change in ownership) Yes No

7. Intimation about the change of nominee

Further notice is given that \* { |

}]

\*(Drop down - values: member, new member) { |

}]

has nominated \* { |

}]

as his nominee w.e.f. \*who shall become the member of the company in the event of his/ her death or incapacity to contract. He/ she declares that the nominee is eligible for nomination within the meaning of Rule 3 of the Companies (Incorporation and Incidental) Rules 2014.

## 8. Particulars of the New Nominee

{|

Director Identification number (DIN) {|

||-| \*Income-tax permanent a/c no. (PAN)|

||-| \*First name|

|-| Middle Name|

|-| \*Surname|

|-| Family Name|

|-| \*Father's nameMother's nameSpouse's name|-|

|-| \* GenderMaleFemaleTransgender|-| \* Nationality| \*Date of Birth|

|-| \*Place of Birth (District & State)|

|-| \*Educational qualification|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerstudentServiceman|-| Area of Occupation|

|-| Permanent address||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

| - | email id |

| - | \*Whether present address is same as the permanent address Yes No | - | Present Address | - | \*Line I |

| - | Line II |

| - | \*City |

| - | \*State/ Union Territory |

| \* Pin code | - | \*ISO Country code | - | Country |

| - | \* Phone (with STD/ ISD code) - |

| - | Mobile (with country code) - |

| - | Fax |

| - | email id |

| - | \*Duration of stay at present address year(s) month(s) | - | If Duration of stay at present address is less than one year then address of previous residence | - | \*Proof of identity |

| - | \*Residential Proof |

| } | }

9. Particulars of the new member

{ |

Director Identification number (DIN) { |

| | - | \*Income-tax permanent a/c no. (PAN) |

| | - | \*First name |

| - | Middle Name |

| - | \*Surname |

| - | Family Name |



|-| \*Father's nameMother's nameSpouse's name|-|

|-| \* GenderMaleFemaleTransgender|-| \* Nationality| \*Date of Birth|

|-| \*Place of Birth (District & State)|

|-| \*Educational qualification|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerstudentServiceman|-| Area of Occupation|

|-| Permanent address|||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Whether present address is same as the permanent addressYesNo|-| Present Address|-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Duration of stay at present addressyear(s)month(s)|-| If Duration of stay at present address is less than one year then address of previous residence|-|

|-| \*Proof of identity|

|-| \*Residential Proof|

|}}|

Attachment(s)

- (1) \*Consent of the nominee in Form No. INC.3
- (2) \*Copy of PAN card of the new nominee and/or new member
- (3) \*Proof of identity of the new nominee and/or new member
- (4) \*Residential proof of the new nominee and/or new member
- (5) Notice of withdrawal of consent filed by the nominee
- (6) Copy of intimation given by member for change in nominee
- (7) Proof of Cessation of member
- (8) Optional attachment(s) - if any.

\* To be digitally signed by member

\* Income-tax PAN or Director identification number of themember    {|

|}

To be digitally signed by Director

Director identification number ofthe director; orDIN or PAN of the manager or CEO or CFO;    {|  
orMembership number of company secretary

|}

Note: Attention is drawn to provisions ofsections 448 and 449 which provide for punishment for falsestatement and punishment for false evidence respectively.

This eForm has been taken on  
file maintainedby the registrar  
or companies through electronic

mode and on the basis of  
statement of correctness given  
by the company.

|}

{|

FORM NO. INC. 5 [Pursuant to Rule 6(4) of the  
Companies (Incorporation) Rules 2014]

One Person Company-Intimation of  
exceeding threshold

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \*Corporate identity number (CIN) of the company {|

||}

(b) Global location number (GLN) {|

|}

2. (a) Name of the company {|

|-|| (b)| Address of registered office of the company|-|||

|-|| (c)| email Id of the company|

|}

3. Date of incorporation of the one person company {|

|}

4. (a) \*Which of the following has exceeded beyond the threshold limit

Paid up share capital Average annual turnover

(b) \*Amount exceeding beyond the threshold limit {|

|}

(c) \* Date on which the paid up share capital or average annual turnover of the company, as the case may be, has exceeded the threshold limit {|

|}

5. I \*the (drop down) (values: director/ Manager or Company Secretary or CEO or CFO) of the one person company hereby affirm that: As the paid up share capital of the captioned company has exceeded fifty lakh rupees or its average annual turnover during the relevant period has exceeded two crore rupees, the company has ceased to be a one person company; and consequently the company is required to be converted into a private company or public company, as the case may be. Necessary steps are being taken for giving effect to such conversion in accordance with the

provisions of section 18 read with section 122 of the Act;

#### Attachments

1. \*Copy of board resolution authorizing giving of notice;
2. \*Copy of the duly attested latest financial statement;  
Certificate from a Chartered Accountant in practice for calculation of the average
3. annual turnover during the relevant period in case of conversion is on the basis of such criteria;
4. Optional attachment(s), if any.

#### Declaration

I \*declare that all the requirements of the Companies Act, 2013 and the rules made thereunder have been complied with. To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete.

\*To be digitally signed by

#### Designation

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

|}

Note: Attention is drawn to provisions of sections 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

This eForm has been taken on file maintained by the registrar or companies through electronic mode and on the basis of statement of correctness given by the company.

|}

{ |

FORM NO. INC. 6 [Pursuant to section 18 of the Companies Act, 2013 and Rule 7(4) the Companies (Incorporation) Rules 2014]

One Person Company  
-Application for Conversion

Form language English Hindi

Refer the instruction kit for filing the form.

1. \* Application for Conversion of OPC into private company

Conversion of OPC into public company

Conversion of Private company into OPC

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

||}

(b) Global location number (GLN) { |

|}

3. (a) Name of the company { |

|}

(b) Category { |

|}

(c) Sub-category of the company { |

| - || (d) | Address of Registered office of the company | - ||

|}

(e) Date of incorporation of the company { |

|}

(f) email ID of the company { |

|}

(g) Whether company is having share capital or not { |

|}

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

{ |

| - | Part A |}

5. (a) \* Whether the conversion is mandatory by provisions of the Companies Act, 2013

Yes No

(b) \* Mention which of the following has exceeded the threshold limit

Paid up share capital Average annual turnover

(c) \* Mention the SRN of form INC.5 { |

|}

6. \*(a) Date of exceeding the threshold limit { |

|}

\*(b) Amount so exceeded the threshold limit { |

|}

\*(c) Specify the relevant period { |

|}

I \*the director of  
the one person  
7. company hereby  
affirmthat : -

1. As the paid up share capital of the captionedcompany has exceeded fifty lakh rupees or its average annualturnover during the relevant period has exceeded two crorerupees, the company has ceased to be a one person company; andconsequently the company is required to be converted into aprivate company or public company, as the case may be;
2. Necessary steps are being taken for giving effect to suchconversion in accordance with the provisions of section 18 readwith section 122 of the Act.

Part B

8. \* Existing number of directors in the company { |

| - || (Number of directors shall be minimum 2 in case of conversioninto pvt. company or 3 in case of conversion into publiccompany)|}

9. Particulars of special resolution

(a) \* SRN of Form MGT.14 { |

|}

(b) \* Date of filing Form MGT.14 { |

|}

(c) \* Date of passing the special resolution { |

|}

10. I. Capital structure of the company

{ |

(a) Authorized capital of the company (in Rs.) { |

| - || \*(i) | Number of equity shares|

| Nominal amount per equity share| - || | Total amount of equity shares (in Rs.)|

|-| |(ii)| Number of preference shares|Nominal amount per preference share|-| | Total amount of preference shares (in Rs.)|

|-| |(b)| Paid up capital of the company (in Rs.)|

|-| |(i)| Number of equity shares|

| Nominal amount per equity share|-| | Total amount of equity shares (in Rs.)|

|-| |(ii)| Number of preference shares|Nominal amount per preference share|-| | Total amount of preference shares (in Rs.)|

|}|}

## II. Number of members

{|

(a) Maximum number of members

(b) Maximum number of members excluding proposed employees

(c) Number of members

(d) Number of members excluding proposed employee(s)

|}

## Part C

11. Particulars of the person who will be sole member of the OPCsubsequent upon conversion

{|

Director Identification  
number (DIN)

{|

||-| \*Income-tax permanent a/c no. (PAN)|

||-| \*First name|

|-| Middle Name|

|-| \*Surname|

|-| Family Name|

|-| \*Father's nameMother's nameSpouse's name|-|

|-| \* GenderMaleFemaleTransgender|-| \* Nationality| \*Date of Birth|

|-| \*Place of Birth (District & State)|

|-| \*Educational qualification|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerstudentServiceman|-| Area of Occupation|

|-| Permanent address|||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Whether present address is same as the permanent addressYesNo|-| Present Address|-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|



|-| Fax|

|-| email id|

|-| \*Duration of stay at present addressyear(s)month(s)|-| If Duration of stay at present address is less than one year then address of previous residence|-|

|-| \*Proof of identity|

|-| \*Residential Proof|

}}}}

12. Nomination

I(Small description box), the member of\*(Small description box)do hereby nominate(Smalldescription box)who shall become the member of the companyin the event of my death or incapacity to contract. I declarethat the nominee is eligible for nomination within the meaning ofRule 3 of the Companies Rules, 2014.

13. Particulars of the person who will be nominee of the solemember subsequent upon conversion

{|

Director

Identification {|  
number (DIN)

||-| \*Income-tax permanent a/c no. (PAN)|

||-| \*First name|

|-| Middle Name|

|-| \*Surname|

|-| Family Name|

|-| \*Father's nameMother's nameSpouse's name|-|

|-| \* GenderMaleFemaleTransgender|-| \* Nationality| \*Date of Birth|

|-| \*Place of Birth (District & State)|

|-| \*Educational qualification|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerstudentServiceman|-| Area of Occupation|

|-| Permanent address||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Whether present address is same as the permanent addressYesNo|-| Present Address|-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile (with country code)-|

|-| Fax|

|-| email id|

|-| \*Duration of stay at present addressyear(s)month(s)|-| If Duration of stay at present address is less than one year then address of previous residence|-|

|-| \*Proof of identity|

|-| \*Residential Proof|

|}}|

#### Attachments

1. \*Altered Memorandum of association
2. \*Altered Articles of association
3. \*Copy of the duly attested latest financial statement.
4. \*Copy of board resolution authorizing giving of notice;  
Certificate from a Chartered Accountant in practice for calculation of the average annual turnover during the relevant period in case of conversion is on the basis of such criteria.
5. Affidavit confirming that all the members of the company have given their consent for conversion, the paid up capital of the company is Rs 50 lakhs or less and turnover is less than Rs 2 crores in the immediately preceding year.
6. Copy of minutes, list of creditors and list of members.
7. Copy of NOC of every creditors with the application for Conversion.
8. Consent of the nominee in Form No. INC.3
9. Copy of PAN card of the nominee and member
10. Proof of identity of the nominee and member
11. Residential proof of the nominee and member
12. Optional attachment(s) - if any.
- 13.

#### Declaration

I \*a \*(Drop down){Values: Director/Manager/ Company Secretary/ CEO/ CFO} of the company declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect to the conversion of the company and matters precedent or incidental thereto have been complied with. I am authorized by the board of directors to give this declaration and to sign and submit this Form. It is further declared and verified that

\* Whatever is stated in this form and in the attachments thereto is true,

correct and complete and  
no information material to the subject  
matter of this form has  
been suppressed or concealed and is as  
per the original records maintained by  
the promoters subscribing to the  
Memorandum of Association and  
Articles of Association.

No objection certificate has been  
received from the members and  
creditors allowing conversion from  
private company into OPC.

\*All the required attachments have  
been completely, correctly and legibly  
attached to this form.

\* To be digitally signed by  
Designation

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

{|

|}

To be digitally signed by  
Member (In case of conversion of OPC)  
PAN or DIN of member

For office use only:

eForm Service request no. (SRN)

eForm filing date (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorizing officer

Date of signing

(DD/MM/YYYY)

|}[\*\*\*] [Omitted 'Form No. INC-7' by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f.  
31.3.2014)]

{|

{|

[FORM NO. INC. 7] [Substituted by Notification No. G.S.R. 349(E),  
dated 1.5.2015 (w.e.f. 31.3.2014).][Pursuant to Section 7(1) of the  
Companies Act, 2013 and pursuant to Rule 10, 12, 14 and 15 of the  
Companies (Incorporation) Rules 2014]

Application for  
Incorporation of Company  
(Other than OPC)

Form language English Hindi

Refer the instruction kit for filing the form.

1. \*Service Request Number (SRN) of Form INC. 1 { |

| | }

2. (a) Name of the company { |

| }

(b) Type of Company is { |

| (c) | Class of Company |

| }

(d) Category { |

| (e) | Sub Category |

| }

(f) Section 8 license number

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

3. (a) Name of the state/ Union territory in which the company is to be registered

{ |

| - | | (b) | Name of the office of the Registrar of Companies in which the company is to be registered | - | |

| - | | (c) | \* Whether the address for correspondence will be the address of Registered office of the Company | - | | Yes No | - | | (d) | Address for correspondence till the registered office of the company is established | - | |

\*Line I { |

| - | Line II |

| - | \*City |

| - | \*State/ Union Territory |

| - | \*District |

| \* Pin code |

| - | ISO Country code |

|-| Country|

|-| \*Phone (With STD/ ISD code)|

| -|

|-| Fax|

|-| \*email ID of the company|

|}}}

#### 4. I. Capital structure of the company

{|

(a) Authorized capital of the company (in Rs.) {|

|-|| \*(i)| No.of classes of equity shares|Total number of equity shares|-||| Total amount of equity shares (in Rs.)| {||-||}| -||| {||-| Number of equity shares| Nominal amount per equity shares| Total amount of equity shares|-||| -||| -||| -|||}| -|| \*(ii)| Number of classes of equity shares|Total number of preference shares|-||| Total amount of preference shares (in Rs.)| {||-||}| -||| {||-| Number of equity shares| Nominal amount per equity shares| Total amount of equity shares|-||| -||| -||| -|||}| -| (b)| Paid up capital of the company (in Rs.)| {||-||}| -|| (i)| No. of classes of equity shares|Nominal amount per equity share|-||| Total amount of equity shares (in Rs.)| {||-||}| -||| {||-| Number of equity shares| Nominal amount per equity shares| Total amount of equity shares|-||| -||| -||| -|||}| -|| (ii)| Number of classes of equity shares|Total number of preference shares|-||| Total amount of preference shares (in Rs.)| {||-||}| -||| {||-| Number of equity shares| Nominal amount per equity shares| Total amount of equity shares|-||| -||| -||| -|||}|}}}

#### 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)

|}

#### 5. \* Main division of industrial activity of the company

Description of the main division

{|

|}

6. \*(a) Whether the proposed company shall be conducting any activities which require approval

from any sectoral regulator(Like RBI in case of NBFI and Banking activities) to commence such activities

Yes No

(b) If yes, please enter the name of such Regulatory authority and the proposed activity.

7. \*Enter the number of promoters (first subscribers to the Memorandum of Association (MOA))Particulars of Promoters (first subscribers to the MOA)

{|

\*

Category {|

| - | \* Director Identification number(DIN) or Income- tax permanent account number (Income-tax PAN) or passport number or corporate identity number (CIN) Or foreign company registration number (FCRN) or any other registration number |

| - | | }

\* First Name {|

| - | Middle Name |

| - | \* Surname |

| - | Family Name |

| - | \* Father's Name Mother's Name Spouse's name | - |

| }

\* Nationality {|

| \* Date of Birth |

| - | \* Gender (Radio button) Male Female Transgender | }

\* Place of Birth (District & State) {|

| - | \* Occupation type Self Employed Professional Homemaker Student Serviceman | }

\* Area of Occupation {|

| }

\* Educational qualification {|

| }

\* Name of the entity {|

|}

\* Income tax permanent account number {|

|}

Permanent Address/ Registered address/ Principal place of business

\* Line I {|

|}

\* Line II {|

|}

\* City {|

|}

\* State/ Union Territory {|

| \* Pin code|

|}

\* ISO Country Code {|

|}

Country {|

|}

\* Phone (With STD/ ISD code) {|

| -|

|}

Mobile {|

|}

Fax {|

|}

\* email id {|



|}

\* Whether present address is same as the permanent address Yes No (Radio button)

Present Address

\* Line I {|

|}

\* Line II {|

|}

\* City {|

|}

\* State/ Union Territory {|

| \* Pin code|

|}

\* ISO Country Code {|

|}

Country {|

|}

\* Phone (With STD/ ISD code) {|

| -|

|}

Mobile {|

|}

Fax {|

|}

\* Duration of stay at present address Years Months

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

\* Proof of identity {|

|}

\* Residential Proof { |

|}

If already a director or promoter of a company(s), specify details of such company(s) (In case director or promoter in more than three companies, attach separate sheet as an optional attachment)

Director Promoter CIN

Name of the company { |

|}

Director Promoter CIN

Name of the company { |

|}

Director Promoter CIN

Name of the company { |

|}

\* Number of shares subscribed \* Total amount of shares subscribed (in Rs.)

\* Particulars of authorized person

a) Name of the authorized person { |

| - | b) | Father's Name Mother's Name Spouse's name | - | |

| - | c) | Gender Male Female Transgender | }

d) Nationality { |

| e) | Date of Birth |

|}

f) Phone (With STD/ ISD code) { |

| - |

|}

g) email ID { |

| } }

8. (a) \* Whether the Articles are entrenched or not Yes No  
(If yes, entrenched Articles should be annexed thereto)
- (b) Number of Articles to which provisions of entrenchment shall be applicable  
Details of Articles to which provisions of entrenchment shall be applicable  
{ |

Sr. No. Article Number Content

| }

9. Particulars of payment of stamp duty

(a) State or Union territory in respect of which stamp duty is paid or to be paid { |

| - | (b) \* Whether stamp duty is to be paid electronically through MCA21 system Yes No Not applicable | - | (i) Details of stamp duty to be paid | - |

Type of document/ Particulars	Form INC.7	Memorandum of association	Articles of association
Amount of stamp duty to be paid (in Rs.)	{		

|

|

| } | - | (ii) Details of stamp duty to be paid | - |

Type of documents/ Particulars	Form INC 7	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 authorized 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||||}|}

10. 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|-| 11. 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

{|

Drop Down

|

Drop Down

|} }

\*\* This information is mandatorily required to be filled in case of applicants desirous of applying for PAN and or TAN at the time of Incorporation of a company. This facility is available at the e-Biz

portal only as per separate procedure prescribed by Biz portal.

#### Attachments

- 1) \*Memorandum of association
- 2) \*Articles of association
- 3) \*Declaration in Form No. INC.8
- 4) \*Affidavit from each of the subscriber to the memorandum in Form No. INC.9
- 5) \*Proof of residential address
- 6) Specimen Signature in Form INC.10
- 7) Proof of identity
- 8) Entrenched Articles of association
- 9) Copy of In-principle approval granted by sectorial regulator if already taken
- 10) NOC in case there is change in the promoters (first subscribers to Memorandum of Association)
- 11) Proof of nationality (in case the subscriber is a foreign national)
- 12) PAN card (in case of Indian national)
- 13) Copy of certificate of incorporation of the foreign body corporate and registered office address
- 14) Copy of resolution/ consent by all the partners or board resolution authorizing to subscribe to MOA
- 15) Optional attachment, if any

#### Declaration

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

1.

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

2. I have opened all the attachments to this Form and have verified these to be as per requirements, complete and legible;
3. a/ anhaving Membership number \*and/ or certificate of practice number has been engaged to give declaration under section 7(1) (b) and such declaration is attached.
4. Ia/ anthe applicant, In the capacity of do hereby declare that what is stated above is true to the best of my Information and belief.

To be digitally signed by

Designation

DIN of the director; or DIN or Income tax PAN of the manager or Membership number of the company secretary

Note: Attention is drawn to provisions of section 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.

For office use only:

eForm Service request no. (SRN)

eForm filing date (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorizing officer

Date of signing

(DD/MM/YYYY)

Form No. INC-8 Declaration [Pursuant to section 7(1)(b) and rule 14 of the Companies (Incorporation) Rules, 2014] Name of the Company: I ,....., an advocate who is engaged in the formation of the company a Chartered Accountant in India who is engaged in the formation of the company a Cost Accountant in India who is engaged in the formation of the company a Company Secretary in practice in India who is engaged in the formation of the company declare that all the requirements of Companies Act, 2013 and the rules made thereunder relating to registration of the company under the Act and matters precedent or incidental thereto have been complied with.

Date: Signature:

Place: Membership No.:

Form No. INC-9 [Declaration] [Substituted 'Affidavit' by Notification No. G.S.R. 708(E), dated 27.7.2018 (w.e.f. 31.3.2014).] [Pursuant to section 7(1)(c) of the Companies Act, 2013 and rule 15 of the Companies (Incorporation) Rules, 2014] Name of the proposed company: I ..... , being the subscriber to the memorandum / named as first director in the articles, of the above named proposed company, hereby solemnly declare and affirm that: I have not been convicted of any

offence in connection with the promotion, formation or management of any company during the preceding five years; and I have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years; and All the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of my knowledge and belief.

Date: Signature:

Place:

[\*\*\*\*] [Omitted by Notification No. G.S.R. 743 (E), dated 27.7.2016 (w.e.f. 31.3.2014).]

[FORM NO. INC. 10] Form for verification of signature of subscribers [Pursuant to rule 16 (1) (q) of Companies (Incorporation) Rules, 2014] { |

{ |

Size 4" x 4" (passport size)

| - | | to be attested by Banker/ Notary | }

## 1. Names, father's name and Address of subscribers/ first directors:

## 2. Two Specimen signatures:

(i)(ii)

Attestation (To be self-attested with address) Note.- 1. In point no. 1 above, strike off whichever is not applicable.

## 2. Person who is attesting should indicate his/ her name, address and ID number,

| } [Form No. INC. 11] [Substituted by Notification No. G.S.R. 70(E), dated 25.1.2017 (w.e.f. 31.3.2014).] Government of India Ministry of Corporate Affairs Central Registration Centre Certificate of Incorporation [Pursuant to sub-section (2) of section 7 [and sub-section (1) of section 8] [Inserted by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014] I hereby certify that < name of the company > is incorporated on this (i.e. FIRST, SECOND etc) day of < Month of approval of the work item in words > two thousand < YEAR of approval of the work item in words > under the Companies Act, 2013 (18 of 2013) and that the company is < limited by shares/ limited by guarantee/ unlimited company >. The Corporate Identity Number of the company is The Permanent Account Number (PAN) of the company is < PAN > \*/@ Given under my hand at < Name of the city where the Registrar of Companies office is located > this < Date of approval of the work item in words (i.e FIRST, SECOND etc.) > day of < Month of approval of the work item in words > < YEAR of approval of the work item in words >. Digital Signature Certificate < Full name of the Authorizing officer approving the work-item > < Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies > For and on behalf of the Jurisdictional Registrar of Companies Registrar of Companies Central Registration Centre Disclaimer. - This certificate only evidences incorporation of the company on the basis of documents and declarations of the

applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on [www.mca.gov.in](http://www.mca.gov.in) Mailing Address as per record available in Registrar of Companies office: < Name of the company > < Address of the correspondence/ registered office of the company > Government Seal\* as issued by the Income tax Department. @ This sentence along with the footnotes, would be indicated in the certificate only in cases where the PAN is allotted by the Income tax Department at the time of incorporation. [Form No. INC - 11A Certificate of Incorporation pursuant to conversion of Unlimited Liability company into limited liability Company [Pursuant to section 18 of the Companies Act, 2013 read with rules 37 of the companies (Incorporation Rules, 2014)] I hereby certify that.....(name of the company prior to conversion) Having unlimited liability has been converted into.....(name of the company after conversion) company having limited liability with effect from the date of this certificate and the company is limited by shares or limited by guarantee. The CIN of the company is ..... Given under my hand at.....this.....day of.....two thousand.....SEAL :.....Registrar of companies.....(State)]

{|

[Form No. INC. 12] [Substituted by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014)] [Pursuant to section 8(5) of the Companies Act, 2013 and Rule 20 of the Companies (Incorporation) Rules, 2014]

Application for grant of License to an existing company under section 8

Form language English Hindi

Refer the instruction kit for filing the form.

1. \*(a) Corporate identity number (CIN)

(b) Global location number (GLN) of company

2 (a) Name of the company

(b) Address of the company

(c) email ID of the company

3. (a) Company is

(b) Category

(c) Sub category

(d) Whether the company is having share capital Yes No

4. I. Authorized capital of the company

II. Maximum number of members

Maximum number of members excluding present and past employees

5. a. Main division of industrial activity of the company

Description of the main division

{|



|| \*b. Brief description of the work, if any already done or proposed to be done in pursuance of section 8 ||

|| \*c. Grounds on which application is made ||

||

6. \* Enter the number of directors

(Specify information of two directors in case the company is a private company or three directors in case the company is a public company)

Particulars of the directors

I.

{

\*Designation

\*Director identification number (DIN)

\*Name

Name of the company or institution whose nominee the appointee is (Only in case of nominee director)

||

II.

{

\*Designation

\*Director identification number (DIN)

\*Name

Name of the company or institution whose nominee the appointee is (Only in case of nominee director)

||

7. \* Enter the number of key managerial personnel

(Specify information of up to four key managerial persons)

Particulars of the key managerial personnel

I.

{

\*Designation

\*Director identification number (DIN) or Income-tax permanent account number (PAN)

\*Name of the person

Membership number (in case of Company Secretary)

|}

II.

{|

\*Designation

\*Director identification number (DIN) or Income-tax permanent account number (PAN)

Name of the person

Membership number (in case of Company Secretary)

|}

8. (a) \* Whether the Articles are entrenched Yes/No  
(If yes, entrenched Articles should be annexed thereto)
- (b) Number of Articles to which provisions of entrenchment shall be applicable  
Details of Articles to which provisions of entrenchment shall be applicable
- {|

Sr. No. Article Number Content

|}

#### Attachments

- (1) \*Memorandum and articles of association
- (2) \*Declaration as per Form No. INC-14
- (3) \*Declaration as per Form No. INC-15
- (4) \*Estimated income and expenditure for next three years
- (5) Approval/concurrence/NOC of the concerned authority/sectoral regulator, department or Ministry of the Central or State Government(s)
- (6) Entrenched articles of association
- (7) Copy of resolution passed in general meeting and board meeting
- (8) Last one/two year's financial statement(s), board's report(s) and Audit report(s)
- (9) Assets and liabilities statements with their values as per applicable rule
- (10) List of directors.
- (11) List of key managerial personnel.
- (12) Optional attachment, if any

Declaration

I \* {|

|-||| authorized by the Board of Directors of the Company vide resolution number dated | - | declare that all the requirements of Companies Act, 2013 and the Rules thereto made thereunder in respect of the subject matter of this form have been complied with. | - ||| \*I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed. | - ||| \*It is hereby further certified that, a having Membership number and certificate of practice number has been engaged to give declaration under section 8(5) and rule 20(2) (b) and such declaration is attached. | }

\*To be digitally signed by

\* Designation

\*Director Identification Number of the director; or Membership number of the company secretary; or PAN or DIN of the manager or CEO or CFO

|-| Note. - Attention is drawn to provisions of Section 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. |}

For office use only:

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

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing (DD/MM/YYYY)

 $\}$  $\{ |$ 

[Form No.

INC-13]

[Substituted

by

## Notification

No. G.S.R.

442(E), dated

29.5.2015

(w.e.f.

31.3.2014).]

# Memorandum

of Association

[See rule

19(2)the

## Companies(Incorporation

) Rules, 2014].

1. The name of the company is ".....".
2. The registered office of the company will be situated in the State of.....
3. The objects for which the company is established are:

.....  
 .....

the doing of all such other lawful things as considered necessary for the furtherance of above objects :

Provided that the company shall not support its funds, or endeavour to impose on, or provide for, or be observed by its members or others, any regulation or restriction which, as an object of the company, would make it a trade union.

4. The objects of the company extend to the .....  
 [Here enter the name of the State or States, and Country or Countries]

5. (i)

The profits, if any, or other income and property of the company, whensoever derived, shall be applied solely for the promotion of its objects as set out in this memorandum.

- (ii)

No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, in any way of profit, to persons who, at any time after the company has been formed, have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

- (iii)

No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

- (iv)

Nothing in this clause shall prevent the payment of remuneration to any of its officers or servants (not being members) or to any other person (not being member),

return for any services actually rendered to the company.

Nothing in clauses (iii) and (iv) shall prevent payment by the company in good faith of proper remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

(v)

No alteration shall be made to this memorandum of association or to the articles of association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar.

6.

7.

The liability of the members is limited.

8.

[For Companies Limited by Guarantee]

Each member, undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts or liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs. ....

[For Companies Limited by Shares]

The share capital of the company will consist of Rs. .... divided into ..... shares of ..... rupees each.

9.

(1)

True accounts shall be kept of all sums of money received and expended by the company and of all matters in respect of which such receipts and payments of expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members.

(2)

Once at least in every year, the accounts of the company shall be examined and the correctness of the same shall be certified by the auditors.

the balance sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.

The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Memorandum of Association: Names, addresses, descriptions and occupations of subscribers:

1.....of.....\*  
 2.....of.....\*  
 3.....of.....\*  
 4.....of.....\*  
 5.....of.....\*  
 6.....of.....\*  
 7.....of.....\*

Witnesses to the above signatures of:

1. ....  
 2. ....

Dated the..... day of.....20....

\*If the association is a company limited by shares, here enter

"number of shares" taken by each subscriber.

\*\* Note: Section 8 company which is an Electoral Trust as per the Electoral Trusts

Scheme, 2013 read with section 2(22AAA) of the Income-tax Act, 1961 may amalgamate with another company having the object of an Electoral Trust or may wind up or dissolve only after disbursing all its funds as per the scheme.

[Form No. INC-14] Declaration [Pursuant to section 7(1)(b) and rule 19 (3)(b) of the Companies (Incorporation) Rules, 2014] Name of the Company: I, ....., an advocate who is engaged in the formation of the company a Chartered Accountant in India who is engaged in the formation of the company a Cost Accountant in India who is engaged in the formation of the company a Company Secretary in practice in India who is engaged in the formation of the company do hereby declare that: (a) the draft memorandum and articles of association have been drawn up in conformity with the provisions of section 8 and rules made thereunder; and (b) all the requirements of Companies Act, 2013 and the rules made thereunder relating to registration of the company under section 8 of the Act and matters precedent or incidental thereto have been complied with.

Date: Signature:

Place: Membership No.:

Form No. INC-15 Declaration [Pursuant to rule 19 (3)(d) of the Companies (Incorporation) Rules, 2014] In connection with the application of ..... [name of the proposed company] for a licence under section 8 of the Companies Act, 2013, I ....., [ name of the person ] do hereby declare that - (a) the draft memorandum and articles of association have been drawn up in conformity with the provisions of section 8 and rules made thereunder; and (b) all the requirements of the Act and the rules made thereunder relating to registration of the company under section 8 and matters incidental or supplemental thereto have been complied with; and I make this solemn declaration conscientiously believing the same to be true.

Date: Signature:

Place: Name:

Address:

{|

[Form No. INC-16]

[Substituted by Notification

No. G.S.R. 442(E), dated

29.5.2015 (w.e.f. 31.3.2014).]

Licence under section 8 (1)

of the Companies Act, 2013

[See rule 20 of the Companies (Incorporation) Rules, 2014]

Whereas it has been proved to my satisfaction

that....., a person

or an association of persons

to be registered as a company

under the Companies Act, 2013, for promoting objects of the nature specified in clause (a) of sub-section (1) of section 8 of the said Act, and that it intends to apply its profits, if any, or other income and property in promoting its objects and to prohibit the payment of any dividend to its members;

Now, Therefore, in exercise of the powers conferred by section 8 of the said Act, I, the Registrar at ....., hereby grant, this Licence, directing that the said person or association or persons be registered as a company with limited liability without the addition of the word "Limited", or as the case maybe, the words "Private Limited" to its name, subject to the following conditions, namely:-

(1)

that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;

(2)

that the profits, if any or other income and property of the said company, whensoever derived, shall be applied solely for the promotion of the object as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;



- (3) that no remuneration or other benefit in money or money'sworth shall be given by the company to any of its members except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;
- (4) that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company;
- (5) that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;
- (6) that no alteration shall be made to the memorandum of association or to the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar ;
- \* (7) The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects; and
- (8) that, without prejudice to action under any law for the time being in force, this Licence shall be liable to be revoked, if the company:
- (a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a Licence is issued;
- (b) if the affairs of the company are conducted

fraudulently or in a manner violative of the objects of the company or prejudicial to public interest.

.....

Registrar

Dated this.....  
day of.....20.....

\* Note: Section 8 company which is an Electoral Trust as per the Electoral Trusts Scheme, 2013 read with section 2(22AAA) of the Income-tax Act, 1961 may amalgamate with another section 8 company having the object of an Electoral Trust or may wind up or dissolve only after disbursing all its funds as per the Scheme.

|}

{|

Form No. INC-17

Licence under section 8(5) of the Companies Act, 2013

[Pursuant to rule 20 of the Companies (Incorporation) Rules, 2014]

Whereas it has been proved to my satisfaction that the objects of.....Limited/Private Limited, being a company registered under the Companies Act, ....., as a limited company are restricted to those specified in, clause (a) of sub-section (1) of section 8 of the said Act and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members;

Now, Therefore, in exercise of the powers conferred by sub-section (5) of

section 8 of the said Act, I, the Regional Director at ....., hereby grant this licence authorising the company by a special resolution to change its name by omitting the word "Limited", or as the case may be, the words "Private Limited" from such name subject to the following conditions, namely:

(1)

that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;

(2)

that the profits, if any or other income and property of the said company, whensoever derived, shall be applied solely for the promotion of the objects as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;

(3)

that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;

(4)

that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being

- (5) member), in return for any services actually rendered to the company;  
that nothing in clauses (3) and (4) shall prevent the payment by the company in good faith, of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;  
that no alteration shall be made to the memorandum of association or in the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar;
- (6) The Company can be amalgamated only with another
- (7) company registered under section 8 of the Act and having similar objects; and
- (8) that, without prejudice to action under any other law for the time being in force, this licence shall be liable to be revoked, if the company:
- (a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a licence is issued;
- (b) if the affairs of the company are conducted fraudulently or in a manner

violative of the  
objects of the  
company or  
prejudicial to  
public interest.

.....

Registrar

Dated this.....

day of.....20.....

|}

{|

FORM NO. INC. 18[Pursuant to Section 8(4)(ii) of The  
Companies Act, 2013 and Rule 21(3) of The Companies  
(Incorporation) Rules 2014]

Application to Regional Director for  
conversion of section 8 company into  
company of any other kind

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \* Corporate identification number (CIN) of the company   {|

|}

(b) Global location number (GLN) of the company   {|

|}

2. (a) Name of the company   {|

| - || (b) | Registered office address of the company | - ||

| - || (c) | email ID of the company |

|}

3. License number issued to the Company under Section 8   {|

|}

4. (a) Date of incorporation of the company   {|

|}

(b) Type of company   {|

|}

5. \*Present object of the company

{|

6. \*The proposed object of the company after conversion and the changes in the activities and operations of the company and manner of application of its income and assets, after the proposed conversion

7. Brief description of the activities of the company done in pursuance of section 8, if any

8. \*Detailed reasons for conversion into any other kind of company

}

9. (a) \* Date of passing board resolution {

(b) \* Date of passing special resolution

}

(c) \* SRN of Form No. MGT.14 {

}

10. (a) \* Whether the company is regulated under a special Act Yes No

(b) If yes, furnish the below details

(i) \* Name of the regulatory body {

}

(ii) Date of obtaining the approval of regulatory body approving conversion {

}

11. \* Number of existing director(s) and key managerial personnel

\* Particulars of existing director(s) and key managerial personnel

{

(i) DIN or Income tax PAN

(ii) Name {

(iii) Designation

}}

12. \* Whether the company has obtained any special status/privilege as mentioned in rule

22(4) Yes No

(If yes, name the authority and attach No objection certificate)

{

}

- \* Whether the company has acquired any immovable property through lease or otherwise from  
13. any Government or authority or body corporate or person since incorporation at concessional rate or free of cost Yes No

(If yes, attach the proof of payment of different amounts as per rules)

- \* Whether company has received any donation and/ or grant/ benefits from any person or  
14. authority since incorporation Yes No

(If yes, attach the details of the same)

- \* Whether there is any surplus amount after payment of dues to be transferred to IEPF as per  
15. applicable rule Yes No

If yes, mention the amount to be so transferred

{|

|}

- \* Whether the company is regular in filing of financial statements, annual returns and other due  
16. statutory filings Yes No

- \* Whether NOC is obtained from all the creditors Yes No (If Yes, attach the  
17. NOC)

- \* Whether the company is being regulated by any sectoral regulator Yes No

If yes, attach approval/ concurrence of the regulator and specify the below

Name of the regulator

{|

|}

Letter number {|

| Approval/ concurrence Dated |

|}

19. I \* {|

| - | | the Director of the company hereby affirm that: | - | | a) | The conversion is not being sought with the object of depriving the creditors of their dues or to cause loss or prejudice to any person. | - | | b) | No portion of the income or property of the company has been paid or transferred directly or indirectly by way of dividend or bonus or otherwise to persons who are or have been members or promoters of the company or to any one or more of them or to any persons claiming through any one or more of them. | - | | c) | I/ We shall be liable under section 448 of the Act and under relevant provision of the Indian Penal Code, 1860 and any other law as applicable, if any statement in this application is found to be false or any fact in any material particular is found to be omitted. | }

Attachment(s)

1. \* Memorandum of association;
2. \* Articles of association;
3. \* Copy of board resolution(s);

4. \*Copy of the special resolution passed and Notice convening the general meeting along with the relevant explanatory statement annexed thereto;
5. \*Certificate from CA/CS/CWA (in practise) certifying that the conditions laid down in the Act and rules, have been complied with;
6. \*Statement of assets and liabilities of the company as on the date not earlier than thirty days of that date duly certified by the auditor;
7. \*Copy of valuation report by a registered valuer about the market value of assets;
8. \*Audited financial statements, the Board's reports, annual returns and the audit reports for each of the two financial years immediately preceding the date of the application or, where the company has functioned only for one financial year, for such year;
9. Statement of financial position if applicable;
10. Full details of fixed assets alienated if any, during the preceding three financial years;
11. Written consent of the lenders, if any loan is outstanding;
12. NOC from the concerned authority in case special status;
13. Proof of payment of differential amount;
14. Details of donation/grant/benefit received since incorporation of company;
15. Copy of NOC received from sectoral regulatory authority;
16. NOC from all the creditors
17. Optional attachment(s)

**Declaration**

I am authorized by the Board of Directors of the Company vide \*resolution number\* dated to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and



matters incidental thereto have been complied with.

Ifurther declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form;
3. \* I {

|-|| a \*{Drop down - Values: Chartered Accountant/Company Secretary/ Cost Accountant/} having \*Membership number and \*Certificate of practice number has been engaged to give declaration as per applicable rules and such declaration is attached.|-|| \* To be digitally signed by|-|| Director|-|| \* Director identification number of the director|}

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

For office use only:

eForm Service request no. (SRN)

eForm filing date

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing

(DD/MM/YYYY)

|}

Form No.

INC-19

Notice

[Pursuant to rule

22 the

Companies (Incorporation

) Rules, 2014]

1. Notice is hereby given that in pursuance of sub-section (5) of section 8 of the Companies Act, 2013, an application has been made to the Registrar at ..... for a licence that ----- a limited company may be given a licence to be registered under sub-section (5) of section 8 of the Companies Act, 2013 without the addition of the word "Limited" or the case may be, the words "Private Limited" to its name.
2. The principal objects of the company are as follows:

.....  
 .....  
 .....

3. A copy of the draft memorandum and articles of the proposed company may be seen at.....] [give the address here].

4. Notice is hereby given that any person, firm, company, corporation or body corporate, objecting to this application may communicate such objection to the Registrar at....., within thirty days from the date of publication of this notice, by a letter addressed to the Registrar (give the address) a copy of which shall be forwarded to in the Applicant at (give the address).

Dated this.....day of.....20.....

Name (s) of Applicant

1. \_\_\_\_\_

2. \_\_\_\_\_

{|

FORM NO. INC. 20[Pursuant to Section 8(4) and 8(6) of The Companies Act, 2013 and Rule 23 of The Companies (Incorporation) Rules 2014]

Intimation to Registrar of revocation/ surrender of license issued under section 8

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \* Corporate identification number (CIN) of the company {|

||}

(b) Global location number (GLN) of the company {|

|}

2. (a) Name of the company {|

|-|| (b)| Address of the Registered office address of the company|-||

|-|| (c)| Type the company|

|-|| (d)| email ID of the company|

|}

3. License number issued under Section 8 {|

|}

4. \* Whether application for revocation of license is made

Voluntarily On directions of the central government

5. (a) \* Date of issue of order
- (b) \* Due date for filing the order
- (c) \* SRN of form INC.18
- (d) \* Reason for revocation/ surrender of such license

{|

| - | 6. | \* Mention the name of the company in view of the order of revocation of license under section 8 | - | |

| - | | (The word(s) Private limited, Limited may be added in name of the company and the word(s) like Electoral trust, foundation, forum, association, federation, chambers, confederation, council etc. shall be removed from the name. Thereupon the status of company will be changed accordingly.) | }

Attachment(s)

- (1) \* Copy of order of Central Government;
- (2) \* Copy of altered Memorandum and articles of association;
- (3) \* Declaration of directors for compliance of conditions;
- (4) Optional attachment(s) (if any)

Declaration

I am authorized by the Board of Directors of the Company vide \* resolution number\* dated to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.
  - \* To be digitally signed by
  - \* Designation
  - \* Director identification number of the director; or
  - DIN or PAN of the manager or CEO or CFO;

or

Membership number of the company  
secretary

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

For office use only:

eForm Service request no. (SRN)

eForm filing date (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorizing officer

Date of signing

(DD/MM/YYYY)

|}

{|

[Form No. INC. 20A] [Inserted by Notification No. G.S.R. 1219(E),  
dated 18.12.2018 (w.e.f. 31.3.2014).][Pursuant to Section 10(1)(a) of the  
Companies Act, 2013 and Rule 23A of The Companies (Incorporation)  
Rules 2014]

Declaration  
for commencement of  
business

Form language English Hindi

Refer the instruction kit for filing the form.

1. \*(a) Corporate identification number (CIN) of the company {|

||}

(b) Global location number (GLN) of the company {|

|}

2. (a) Name of the company {|

|-|| (b)| Address of the Registered office address of the company|-||

|-|| (c)| email ID of the company|

|}

3. (a) \*Whether the affairs of the Company is regulated by any sectoral regulator (like RBI in case of  
NBFI activities) Yes No

(b) \*Specify the name of the regulator Specify 'others'

(c) \*Specify the letter number/registration number and date of approval/registration

Attachment(s)

List of  
Attachment

- (1) \*Subscribers Proof of payment for value of shares
- (2) Certificate of Registration issued by the RBI (Only in case of Non-Banking Financial Companies)/ from other regulators
- (3) Optional attachment(s) (if any)

Declaration

I am authorized by the Board of Directors of the Company vide resolution number. \*\* dated to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
  2. All the required attachments have been completely and legibly attached to this form.
  3. Every subscriber to the MOA has paid the value for shares agreed to be taken by him
  4. The company has filed with the registrar a verification of its registered office as provided in subsection (2) of section 12.
- \*To be digitally signed by Director
- \*Director identification number
- Certificate by practicing professional I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder relevant to this form and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.

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

Cost accountant (in whole-time practice) or

\*Whether associate or fellow Associate Fellow

\* Membership number

\* Certificate of practice number

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

This eForm has been taken on  
file maintained by the registrar  
of companies through electronic  
mode and on the basis of  
statement of correctness given  
by the company

[\*] [Omitted 'Form No. INC. 21' by Notification No. G.S.R. 442(E), dated 29.5.2015 (w.e.f. 31.3.2014).]

{

{

FORM NO. INC. 21 [Pursuant to Section 11(1)(a) of the Companies Act, 2013 and Rule 24 of the Companies (Incorporation) Rules 2014] Declaration prior to the commencement of business or company into company of any exercising borrowing powers

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \* Corporate identification number (CIN) of the company {

||

(b) Global location number (GLN) of the company {

||

2. (a) Name of the company {

|| (b) | Address of the registered office address of the company | - ||

|| (c) | email ID of the company |

||

3. (a) \* Whether the affairs of the Company is regulated by any sectoral regulator (like RBI in case of NBFI activities)

Yes No

(b) \* Specify the name of the regulator

{

||

Specify 'others' {

[-|| (c)| \* Specify the letter number/ registration number and date of approval/ registration|}

4. \* Particulars of the paid up capital

Total paid up capital of the company { |

|}

(i) (a) Number of total equity shares { |

| (b)| Nominal amount per equity share|

[-|| (c)| Total amount of equity shares|

|}

(i) (a) Number of total preference shares { |

| (b)| Nominal amount per preference share|

[-|| (c)| Total amount of preference shares|

[-| 5.| Particulars of payment of stamp duty| -|| State or Union territory in respect of which stamp duty is paid| -||

Type of document/ Particulars

Form INC. 21

\*Total amount of stamp paper (in Rs.)

Mode of payment of stamp duty

Name of vendor authorized to sell stamp papers on behalf of the Government

Serial number of stamp paper

Registration number of vendor

Date of purchase of stamp paper

(DD/MM/YYYY)

Place of purchase of stamp paper

|}

Attachments

List of Attachments

(1) \* Specimen signature in form INC.10. { |

[-| (2)| Certificate of Registration issued by the RBI (Only in case of Non-Banking Financial Companies)/ from other regulators| -| (3)| Optional attachment(s) (if any)| | |}

Declaration

I am authorized by the Board of Directors of the Company vide resolution number, \*dated \*to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder

in respect of the subject matter of this form and matters incidental thereto have been complied with. If further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form. Every subscriber to the MOA has paid the value for shares agreed to be taken by him and the paid up capital the company is not less than the 1 lakh rupees in case of private company or 5 lakh rupees in case of public company.
3. The company has filed with the registrar a verification of its registered office as provided in subsection (2) of section 12.
4. \* To be digitally signed by  
Director  
\* Director identification number

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

This eForm has been taken on file maintained by the registrar or companies through electronic mode and on the basis of statement of correctness given by the company.

}}}

{|

[FORM NO. INC. 22] [Substituted by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f. 31.3.2014).] [Pursuant to Section 12(2) & (4) of the Companies Act, 2013 and Rule 25 and 27 of the (Incorporation) Rules 2014]

Form language English Hindi

Refer the instruction kit for filing the form.

Notice of situation  
or change of situation  
of registered office



1. \*This Form is for New company Existing company

2. \*(a) Corporate identity number (CIN) or SRN of RUN { |

| | - | | (b) | Global location number (GLN) of company |

| }

3. (a) Name of the company { |

| - | | (b) | Address of the registered office of the company | - | |

| - | | (c) | Name of the office of existing Registrar of Companies (ROC) | - | |

| - | | (d) | \*Purpose of the form | - | | | Change within local limits of city, town or village | - | | | Change outside local limits of city, town or village, within the same RoC and state | - | | | Change in RoC within the same state | - | | | Change in state within the jurisdiction of same RoC | - | | | Change in state outside the jurisdiction of existing RoC | }

4. Notice is hereby given that

\*(a) The address of the registered office of the company with effect from (DD/MM/YYYY) is The date of incorporation of company is

\* Address Line I { |

| - | | | Line II |

| - | | | \* City |

| - | | | \* District |

| }

\* State/ Union Territory { |

| }

Country { |

| - | | | \* Pin Code |

| - | | | \* email ID |

|}

(b) \* Registered office is

Owned by company

Owned by director (Not taken on lease by company)

Taken on lease by company

Owned by any other entity/ Person (Not taken on lease by company)

(c) \* Name of office of proposed RoC or new RoC

{|

| - || (d) | Full address of the police station under whose jurisdiction the registered office is situated | }

\* Name {|

| - || | \* Address Line I |

| - || | Address Line II |

| - || | \* City |

|}

State/ Union Territory {|

|}

\* Pin code {|

|}

(e) \* Particulars of the Utility Services Bill depicting the address of the registered office (not older than two months)

{|

|}

5. (a) \*SRN of Form MGT-14 {|

| - || (b) | \*SRN of Form No. INC-28 |

|}

(c) \* Date of order of the Central Government {|

| (DD/MM/YY) | }

Attachments List of Attachments

(1) \*Proof of Registered Office address (Conveyance/ Lease deed/Rent Agreement along with the rent receipts) etc.;

{|

||-| (2)| \*Copies of the utility bills as mentioned above (not older than two months);||-| (3)| \*A proof that the Company is permitted to use the address as the registered office of the Company if the same is owned by any other entity/ Person (not taken on lease by company);||-| (4)| \*Copy of order of competent authority;||-| (5)| List of all the companies (specifying their CIN) having the same registered office address, if any;||-| (6)| Optional attachment, if any.||-|||}

## Declaration

$$\mathbf{I}^* \quad \{ |$$

A person named in the articles as a of the company have been authorized by the Board of Directors of the company vide resolution numbered \_\_\_\_\_ dated \_\_\_\_\_ to sign this form and declare that  
 \* all the requirements of The Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with.  
 \* I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.  
 It is hereby further certified that, a having Membership Number \_\_\_\_\_ and certificate of practice number \_\_\_\_\_ certifying this form has been duly engaged for this purpose.  
 \* To be digitally signed by  
 Designation \_\_\_\_\_  
 \* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or  
 Membership number of the Company secretary

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of The Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the company 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:

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;

All the required attachments have been completely and legibility attached to this form;

I further declare that I have personally visited the registered office given in the form at the address mentioned herein above

- 1.
- 2.
- 3.

and verified that the said registered office of the company is functioning for the business purposes of the company.

To be digitally signed by

Chartered accountant (in whole-time practice) or

Cost accountant (in whole-time practice) or

Company secretary (in whole-time practice)

\* Whether associate or fellow Associate Fellow

\* Membership number

{|

| - || \* Certificate or practice number |

|}

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

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby registered

Date of signing

(DD/MM/YYYY)

OR

This eForm has been taken on file maintained by the register of companies through electronic mode and on the basis of statement of correctness given by the filing company

|}

{|

[Form No. INC - 22A] [Inserted by Notification No. G.S.R. 144(E), dated 21.2.2019 (w.e.f. 31.3.2014).] [Rule 25A of The Companies (Incorporation) Rules, 2014]

Active (Active Company Tagging Identities and Verification)

Form language English Hindi

Refer the instruction kit for filing the form.

1.

\*(a) Corporate Identity Number (CIN) of the company

\* (b) Name of the Company

\*(c) Address of registered office (Photo of the Registered Office also showing therein at least one Director(s)/KMP who has affixed his/her Digital Signature to this form is mandatory)

{|

Latitude

Longitude

|-|| (d) \*email ID of the company|||-|| (e) \*Enter OTP for email ID of the company|||-|| (f) \*Whether the company is listedYesNo|-| 2.|-| \*(a) Number of Directors|||-|| (b) The Maximum Number of Directors are beyondlimits prescribed in Companies Act, 2013 based on resolutiondatedfiled vide SRN of Form No. MGT-14|-|| \*(c) List of Directors as on date of filing.|-||

Sr. No	DIN	Name of Directors	Status of DIN
--------	-----	-------------------	------------------

|-|| (Before filing Active Company TaggingIdentities and Verification (ACTIVE) eform, please ensure that theDINs of all Directors are in 'approved' status and are neither'De-activated due to non-filing of DIR-3 KYC' nor 'Disqualifiedu/s 164(2)')|-| 3.|-| \*Details of statutory auditor(s).|-|| \*Number of auditor(s) appointed|-|| I. \*Category of AuditorIndividualAuditor's Firm|-|| \*Income Tax permanent account number of auditoror auditor's firm|||-|| \*Name of the auditor or auditor's firm|||-|| \*Membership Number of auditor or auditor'sfirm's registration number|||-|| \*Period of account for which appointed| From|||-| 4.|-| Whether the company is required to appoint CostAuditor| YesNo|||-|| Number of cost auditor(s)|||-|| I. Category of AuditorIndividualPartnership firmLimited liability partnership|-|| Membership number of the Cost Auditor/ memberrepresenting the Cost Auditor's Firm/LLP|||-|| Name of the cost auditor or member representingthe firm/LLP|||-|| Firm Registration Number(FRN) of the CostAuditor/Cost Auditor's firm/LLP|||-|| Name of the Cost auditor's firm/LLP|||-|| Financial year to be covered by the costauditor(s) From|||-| 5.|-| Details of the Managing director or ChiefExecutive Officer (CEO) or Manager or Whole-time Director of thecompany|-|| Number of roles|||-|| DIN/PAN|||-|| Name|||-|| Designation|||-|| Whether the company has Managing Director or CEOYesNo|-| 6.|-| Details of Company Secretary of the company, ifapplicable.|-|| PAN|||-|| Name|||-|| Membership Number|||-| 7.|-| Details of the Chief Financial Officer (CFO) ofthe company, if applicable.|-|| PAN|||-|| Name|||-| 8.|-| \*Details of forms AOC-4/AOC-4 XBRL and MGT-7filed for FY 2017-18|-|| \*SRN of AOC-4/ AOC-4 XBRL|||-|| \*SRN of MGT-7|||-| Attachments| List of attachments|-|| 1. \*Photograph of Registered Office showingexternal buildingand inside office also showing therein atleastone director/KMPwho has affixed his/her Digital Signature tothis form.|-|| 2. Optional Attachment(s), if any|||-|||-|| Declaration|-| I hereby declare that the registered Office issituated in the address mentioned above, the details ofdirectors, KMP, auditors are presently associated with thecompany are correct.|-| Verification|-| I, hereby confirm and verify that theparticulars given in the Form herein above are true and also arein agreement with the documents maintained by the company.|-|| To be digitally signed by one director in caseof OPC.|-|| To be digitally signed by one director and oneKMP or two directors in case of other than OPC|-|| \*Designation|||-|| \*DIN|||-|| \*Designation|||-|| \* DIN of the director; or DIN or PAN of themanager orCEO or CFO; or Membership number of the secretary|||-| Certification|-| I declare that I have been duly engaged for thepurpose of certification/verification of this form. It is herebycertified that:|-|| \* I have satisfied myself about the identity ofthe company and its address based on the perusal of the originalof the attached document.|-|| \* All required attachments have been completelyattached to this application|-|| \* 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 records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.|-| \*I further certify that:|-| • \*email ID belong to the Company. • \* All the required attachments have been completely and legibly attached to this form; • \*I have kept a copy of this form and attachments thereto, in my records for further reference. • \*It is understood that I shall be liable for action under section 448 of The Companies Act, 2013 for wrong certifications, if any found at any stage.|-| \*To be digitally signed by|||-| \*Category|||-| \*Whether Associate or Fellow Associate Fellow|-| \*Membership Number|||-| \*Certificate of Practice Number|||-|

Note: Attention is drawn to the provisions of sections 7(5) and 7(6) which, inter-alia, provide 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 / certificate and punishment for false evidence respectively.|-| This e-Form has been taken on file maintained by the register of companies through electronic mode and on the basis of statement of correctness given by the Director and professional|}|}

{|

[FORM NO. INC. 23] [Substituted by Notification No. G.S.R. 955(E), dated 27.7.2017 (w.e.f. 31.3.2014).][Pursuant to Section 12(5) and 13(4) of The Companies Act, 2013 and Rule 28 and 30 of the Companies Rules 2014]

Application to the Regional Director for approval to shift the Registered Office from one state to another state or from jurisdiction of one Registrar to another Registrar within the same State

Form language English Hindi

Refer the instruction kit for filing the form.

1. \*Application is for shifting the Registered Office from  
One state to another state  
One registrar to another registrar within the State
2. (a) \*Corporate identity number (CIN) of company {|

||}

(b) Global location  
number (GLN) of {|  
company

|}

3. (a) Name of the company {|

|-|| (b)| Address of the registered office of the company|-||

|-|| (c)| Name of the existing ROC|

}]

4. \*(a) Name of the state/ Union territory where the new registered office of the company would be situated

{|

|-|| \*(b)| Name of the office of new ROC where the new proposed registered office of the company would be situated|-||

|-|| \*(c)| Reasons for shifting the registered office|-||

}]

5. \*(a) Service request number of Form MGT.14 {|

|-|| \*(b)| Date of filing Form MGT.14|

|-|| \*(c)| Date of passing the special resolution|

}]

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

(i) Number of members

{|

|-|| (ii)| Number of shares held by them|

|-|| (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|

|}

7. \*(a) Total Number of creditors  
\*(b) Total Number of depositors  
\*(c) Total Number of debenture holders  
(d) Brief details of the objections, if received any in response to the advertisement  
{|

|}

8. \*Whether any prosecution is pending against the company under the Act  
Yes No  
If yes, Give brief details of the prosecution  
{|

|}

9. \*Whether any of the following is initiated against the company under the Act  
inquiry inspection investigation  
If yes, Give brief details of the inquiry, inspection, investigation  
{|

|}

10. \*Whether the company has serviced the copy of the application with complete annexures with the Registrar and the chief secretary of the state  
Yes No  
If yes, specify the date of service  
{|

|}

11. Facts of the case are given below  
{|

| - | | (Give a concise statement of facts in a chronological order, each paragraph containing as nearly as possible a separate issue, fact or otherwise) | }

#### Attachments

1. \*Copy of Memorandum of Association;
2. \*Copy of special resolution sanctioning alteration;
3. \*Copy of the minutes of the general meeting authorizing such alteration;
4. \*Power of attorney/ vakalatnama/ Board resolution;
5. Declaration by directors about no retrenchment of employees;



6. \*Copy of newspaper advertisement for notice of shifting theregistered office;
7. Proof of service of the application to the Registrar, Chiefsecretary of the state, SEBI or any other regulatory authority(if applicable);
8. List of creditors or debenture holders duly verified, as per proviso to sub rule (2)to Rule 30
9. Copy of objections (if received any);
10. Optional attachment(s), if any including those filed in MCA portal (investors complaint form).

#### Declaration

I am authorized by the Board of Directors of theCompany vide resolution number \*Dated \*to sign this form anddeclare that all the requirements of Companies Act, 2013 and therules made thereunder in respect of the subject matter of thisform and matters incidental thereto have been complied with. Ifurther declare that:

Whatever is stated in this form and in theattachments thereto is true, correct and complete and noinformation material to the subject matter of this form has been suppressed or concealed and is as per the original recordsmaintained by the company.

All the required attachments have been completely and legiblyattached to this form

Any application, writ petition or suit had notbeen filed regarding the matter in respect of which thispetition/ application has been made, before any court of law orany other authority or any other Bench or the Board and not anysuch application, writ petition or suit is pending before any ofthem.

the company has not defaulted in payment of dues to its workmen and has either the consent of itscreditors for the proposed shifting or has made necessary provision for the payment thereof.

the company shall not seek change in the jurisdiction of the Court where cases for prosecution arepending.

\*To be digitally signed by

\*Designation

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

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

For office use only:

eForm Service request no. (SRN) eForm filing date

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing (DD/MM/YYYY)

|}

{|

[FORM NO. INC. 24] [Substituted by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f. 31.3.2014)] [Pursuant to Section 13(2) of the Companies Act, 2013 and Rule 29(2) of the Companies (Incorporation I) Rules 2014]

Application for approval of  
Central Government for  
change of name

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \*Corporate identity number (CIN) of company {|

||}

(b) Global location  
number (GLN) of {|  
company

|}

2. (a) Name of the company {|

|-|| (b) | Address of the registered office of the company |-||

|-|| (c) | email ID of the company |

|}

3. \*Service Request  
Number (SRN) of {|  
RUN

||}

(b) Proposed name of the company

{|

|}

4. \*Reason(s) for change of name

{|

|}

5. \*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|

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

|}

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

{|

|}

7. (a) Number of members present at the meeting where the special resolution was passed for change of name and number of shares held by them

(i) Number of members

{ |

|-|| (ii)| Number of shares held by them|

|-|| (b)| Number of members who voted in favour of change of name and number of shares held by them|-|| (i)| \*Number of members|

|-|| (ii)| Number of shares held by them|

|-|| (c)| Number of members who voted against the change of name 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 List of Attachments

(1) \* Minutes of the members meeting {|

|-| (2)| Optional attachment(s) (if any)||}

#### Declaration

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete and company has obtained all the mandatory approvals from the concerned authorities and departments in respect of change of name of the company.

I have been authorized by the Board of director's resolution number \*dated \*(DD/MM/YYYY) to sign and submit this application.

\*To be digitally signed by

{|

\* Designation

|-| \*Director identification number of the director; or|-| DIN or PAN of the manager or CEO or CFO;  
or|-| Membership number of the company secretary|}

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

For office use only:

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

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing (DD/MM/YYYY)

|}

Form No. INC-25

Certificate of Incorporation pursuant to change of name

[Pursuant to rule 29 the Companies (Incorporation) Rules, 2014]

I hereby certify that the name of the company has been changed  
from.....to..... with  
effect from the date of this certificate and that the company is limited by  
shares/limited by guarantee/ unlimited company.

The CIN of the company is.....

Given under my handat ..... this ..... day of..... two thousand .....

SEAL: .....

Registrar of Companies

.....

(State)

[Form No. INC-25A] [Inserted by Notification No. G.S.R. 1219(E), dated 18.12.2018 (w.e.f. 31.3.2014).]Advertisement to be published in the newspaper for conversion of public company into a private companyBefore the Regional Director, Ministry of Corporate Affairs.....RegionIn the matter of the Companies Act, 2013, section 14 of Companies Act, 2013 and rule 41 of the Companies (Incorporation) Rules, 2014ANDIn the matter of \_M/s..... (company name) having its registered office at \_\_\_\_\_, Applicant Notice is hereby given to the general public that the company intending to make an application to the Central Government under section 14 of the Companies Act, 2013 read with aforesaid rules and is desirous of converting into a private limited company in terms of the special resolution passed at the Annual General Meeting/ Extra Ordinary General Meeting held on \_\_\_\_\_ to enable the company to give effect for such conversion.Any person whose interest is likely to be affected by the proposed change/status of the company may deliver or cause to be delivered or send by registered post of his objections supported by an affidavit stating the nature of his interest and grounds of opposition to the concerned Regional Director (complete address of the Regional Director to be given), within fourteen days from the date of publication of this notice with a copy to the applicant company at its registered office at the address mentioned below:For and on behalf of the Applicant.....Director with DINComplete address of registered officeDate.....Place.....[Form No INC-26] [Substituted by Notification No. G.S.R. 955(E), dated 27.7.2017 (w.e.f. 31.3.2014).][Pursuant to rule 30 the Companies (Incorporation) Rules, 2014]Advertisement to be published in the newspaper for change of registered office of the company from one state to anotherBefore the Central Government.....RegionIn the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014ANDIn the matter of \_\_\_\_\_ Limited having its registered office at \_\_\_\_\_, PetitionerNotice is hereby given to the General Public that the company proposes to make application to the Central Government under section 13 of the Companies Act, 2013 seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed at the Annual General Meeting/ Extra ordinary general meeting held on \_\_\_\_\_ to enable the company to change its Registered Office from "State of \_\_\_\_\_" to "State of \_\_\_\_\_".Any person whose interest is likely to be affected by the proposed change of the registered office of the company may deliver either on the MCA-21 portal (www.mca.gov.in) by filing investor complaint form or cause to be delivered or send by registered post of his/ her objections supported by an affidavit stating the nature of his/ her interest and grounds of opposition to the the Regional Director at the address \_\_\_\_\_within fourteen days of the date of publication of this notice with a copy to the applicant company with a copy of the applicant company at its registered office at the address mentioned below :For and on behalf of the

Applicant.....DirectorDate.....Place.....Note : - Strike off whichever is not applicable.

{|

FORM NO. INC. 27[Pursuant to section 14 of the Companies Act, 2013and Rule 33 the Companies (Incorporation) Rules 2014]

Conversion of public companyinto private company or privatecompany into public company

Form languageEnglishHindi

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

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

||}

(b) Global location number (GLN) {|

|}

3. (a) Name of the company {|

|}

(b) Address of Registered office

{|

|}

(c) email ID of the company {|

|}

4. \*Reason(s) for conversion

{|

|}

5. \*Particulars of filing Form MGT. 14 with Registrar of Companies

\*(a)

Service request number of Form MGT.14 {|

|-|| \*(b)| Date of passing the special resolution|

|-|| \*(c)| Date of filing Form MGT.14|

}]

6. \*Particulars of the order of competent authority

(a) Date of passing the order { |

| - || \*(b) | Date of receiving the order |

}]

7. Name of the company at the time of incorporation (to be displayed in the certificate)

{ |

}]

8. (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 |

| - || (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. \*Altered Articles of Association;
3. \*Order of competent authority ;
4. Order for condonation of delay;
5. Optional attachment(s) (if any)

Declaration

To the best of my knowledge and belief, the information given in this application and its attachments are correct and complete. The company has obtained all the mandatory approvals from the concerned authorities and departments and substantial creditors. I have been authorized by the Board of director's resolution number \*dated \*to sign and submit this application.

\*To be digitally signed by

\*Designation

\*Director identification number of the director; or

DIN or PAN of the manager or CEO or CFO; or

Membership number of the company secretary

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

For office use only:

eForm Service request no. (SRN)

eForm filing date (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorizing officer

Date of signing

(DD/MM/YYYY)

|}

{|

FORM NO. INC. 28 Notice of Order of the Court or any other competent authority

Form language English Hindi

Refer the instruction kit for filing the form.

1. (a) \*Corporate identity number (CIN) or foreign company registration number (FCRN) of the company { |

| |}

- (b) Global location  
number (GLN) of { |  
company

|}

2. (a) Name of the company { |

| - | | (b) | Address of the registered office or of the principal place of business in India of the company | - | |

| - | | (c) | email ID of the company |

|}



3. (a) Order passed by

(b) Name of the court or Tribunal or any other competent authority

{|

| - || (c) | Location |

| - || (d) | \*Petition or application number | - ||

| - || (e) | \*Order number | - ||

|}

4. \*Date of passing the order (DD/MM/YYYY)

5. (a) (i) Section of the Companies Act, 2013 under which order passed {|

| - || (ii) Section of the Companies Act, 1956 under which order passed |

| - || (b) | If others, mention | - ||

|}

\*Number of days within which order is to be filed with Registrar (To be entered

6. pursuant to aforesaid sections or in terms of court order or Tribunal order or (DD/MM/YYYY)  
order of the competent authority, as the case may be)

7. Date of application to court or Tribunal or the competent authority for issue of (DD/MM/YYYY)  
certified copy of order

8. \*Date of issue of certified copy of order (DD/MM/YYYY)

9. Due date by which order is to be filed with Registrar (DD/MM/YYYY)

10. In case of compounding of offence, enter Service request number (SRN)(s) of Form 61.

11. In case of amalgamation, mention whether company filing the form is transferor or transferee  
Transferor Transferee

(a) Details of transferee company

{|

CIN {|

|| - | Name |

| - | Appointed date of amalgamation |

| (DD/MM/YYYY) | } | - || (b) Details of transferor company(s) | - || Number of transferor company(s) | }

I. {  
 Category of the transferor company(s) {  
  
 | - | CIN or FCRN or any other registration number |  
  
 | | - | Name |  
  
 | - | Appointed date of amalgamation |  
  
 | (DD/MM/YYYY) (SRN of Form INC.28) | } | - | II. |  
 Category of the transferor company(s) {  
  
 | - | CIN or FCRN or any other registration number |  
  
 | | - | Name |  
  
 | - | Appointed date of amalgamation |  
  
 | (DD/MM/YYYY) (SRN of Form INC.28) | } | - | III. |  
 Category of the transferor company(s) {  
  
 | - | CIN or FCRN or any other registration number |  
  
 | | - | Name |  
  
 | - | Appointed date of amalgamation |  
  
 | (DD/MM/YYYY) (SRN of Form INC.28) | } | - | IV. |  
 Category of the transferor company(s) {  
  
 | - | CIN or FCRN or any other registration number |  
  
 | | - | Name |  
  
 | - | Appointed date of amalgamation |  
  
 | (DD/MM/YYYY) (SRN of Form INC.28) | } | - | V. |  
 Category of the transferor company(s) {  
  
 | - | CIN or FCRN or any other registration number |

||-| Name|

|-| Appointed date of amalgamation|

| (DD/MM/YYYY) (SRN of Form INC.28) ||}|}

12. In case of winding up, provide the following details

(a)

(i) Date of commencement of winding up under section 445 of the Companies Act, 1956 (DD/MM/YYYY)

(ii) Income-tax permanent account number (Income-tax PAN)

(iii) Name of liquidator { |

|-||| (iv) Address of liquidator|}

Line I { |

|-||| Line II|

|-||| City|

|-||| State|

|-||| Country|

|-||| Pin code|

|}

(b) Date with effect from which winding up proceedings have been stayed under section 466 of the Companies Act, 1956 { |

| (DD/MM/YYYY) |-|| (c) | Date of dissolution under section

## 481. of the Companies Act, 1956

|

| (DD/MM/YYYY) |-|| (d) | (i) | Date with effect from which dissolution has been declared as void under section

## 559. of the Companies Act, 1956

|

| (DD/MM/YYYY)|}

(ii) Whether the order is in the respect of company dissolved under section 394 of the Companies Act, 1956 Yes No

(iii) If yes, provide details of the transferor company whose dissolution has been declared as void

{|

CIN or  
FCRN {|

||-| Name|

|-| Date of amalgamation|

| (DD/MM/YYYY)|}|}

(e) Date with effect from which dissolution has been declared as void Under section 252 of the Companies Act, 2013 {|

|}

13. (a) SRN of relevant form {|

|-|| (Mention the SRN of relevant form INC. 22, INC. 28, CHG. 1, CHG. 4, CHG. 9, MGT. 14 or any other form; if applicable)|}

(b) Date of special resolution under section 66(1) of the Companies Act, 2013 {|

| (DD/MM/YYYY)|}

(c) SRN of relevant Form INC. 23 or CHG. 8, If applicable {|

|}

14. \* Whether penalty involved or not Yes No  
If yes, SRN of payment of penalty {|

|}

Attachments List of attachments

1. \*Copy of court order or NCLT or CLB or order by any other competent authority { |

2. Optional attachment(s) - if any { | - | | | | }

Declaration

I am authorized by the Board of Directors of the Company vide resolution no. \*Dated \*to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

2. All the required attachments have been completely and legibly attached to this form  
\*To be digitally signed by  
Particulars of the person signing and submitting the form

\*Name { |

| - | Capacity |

| - | \*Designation | | }

DIN or Income-tax PAN or Membership number { |

| }

Note. - Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

For office use only:

eForm Service request no. (SRN)

eForm filing date (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorizing officer

Date of signing

(DD/MM/YYYY)

}}

{|

[FORM NO. INC-32] [Substituted by Notification No. G.S.R. 49(E), dated 20.1.2018 (w.e.f. 31.3.2014)] [[pursuant to sections 4, 8(1), 7, 12, 152 and 153] [Substituted by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] of the Companies Act, 2013 read with rule made thereunder]

(Simplified Proforma for Incorporating Company Electronically)

Form language English Hindi

Refer the instruction kit for filing the form.

\*Whether name is already approved by Registrar of Companies Yes No

SRN of RUN {|

||}

Entity Type {|

}}

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 |

| - || (e) | \*Whether proposed company is an IFSC company | Yes No | - || (f) | \*Company is | Having share capital Not having share capital | - || (g) [ [Omitted '(g) Section 8 license number' by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] | \*\*\* ]

}}

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

| - || | Description of the main division | - ||

| - || (b) | Whether Articles of Association is entrenched |

Yes No

| - || | Details of such articles | - ||

Sr. No. Articles 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 Unclassified

Number of shares

Nominal amount per share (in Rupees)

Total amount (in Rupees)

|}

Total subscribed share capital (in Rupees) {|

||}

{|

Subscribed share capital

Equity Preference Unclassified

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 companyYesNo

(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)|

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 proposed name includes the phrase 'Electoral trust' YesNo

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

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

(iv) Whether the name is similarExisting Indian CompanyForeign body corporate[Attach the copy of No Objection Certification by way of Board resolution (duly attest by a director/KMP of that company) or in the case of foreign company, authority given through constitutional document]Provide CIN{|

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 ActYesNo

(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

{|

Having valid DIN

Not  
having  
valid DIN

Total number of first subscribes(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\* Corporate identity number (CIN) or foreign company{|

\*Name of the body corporate

Registered office address or Principal place of business in India or Principal place of business  
outside India

\*Line I

Line II

City

\* State/ Union Territory      \*Pin  
code

\* ISO Country code

Country

\* Phone (with STD code)      -

Fax

\*email id

Particular of the authorised person

\*First name      {|

|-| Middle Name|

|-| \*Surname|

|-| Father's First Name|

|-| Father's Middle Name|

|-| Father's Surname|

|-| \* Gender\* Date of Birth\* Nationality|-| PANPassport Number|-| Aadhaar number|-| \*Place of Birth (District & State)|

|-| \*Occupation type|

|-| \* Area of Occupation|

|-| \*Educational qualification|

|-|||-| Present address|||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)-|

|-| Mobile|||-| Fax|

|-| email id|

Kind of shares subscribed    Number of subscribed shares    Amount of shares subscribed

Equity shares

Preferences shares

|}}|}

c

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

I

{|

\* Director Identification number (DIN)

Provide CIN{|

Name

Kind of shares subscribed   Number of subscribed shares   Amount of shares subscribed

Equity shares

Preferences shares

{}|}

I                      {|

\*First name {|

|-| Middle Name|

|-| \*Surname|

|-| Father's First Name|

|-| Father's Middle Name|

|-| Father's Surname|

|-| \* Gender\* Date of Birth\* Nationality|-| \*Place of Birth|

|-| \* Occupation TypeSelf-employedProfessionalHomemakerStudentServiceman|-| Area of Occupation|

|-| If 'Others' selected, please specify|

|-| \* Educational Qualification|

|-| PANPassport Number|-| Aadhaar number|

|-| \* email ID|

|-| Permanent address|||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

| - | \* Phone (with STD/ ISD code) - |

|-| \*Whether present residential address same as permanent residential addressYesNo|-| Present  
Address|-| \*Line I|

|-| Line II|

$$|-| * \text{City}|$$

| - | \*State/ Union Territory|

| \* Pin code|-| \*ISO Country code|-| Country|

|-| \* Phone (with STD/ ISD code)|

| - | \*Duration of stay at present addressyear(s)month(s)| - |

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

|-| \*Proof of identity|

|-| \*Residential Proof|

|-| Submit the proof of identify and proof of address under attachments|-|

Kind of shares subscribed	Number of subscribed shares	Amount of share subscribed
---------------------------	-----------------------------	----------------------------

Equity shares

## Preference shares

$$|\}|\}$$

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

$$\mathbf{I} \quad \{|\}$$

\* Director Identification number (DIN){|

 $\{$ 

\* 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

|-|

Kind of shares subscribed   Number of subscribed shares   Amount of share 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

|-|

Other (specify)

|})|})|})|})

I                    {|

\*First name {|

|-| Middle Name|

|-| \*Surname|

|-| Father's First Name|

|-| Father's Middle Name|

|-| Father's Surname|

|-| \* Gender\* Date of Birth\* Nationality|-| \*Place of Birth|

|-| \* Whether citizen of IndiaYesNo \* Whether resident of IndiaYesNo|-| \* Occupation  
TypeSelf-employedProfessionalHomemakerstudentServiceman|-| Area of Occupation|

|-| If 'Others' selected, please specify|

|-| \* Educational Qualification|

|-| PANPassport Number|-| \* Designation\* Category|-| WhetherChairmanExecutive  
directorNon-executive director|-|

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

|-| \* email ID|

|-| Permanent address||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \* ISO Country codeCountry|-| \* Phone (with STD/ISD code)-|-| \*Whether present  
residential address same as permanent residential addressYesNo|-| Present Address|-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \* ISO Country codeCountry|-| \* Phone (with STD/ ISD code)|

|-| \*Duration of stay at present addressyear(s)month(s)|-|

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

|-| \* Proof of identity\* Residential Proof|-| Voter's identity card number|-| Driving license  
number|-| Aadhaar number|-| Submit the proof of identify and proof of address under  
attachments|-|

Kind of shares subscribed   Number of subscribed shares   Amount of share 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

| - |

Other (specify)

| } | } | }

e

\* Particular of directors (other than first subscribers)

I

{ |

\* Director Identification number (DIN) { |

{ |

\* 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

| - |

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

| - |

Other (specify)

| } | } | } | }

I { |

\*First name { |

| - | Middle Name |

| - | \*Surname |

| - | Father's First Name |

| - | Father's Middle Name |

| - | Father's Surname |

| - | \* Gender \* Date of Birth \* Nationality | - | \*Place of Birth |

| - | \* Whether citizen of India Yes No \* Whether resident of India Yes No | - | \* Occupation  
Type Self-employed Professional Homemaker student Serviceman | - | Area of Occupation |

| - | If 'Others' selected, please specify |

| - | \* Educational Qualification |

| - | PAN/Passport Number | - | \* Designation \* Category | - | Whether Chairman/Executive  
director/Non-executive director | - |

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

| - | \* email ID |

| - | Permanent address | | - | \*Line I |

| - | Line II |

| - | \*City |

| - | \*State/ Union Territory |

| \* Pin code | - | \* ISO Country code Country | - | \* Phone (with STD/ISD code) - | - | \*Whether present



residential address same as permanent residential address Yes No | - | Present Address | - | \*Line I |

| - | Line II |

| - | \*City |

| - | \*State/ Union Territory |

| \* Pin code | - | \* ISO Country code Country | - | \* Phone (with STD/ISD code) | - | \*Duration of stay at present address year(s) month(s) | - |

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

| - | \* Proof of identity\* Residential Proof | - | Voter's identity card number | - | Driving license number | - | Aadhaar number | - | Submit the proof of identify and proof of address under attachments | - |

Number of entities in which director have interest

| - |

{ |

\* Registration Number

| - |

\* Name

| - |

\* Address

| - | Nature of interest |

\* Designation

| - |

Percentage of Shareholding      Amount

| - |

Other (specify)

| } | } | }

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.

\*Particular of  
the Nominee

(b)

{|

\* Director

Identification  
number (DIN)

\*First name {|

|-| Middle Name|

|-| \*Surname|

|-| Father's First Name|

|-| Father's Middle Name|

|-| Father's Surname|

|-| \* Gender\* Date of Birth\* Nationality|-| \* Income-tax PAN|-| Aadhaar number|-| \*Place of Birth  
(District & State)|

|-| \* Occupation Type|-| Area of Occupation|

|-| \* Educational Qualification|

|-| Permanent address|||-| \*Line I|

|-| Line II|

|-| \*City|

|-| \*State/ Union Territory|

| \* Pin code|-| \* ISO Country code|-| Country|

|-| \* Phone (with STD/ISD code)-|-| \* Mobile|-| \* Fax|-| e-mail|

|-| \*Whether present address is same as permanent addressYesNo|-| Present Address|

|-| \*Line I|||-| Line II|

| - | \*City|

| - | \*State/ Union Territory|

| \* Pin code| - | \* ISO Country code| - | Country|

| - | \* Phone (with STD/ ISD code)| - | \* Mobile| - | \* Fax| - | \*Duration of stay at present address  
Year(s)Month(s)| - |

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

| - | \* Proof of identity\* Residential Proof| } | }

8. Particular of payment of stamp duty  
(a) State or Union territory in respect of which stamp duty is paid or to be paid  
(b) \*Whether stamp duty is to be paid electronically through MCA21 system Yes No Not applicable  
(i) Details of stamp duty to be paid  
{ |

Type of documents/Particulars

Form

Memorandum of association

Articles of association

Amount of stamp duty to be paid (in Rs.)

{ |

|

|

| } | - | | (ii) Provide details of stamp duty already paid| - | |

Type of document/ Particulars Form Memorandum of association Articles of association { |  
Other

| - | 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 paper 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)  
Tye of Unit Factory Establishment

		{
Exact nature of Work/ Business carried on	Work Sub category	
		}}}
		{
11.	^Does the Employees Provident Fund and Miscellaneous Provision Act 1952 apply to the establishmentEFP and MP ActVoluntary Coverage	
12.	^Number of employees to be covered under Employees Provident Fund Act	
13.	^Number of Employees earning wages less than Rupees fifteen thousand employed directly or through contractor to be covered under Employees State Insurance Act	
		{
14.	^Do you need Importer Exporter codeYes;No	
15.	^Particulars of Investment	
		}
		{
Investment	Proposed amount in (Rupees)	
(A) land (for rented premises, capitalised value of the same to be indicated)		
(B) building		
(C) plant and machinery		
(I) indigenous		
(II) import		
(A) cif value		
(B) landed cost		
(III) Total [(I) + (II)(B)]		
^The information in serial number 10-15 are mandatorily required for Employees State Insurance Corporation registration, Employees Provident Fund, Employees State Insurance registration, Importer Exporter Code Registration in case of applicant desirous of applying for these service at the time of incorporation of a company and this facility is available at e-Biz Portal only as per separate procedure prescribed by e-Biz Portal. These services (Serial number 10-15) will not be available form forms filed on MCA21 Portal and no cognizance will be taken of entries in those fields if the form is filed on MCA21 Portal		
Attachments	List of attachments	
1.	* Memorandum of association;	
2.	* Articles of Association;	

- |     |   |
|-----|---|
| 3.  | *[Declaration by first subscriber(s) and director(s)] [Substituted 'Affidavit and declaration by first subscriber(s) and director(s)' by Notification No. G.S.R. 708(E), dated 27.7.2018 (w.e.f. 31.3.2014).] |
| 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.  | In principle approval from the concerned regulator;   |
| 9.  | Copy of certificate of incorporation of the foreign body corporate and resolution passed by foreign company or authority given through constitutional document;   |
| 10. | Resolution passed by promoter company;  |

11. NOC from existing Indian company or foreign company;
12. Interest of first director(s) in other entities;
13. Consent of Nominee (INC-3);
14. Proof of identity and residential address of subscribers;
15. Proof of identity and residential address of nominee;
16. Proof of identity and address of Applicant I;
17. Proof of identity and address of Applicant II;
18. Proof of identity and address of Applicant III;
19. Resolution of unregistered companies in case of Chapter XXI (Part I) companies
20. [ [Inserted by Notification No. G.S.R. 411(E), dated 7.6.2019 (w.e.f. 31.3.2014).] Declaration in Form No. INC-14;
21. Declaration in Form No. INC-15;
22. Optional attachment(s), (if any).]

#### Declaration

I have gone through the provision of the Companies Act, 2013, the rules thereunder and prescribed guidelines frame 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 partnership (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 provision of the Act for resemblance of name and Rules thereof.

The proposed name is not in violation of the provision 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 names 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 provision 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 provision 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.

{|

I

| - | , a person named in the articles as a director of the company has been duly authorized by the promoter 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 matter 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 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 promoter and the first directors, hereby declare that the registered office is capable of receiving and acknowledging all communication 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 promoter subscribing to the Memorandum of Association and Articles of Association. | - | I, on behalf of the proposed Director whose particulars for allotments 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 section 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 Section 154, 155, 447 and 448 read with section 449, 450 and 451 of the companies Act, 2013. | - | | - | having Membership number and / or certificate of practice number has been engaged to give declaration under section 7(1) and such declaration is attached | }



Note : Attention is drawn to the provision of section 7(5) and 7(6) which, in addition, provides that furnishing of any false or incorrect particular 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

\* 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 provision 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 attachments(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 provision of section 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 officer 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 premises of 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 will be 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 or Fellow|-| \* Membership number|-| Certificate of practice number|-| \* Income-tax PAN|}

For office use only:

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

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing

(DD/MM/YYYY)

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[Pursuant to Schedule I (see sections 4 and 5) the Companies Act, 2013][Form No. INC-33]  
[Inserted by Notification No. G.S.R. 936(E), dated 1.10.2016.]

SPICE  
MOA(e-Memorandum of Association)

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MOA  
languageEnglishHindi

SRN of form INC - 1

\*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

1stThe name of the company is

{ |

| - | 2ndThe registered office of the company will be situated in the State of3rd(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:| - | - | 4thThe liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.| - | 5thThe share capital of the company isrupees, divided into| }

Share of Rupees each

6thWe, 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				

Total Shares

Taken

| -

Signed before  
me

Name	Address, Description and Occupation	DIN/PAN/Passport number/Membership number	DSC Dated
------	-------------------------------------	---	-----------

7thShri/Smt.,resident ofagedybe 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**

1st The name of the company is

2nd The registered office of the company will be situated in the State of

3nd (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:

4th The liability of the member(s) is limited. 5th 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 contributories among themselves), such amount as may be required, not exceeding rupees.

6th 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
------	-------------------------------------	---	-----------

7th Shri/Smt., resident of aged 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

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| - | 2nd The registered office of the company will be situated in the State of 3rd (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: | - | - | 4th The liability of the member(s) is limited. | - | 5th 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 contributories among themselves), such amount as may be required, not exceeding rupees. 6th The share capital of the company is rupees, divided into. }

Share of Rupees each

7th 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
------	-------------------------------------	---	-----------

8th Shri/Smt., resident of aged by be the nominee in the event of death of the sole member.

Table D- Memorandum of Association of Unlimited Company and Not Having Share Capital

1st The name of the company is

2nd The registered office of the company will be situated in the State of

3rd (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:

4th The liability of the member(s) is unlimited. 5th We, the several persons, whose names and address 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
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6thShri/Smt.resident ofagedyears 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

1stThe name of the company is

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| - | 2ndThe registered office of the company will be situated in the State of3rd(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:| - | | 4thThe liability of the member(s) is unlimited.| - | 5thThe share capital of the company isrupees, divided into|}

Share of Rupees each

6thWe, 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
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7thShri/Smt.resident ofagedybe the nominee in the event of death of the sole member.

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[Pursuant to Schedule I (see sections 4 and 5) the  
Companies Act, 2013][Form No. INC-34] [Inserted

SPICE AOA(e -  
Articles of

by Notification No. G.S.R. 936(E), dated 1.10.2016.]

Association)

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AOA

languageEnglishHindi

SRN of form INC - 1

\*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
			<p>Interpretation</p> <p>(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 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> <p>Share capital and variation of rights</p> <p>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> <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, -(a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the share to which it relates and the amount paid-up thereon. (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>

(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. (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

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.

(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. (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. (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.

(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. (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis 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.

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 pari passu 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.

#### Lien

(i) The company shall have a first and paramount lien -(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 (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: 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. (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.

The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made -(a) unless a sum in respect of which the lien exists is presently payable; or (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.

(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (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.

(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. (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.

#### Calls on shares

(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. (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. (iii) A call may be revoked or postponed at the discretion of the Board.

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.

(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. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

(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. (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.

The Board - (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 (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 percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### Transfer of shares

(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (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.

The Board may, subject to the right of appeal conferred by section 58 decline to register - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.

The Board may decline to recognise any instrument of transfer unless—(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (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 (c) the instrument of transfer is in respect of only one class of shares.

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: 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.

#### Transmission of shares

(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. (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.

(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—(a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made. (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.

(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. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (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.

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 there 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: 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.

In case of a One Person Company - (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; (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; (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; (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.

#### Forfeiture of shares

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.

The notice aforesaid shall - (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 (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.

#### Alteration of capital

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 resolution, - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (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; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (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.

Where shares are converted into stock, - (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: 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. (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. (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.

The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, - (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.

#### Capitalisation of profits

(i) The company in general meeting may, upon the recommendation of the Board, resolve - (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 (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. (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 - (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (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; (C) partly in the ways specified in sub-clause (A) and partly in that specified in sub-clause (B); (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; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall - (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 (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power - (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 (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; (iii) Any agreement made under such authority shall be effective and binding on such members.

#### Buy-back of shares

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.

#### General meetings

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.

#### Proceedings at general meetings

(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 minutesbook shall be signed and dated by the member;(iii) the resolution shall become effective fromthe date of signing such minutes by the sole member.

#### Adjournment of meeting

(i) The Chairperson may, with theconsent of any meeting at which a quorum is present, and shall,if so directed by the meeting, adjourn the meeting from time totime and from place to place.(ii) No business shall betransacted at any adjourned meeting other than the business leftunfinished at the meeting from which the adjournment took place.(iii) When a meetingis adjourned for thirty days or more, notice of the adjournedmeeting shall be given as in the case of an original meeting.(iv) Save as aforesaid, and as provided insection 103 of the Act, it shall not be necessary to give anynotice of an adjournment or of the business to be transacted atan adjourned meeting.

#### Voting rights

Subject to any rightsor restrictions for the time being attached to any class orclasses of shares, -(a) on a show ofhands, every member present in person shall have one vote; and(b) on a poll, the voting rights of membersshall be in proportion to his share in the paid-up equity sharecapital of the company.

A member may exercise his vote at a meeting byelectronic means in accordance with section 108 and shall voteonly once.

(i) In the case ofjoint holders, the vote of the senior who tenders a vote, whetherin person or by proxy, shall be accepted to the exclusion of thevotes of the other joint holders.(ii) For this purpose, seniority shall bedetermined by the order in which the names stand in the registerof members.

A member of unsound mind, or in respect of whoman order has been made by any court having jurisdiction inlunacy, may vote, whether on a show of hands or on a poll, by hiscommittee or other legal guardian, and any such committee orguardian may, on a poll, vote by proxy.

Any business other than that upon which a pollhas been demanded may be proceeded with, pending the taking ofthe poll.

No member shall be entitled to vote at anygeneral meeting unless all calls or other sums presently payableby him in respect of shares in the company have been paid

(i) No objectionshall be raised to the qualification of any voter except at themeeting or adjourned meeting at which the vote objected to isgiven or tendered, and every vote not disallowed at such meetingshall be valid for all purposes.(ii) Any such objection made in due time shallbe referred to the Chairperson of the meeting, whose decisionshall be final and conclusive.

## Proxy

The instrument appointing a proxy and the power-of-attorney or other authority, 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.

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

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.

## Board of Directors

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 incurred by them - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company.

The Board may pay all expenses incurred in getting up and registering the company.

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.

All cheques, promissory notes, drafts, hundis, 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.

Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

(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. (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.

#### Proceedings of the Board

(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (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.

(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. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

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.

(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (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.

(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. (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.

(i) A committee may elect a Chairperson of its meetings. (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.

(i) A committee may meet and adjourn as it thinks fit. (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.

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.

In case of a One Person Company - (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; (ii) such minutes book shall be signed and dated by the director; (iii) the resolution shall become effective from the date of signing such minutes by the director.

### Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

Subject to the provisions of the Act, - (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; (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.

### The Seal

(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.

#### Dividends and Reserve

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, think 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.

(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. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

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.

#### Accounts

(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. (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.

#### Winding up

Subject to the provisions of Chapter XX of the Act and rules made thereunder - (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. (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 members. (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.

#### Indemnity

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.

#### 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.

Number of members

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 H- Articles of Association of An Unlimited Company and Having a ShareCapital

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.

Number of members

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.

Others

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 Dated
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Table I- Articles Of Association Of a Company Limited By Guarantee and NotHaving Share Capital

Check if not applicable  
 Check if altered  
 Article No

Description

Interpretation

(1) In theseregulations -(a) "the Act'means the Companies Act, 2013;(b) "the seal"means the common seal of the company.(2) Unless the context otherwise requires, wordsor expressions contained in these regulations shall have the samemeaning as in the Act or any statutory modification thereof inforce at the date at which these regulations become binding onthe company.

Members

The number of members with which the companyproposes to be registered is hundred, but the Board of Directorsmay, from time to time, whenever the company or the business ofthe company requires it, register an increase of members.

The subscribers to the memorandum and such otherpersons as the Board shall admit to membership shall be membersof the company.

General meetings

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.

#### Proceedings at general meetings

(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.

#### Adjournment of meeting

(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.

#### Voting rights

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.

#### Board of Directors

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 incurred by them - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the company

#### Proceedings of the Board

(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (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.

(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. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

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.

(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (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.

(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. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Board.

(i) A committee may elect a Chairperson of its meetings. (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.

(i) A committee may meet and adjourn as it thinks proper. (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 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

Subject to the provisions of the Act, - (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. (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.

#### The Seal

(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.

#### Table J- Articles of Association of an Unlimited Company and Not Having Share Capital Having a 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.

#### Others

#### 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 Dated

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[Form No. INC - 35] [Inserted by Notification No. G.S.R. 275(E), dated 29.3.2019 (w.e.f.

AGILE Application for Goods and services tax Identification number, employees state

31.3.2014).][Pursuant to rule 38A of the Companies(Incorporation) Rules, 2014]

Insurance corporation registration plus Employees provident fund organisation registration )

(This AGILE form is part of SPICe eform for GSTIN/ EPFO / ESIC)

1. \* Do you want to apply for additional services like GSTIN / EPFO / ESIC? Yes No
2. \* Select the service you want to apply for: GSTIN EPFO ESIC
3. \* State (Same as entered in SPICe)
4. \* District (Same as entered in SPICe)
5. \* State Jurisdiction
- \* Sector / Circle / Ward / Charge / Unit
6. \* Center Jurisdiction
- Commissionerate
- Division
- Range
7. \* Reason to Obtain Registration
8. \* Whether The Establishment On Lease Yes No
- \* Leased From Date To Date
- (a) \* Nature of possession of premises
- (b) \* Proof of Principal Place of Business
- (c) \* Whether the building/premises of Establishment is owned or hired.
- \* If hired or there is a change in the name of Unit/ownership, please indicate
- \* Leased From Date To Date
9. \* Option for Composition Yes No

(a) Composition Declaration

I hereby declare that aforesaid business shall abide by the conditions and restrictions specified in the Act or Rules for opting to pay tax under the composition levy.

(b) Category of Registered Person

Manufacturer of non-notified goods

Supplier of food and non-alcoholic drinks

Any other eligible supplier

\* Nature of Business Activity

being carried out at above mentioned Premises (Please tick applicable)

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10.

Factory /  
Manufacturing

Wholesale Business

Retail  
Business

Warehouse/Depot

Bonded Warehouse

Supplier  
of  
services

Office/Sale Office

Leasing Business

Recipient  
of goods  
or  
services

EOU/ STP/ EHTP

Works Contract

Export

Import

Others (specify), If others,  
please  
specify \_\_\_\_\_

| - | (A). \* Primary Business Activity | | - | | \* If Others selected, please specify | | - | (B) \* Exact nature of work / business | | - | \* Work Sub-category | | - | \* Nature of work business | | - | 11. | \* Details of the Goods supplied by the Business | | - | HSN Code (Four digit) | | - | Description of Goods | | - | 12. | \* Details of Services supplied by the Business. | | - | Service Accounting Code | | - | Description of Services | | - | 13. | Directors / Primary Owners / Office Bearer Details | | - | (Minimum number of directors to be entered for OPC shall be 1, 2 in case of private company, 3 in case of public limited company and 5 in case of Producer Company) | | - | Number of Director details to be entered | | - | (A) \* Enter Director details who is also an Authorised Signatory / Primary Owner / Office Bearer | | - |

\* Directors Identification

Number (DIN) O Permanent

Account Number (PAN)

\*DIN

Photograph

\*PAN

\*First Name

Middle Name

AttachPhotograph RemovePhotograph

\*Last Name

Attach a latest passport  
size photograph byclicking  
the above box

\*Personal Mobile Number

\*Personal Email Id

|-| \*Enter OTP for Mobile Number||-| \*Enter OTP for Email Id||-||-| (B) \*Director Details other  
than AuthorisedSignatory / Primary Owner / Office Bearer|-|

\*Directors Identification Number

(DIN) O Permanent Account Number

/ Passport Number (in case of foreign  
national

\*DIN

Photograph

\*PAN/Passport Number

\*First Name

Middle Name

AttachPhotograph RemovePhotograph

\*Last Name

\*Personal Mobile Number

\*Personal Email Id

Attach a latest  
passport size  
photograph  
byclicking the

|-| 14. | \* Police Station||-| 15. | \*Employer's Particulars||-| \* Select Appropriate Branch Office||-| \*  
Select Inspection Office||-|

Attachments

List of  
attachments

1. \*Proof of Principal place of business

2. \*Proof of appointment of Authorized Signatory

(Either of the following document can be attached. Letter of AuthorisationCopy  
of Resolution passed by BoD / Managing Committee and Acceptance letter)

3. \* Specimen Signature

[-] GST Declaration(By AuthorizedSignatory)[-] I hereby solemnly affirm and declare that theinformation given herein above is true and correct to the best ofmy knowledge and belief and nothing has been concealed therefrom.[-] ESIC Declaration(By Office Bearer)[-] I hereby declare that the statement given aboveis correct to the best of my knowledge and belief.I also undertake to intimate changes if any, promptly to the RegionalOffice/Sub Regional Office, ESI Corporation as soon as suchchange takes place.[-] EPFO Declaration(By Primary Owner)[-] I hereby solemnly affirm and declare that theinformation given herein above is true and correct to the best ofmy knowledge and belief and nothing has been concealed therefrom[-] Place[-] Date[-] Designation[-] \*To be digitally signed by director (who hassigned the SPICe form)[-] \* DIN/PAN[-] (Authorized signatory / Primary Owner /Office Bearer signing the AGILE form shall provide his PermanentAccount Number)[-]

[-]

{[-]

[Form No. RD - 1] [Substituted by Notification No. G.S.R. 603(E), dated 28.8.2019 (w.e.f. 31.3.2014).][Pursuant to the Companies Act, 2013and rule 40 of the Companies(Incorporation)] Rules, 2014]

Form for filing  
applicationto  
Regional  
Director

Form languageEnglishHindi

Note - All the fields marked in \* are to be mandatorily filled.

1. \*(a) Corporate identity number (CIN) of company {-]

[-]

(b) Global location  
number (GLN) of {-]  
company

[-]

2. (a) Name of the company {-]

[-] (b) Address of the registered office or of the company[-]

[-]

\* Please indicate the purpose of the applicationRectification of NameChange in financial  
3. yearConversion of Public company into a Private companyOthers

4. Specify 'others'

5. (a) CIN of company against which the application for rectification of name is being made {-]

||}

(b) Name of the company against which the application is made { |

|}

6. Details as to whether a company registered under section 8 of the Act yes No

7. (a) The Date of board meeting at which the proposal for alteration of Articles was approved (DD/MM/YYYY)

(b) Date of passing special resolution (DD/MM/YYYY)

(c) Service request number of Form MGT - 14 (DD/MM/YYYY)

(d) Date of filing Form MGT-14 (DD/MM/YYYY)

8. Details of application

Attachments

List of Attachments

1. \*Statement of the grounds on which the application is made { |

2. Copy of board resolution | 3. Copy of special resolution | 4. copy of advertisement | 5. List of creditors and debenture holders | 6. Declaration by KMP on compliance of section 2(68) | 7. Other declarations | 8. Optional attachment(s)- if any | | | }

Declaration

I am authorized by the Board of Directors of the company vide resolution number \*dated\* (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

| \*To be digitally signed by |

| \*Designation |

| \*Director identification number of the director or Managing Director; or DIN or PAN of the Manager/CEO/CFO; or Membership Number of the Company Secretary |

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

For office use only:

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

Digital signature of the Authorizing officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing (DD/MM/YYYY)

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[Form No. RD GNL-5] [Substituted by Notification No. G.S.R. 603(E), dated 28.8.2019 (w.e.f. 31.3.2014).][Pursuant to rule 40 and 41 of the Companies (Incorporation) Rules, 2014]

Form for filing Addendum for rectification of defects or incompleteness

Form language English Hindi

Note - All the fields marked in \* are to be mandatorily filled.

1. \*Service Request Number (SRN) of relevant form(s) {|

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(Mention SRN of relevant form(s) in respect of which addendum is being filed. Ensure that correct SRN is mentioned in this field and verify the system displayed details below)

2. (a) Date of SRN (DD/MM/YYYY)

(b) Form number(s)

3. (a) Corporate identity number (CIN) of company {|

|-| 4. | (a) Name of the company |

|-|| (b) Address of the registered office or of the principal place of business in India of the company |

|-|| (c) \*e-Mail ID of the company |

|-| 5. | (a) Details of the defects pointed out further information called by the Regional Director or any other competent authority. |-||

|-|| (b) \*Details of rectification of the defects or further information furnished |-||

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6. (a) Type of document

(b) Type of document

(c) Type of document

(d) Type of document

(e) Type of document

## List of attachments

### Verification

To the best of my/our knowledge and belief, the information given above and in the attached documents is correct and complete.

\*To be digitally signed by

\*Designation

\*Director identification number of the director or Managing Director; or DIN or PAN of the Manager/CEO/CFO; or Membership Number of the Company Secretary

### Certificate

It is hereby certified that I have verified the above particulars (including attachment(s)) from the records of and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

\*To be digitally signed by

\*Category

\*Whether Associate or Fellow Associate Fellow

\*Membership Number

Certificate of Practice Number

This form is not required to be signed by authorizing officer as this has been filled in respect of an already filled e-Form.

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