

The Companies (Incorporation) Rules, 2014

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 31st March, 2014

[Amended upto date¹]

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 sub-section (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 ²[whether resident in India or otherwise]-

(a) shall be eligible to incorporate a One Person Company;

(b) shall be a nominee for the sole member of a One Person Company.

³[*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 ⁴[one hundred and twenty 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.]

⁵[(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.]

(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) ⁶[***]

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.

⁷[(2) The name of the person nominated under sub-rule (1) shall be mentioned in the memorandum of One Person Company and such nomination details along with consent of such nominee shall be filled in **Form No. INC-32 (SPICe+)** as a declaration and the said Form alongwith 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 e-memorandum and e-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 ⁸[which shall be filed in form of a declaration in **Form no. INC.4**].

(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 ⁹[in form of a declaration in **Form No. INC-4**].

(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 ¹⁰[consent of such another person and his declaration shall be filed in **Form No. INC-4**]:

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 ¹¹[particulars of consent of new nominee in form of a declaration in **Form No. INC-4**] 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 ¹²[particulars of consent of the person so nominated in form of declaration in **Form No. INC-4**].

5. Penalty. ¹³[***]

¹⁴[6. Conversion of One Person Company into a Public company or a Private company.-

(1) 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.

(2) A One Person company may be converted into a Private or Public Company, other than a company registered under [section 8](#) of the Act, after increasing the minimum number of members and directors to two or seven members and two or three directors, as the case may be, and maintaining the minimum paid-up capital as per the requirements of the Act for such class of company and by making due compliance of [section 18](#) of the Act for conversion.

¹⁵[(3) The company shall file an application in **e-Form No. INC-6** for its conversion into Private or Public Company, other than under section 8 of the Act, alongwith fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 with altered e-MOA and e-AOA.]

¹⁶[(4) On being satisfied that the requirements have been complied with, the Registrar after examining the latest audited financial statement shall approve the form and issue certificate.]]

7. Conversion of private company into One Person Company.-

(1) A private company other than a company registered under [section 8](#) of the Act ¹⁷[¹⁸[**]] 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**.

¹⁹[(4) The company shall file an application in **e-Form No. INC-6** for its conversion into One Person Company alongwith fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 by attaching the following details or documents, namely:-

(i) altered e-MOA and e-AOA;

(ii) copy of NOC of every creditors with the application for conversion;

(iii) affidavit of directors confirming that all the members of the company have given their consent for conversion.]

²⁰[(5) On being satisfied that the requirements stated herein have been complied with, the Registrar after examining the latest audited financial statement shall approve the form and issue certificate.]

²¹[**7A. Penalty.-** 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.]

²²[**8. Names which resemble too nearly with name of existing company.-** (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 Beee 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 OneThunder Services Ltd

(ii) Style Garments11 Ltd. is same as Style Garments Ltd and Style12 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 ²³[**] 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’, ²⁴**** ‘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) [25](#) [***]

(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) Republic;
 - (j) President;
 - (k) Rashtrapati;
 - (l) Small 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.]
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²⁶[²⁷[²⁸[²⁹[**9. Reservation of name or change of name.-** An application for reservation of name shall be made through the web service available at www.mca.gov.in by using web service **SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)**, and for change of name by using web service **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 web form within fifteen days for rectification of the defects, if any, with effect from the 23rd February, 2020.]]]]

³⁰[**9A. Extension of reservation of name in certain cases** – Upon payment of fees provided below through the web service available at www.mca.gov.in, the Registrar shall extend the period of a name reserved under rule 9 by using web service **SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)**, upto:

(a) forty days from the date of approval under rule 9, on payment of fees of rupees of one thousand rupees made before the expiry of twenty days from the date of approval under rule 9;

(b) sixty days from the date of approval under rule 9 on payment of fees of rupees two thousand made before the expiry of forty days referred to in clause (a) above;

(c) sixty days from the date of approval under rule 9 on payment of fees of rupees three thousand made before the expiry of twenty days from the date of approval under rule 9:

Provided that the Registrar shall have the power to cancel the reserved name in accordance with sub-section (5) of [section 4](#) of the Act.]

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** ³¹[³²[**]]^{or} ³³[**SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)**]], 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.

³⁴**[12. Application for incorporation of companies.** 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 ³³**[SPICe+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]** 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 objects and a declaration in this behalf shall be submitted at the stage of incorporation of the company.]

³⁵[Provided further that in case of a Company being incorporated as a Nidhi, the declaration by the Central Government under [section 406](#) of the Act shall be obtained by the Nidhi before commencing the business and a declaration in this behalf shall be submitted at the stage of incorporation by 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.

³⁶[*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.]

(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.

³⁷[**15. Declaration from Subscribers and First Directors.-** 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:

- 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

³⁶*[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.]

(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;

³⁸[(q)³⁹[***]]

(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 ⁴⁰[**], 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.

⁴¹[**18. 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 ⁴²[³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]**] 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) ⁴³[the memorandum] and articles of association of the proposed company;
- (b) the declaration ⁴⁴[**] by an Advocate, a Chartered Accountant, Cost Accountant or Company Secretary in practice, that ⁴³[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) 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 ⁴⁵[**].

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](#).

⁴⁶[(2) The application under sub-rule (1), shall be accompanied by the following details and documents, namely:-

- (a) the e-Memorandum of Association and e-Article of Association of the company;
 - (b) the declaration 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 of the Act and rules made thereunder and that all the requirements of the
-

Act and the rules made thereunder or supplemental thereto have been complied with;

(c) 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;

(d) the certified copy of the resolution passed in general or board meetings approving registration of the company under section 8 of the Act; and

(e) a declaration by each of the persons making the application.]

⁴⁷(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).

⁴⁸[(5) The Registrar shall after considering two years financial statements immediately preceding the date of application or when the company has functioned only for one financial year, for such year including Board's reports and audit reports, relating to the existing companies, and after considering 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 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 licence 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.

⁴⁷(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.

⁴⁹(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 subrule (2) of rule 22.

⁵⁰[(4) An intimation alongwith copy of the application with annexures as filed in Form no. INC.18 with the Regional Director shall also go to the Registrar through MCA system.]

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 organisation 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.

⁵¹(4) 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 organisation 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.

⁵²(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.

⁵³(6) The company shall ⁵⁴**[file the application with a declaration]** 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.

⁵⁵(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.

⁵⁶(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;

⁵⁷(9) Before imposing the conditions or rejecting the application, the company shall be given a reasonable opportunity of being heard by the Regional Director

⁵⁸(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;

⁵⁹[(b) amended e-Memorandum of Association and amended e-Article 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.

⁶⁰(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.

⁶¹[**23A. Declaration at the time of commencement of business.**- 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. ⁶²[***]

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.

⁶³[**25A. Active Company Tagging Identities and Verification (ACTIVE).**– (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)** ⁶⁴[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” ⁶⁵[on or after 16th June, 2019] 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);

⁶⁶[(iii) **DIR-12** (changes in Director except in case of:

(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**”, ⁶⁵[on or after 16th June, 2019], the company shall be marked as “ACTIVE Compliant”, on payment of fee of ten thousand rupees.]

⁶⁷[**25B. Physical verification of the Registered Office of the company.-**

(1) The Registrar, based upon the information or documents made available on MCA 21, shall visit at the address of the registered office of the company and may cause the physical verification of the said registered office for the purposes of subsection (9) of [section 12](#), in presence of two independent witness of the locality in which the said registered office is situated and may also seek assistance of the local Police for such verification, if required.

(2) The Registrar shall carry the documents as filed on MCA 21 in support of the address of the registered office of the company for the purposes of physical verification and to check the authenticity of the same by cross verification with the copies of supporting documents of such address collected during the said physical verification, duly authenticated from the occupant of the property whereat the said registered office is situated.

(3) The Registrar shall take a photograph of the registered office of the company while causing physical verification of the same.

(4) The report of the physical verification shall be prepared in the following format namely:-

Report on Physical Verification of the Registered Office of the Company:

1. Name and CIN of the company:-
2. Latest address of the registered office of the company as per MCA 21 record:-
3. Date of authorisation letter issued by the Registrar of Companies:-
4. Name of the Registrar of Companies:-
5. Date and Time of visit for physical verification of the registered office:-
6. Location details along with Landmark:-
7. Details of the person available, if any at the time of the visit-

(i) Name:-

(ii) Father's Name:-

(iii) Residential address:-

(iv) Relationship with the company, if applicable:-

8. Remarks if any:-

9. Documents attached:-

(i) Copy of the agreement/ownership/rent agreement/No Objection Certificate of the registered office of the company from owner/tenant/lessor:-

(ii) Photograph of the registered office:-

(iii) Self Attested ID-Card of the person available, if any:-

(iv) Any other document(s):-

Date:
Place:

Signature
Name and Designation of the official with official address.

(5) Where the registered office of the company is found to be not capable of receiving and acknowledging all communications and notices, the Registrar shall send a notice to the company and all the directors of the company, of his intention to remove the name of the company from the register of companies and requesting them to send their representations along with copies of relevant documents, if any, within a period of thirty days from the date of the notice before taking further actions in accordance with the provisions of [section 248](#) of the Act.]

⁶⁸**[26. Publication of name by company.-** (1) 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 the 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](#).

⁶⁹**[28. Shifting of registered office within the same State. —**(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 ⁷⁰[following details and 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.]

⁷¹[(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.]

29. Alteration of Memorandum by change of name.-

⁷²[(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.]

(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.

⁷³**[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 ⁷⁰[following details and 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 ⁷⁴[particulars of], 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 ⁷⁵[details in the application], 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 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 ⁷⁶[**] Chief Secretary of the State Government or Union territory where the registered office is situated at the time of filing the application.

⁷⁷[Provided that the applicant need not to submit separate copy of application with the Registrar and an intimation of filing of application in Form no. INC-23 with the Regional Director shall be shared with the Registrar through MCA system.]

(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 ⁷⁸[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 acknowledgement 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 acknowledgement 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, ⁷⁹***]:

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.

⁸⁰[Provided further that where the management of the company has been taken over by new management under a resolution plan approved under section 31 of the Insolvency Bankruptcy Code, 2016 (31 of 2016) and no appeal against the resolution plan is pending in any Court or Tribunal and no inquiry, inspection, investigation is pending or initiated after the approval of the said resolution plan, the shifting of the registered office may be allowed.]

(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.]

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 utilised 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.

⁸¹[⁸²(2) Subject to the provisions of sub-rule (1), for effecting the conversion of a public company into a private company, Service Request Number (SRN) of Form No. RD-1, pertaining to order of the Regional Director approving the alteration, shall be mentioned in Form No. INC-27 to be filed with Registrar along with fee

together with the altered e-Memorandum of Association and e-Article of Association within fifteen days from the date of receipt of the order from the Regional Director.]]

Explanation.- For the purposes of this sub-rule, the term “competent authority” means, the Central Government.

⁸³**[33A. Allotment of a new name to the existing company under section 16(3) of the Act.-**

(1) In case a company fails to change its name or new name, as the case may be, in accordance with the direction issued under sub-section (1) of [section 16](#) of the Act within a period of three months from the date of issue of such direction, the letters “ORDNC” (which is an abbreviation of the words “Order of Regional Director Not Complied”), the year of passing of the direction, the serial number and the existing Corporate Identity Number (CIN) of the company shall become the new name of the company without any further act or deed by the company, and the Registrar shall accordingly make entry of the new name in the register of companies and issue a fresh certificate of incorporation in Form No.INC-11C:

Provided that nothing contained in sub-rule (1) shall apply in case e-form INC-24 filed by the company is pending for disposal at the expiry of three months from the date of issue of direction by Regional Director, unless the said e-form is subsequently rejected.

(2) A company whose name has been changed under sub-rule (1) shall at once make necessary compliance with the provisions of [section 12](#) of the Act and the statement, “Order of Regional Director Not Complied (under [section 16](#) of the Companies Act, 2013)” shall be mentioned in brackets below the name of company, wherever its name is printed, affixed or engraved:

Provided that no such statement shall be required to be mentioned in case the company subsequently changes its name in accordance with the provisions of [section 13](#) of the Act.]

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.

²¹[³⁶. ⁸⁴[***]

³⁶[**37. Conversion of unlimited liability company into a limited liability company by shares or guarantee.**-(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-27A** of 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, ⁸⁵[by attaching the following documents and declarations], 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. ⁸⁶[altered e- Memorandum of Association as well as e-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 net-worth is negative, or

(b) an application is pending under the provisions of the Companies Act 1956 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.]

⁸⁷[⁸⁸**38. Simplified Proforma for Incorporating Company** ⁸⁹**[Electronically Plus (SPICE+)].-**

(1) The application for incorporation of a company under this rule shall be in ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]** 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, ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]** shall be filed along with **Form No. INC-13** (Memorandum of

Association) and **Form No. INC-31** (Articles of Association) as attachments.

⁹⁰[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 ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]** 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 ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]**, 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.

⁹⁰[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 ⁹¹[equal to rupees fifteen lakhs] 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 ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]** 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 ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]**, and allotment of Director Identification Number of maximum of three proposed directors shall be permitted in ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]** 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 ³³**[SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)]**.

(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 ³³[**SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)**] in which case the company shall attach along with such ³³[**SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)**], 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 ³³[**SPICE+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32)**], 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.**]]

⁹²[**38A. Application for registration of the Goods and Service Tax Identification Number (GSTIN), Employees' State Insurance Corporation (ESIC) registration**⁹³[, **Employees' Provident Fund Organisation (EPFO) Registration and Profession Tax Registration**⁹⁴[, **Opening of Bank Account and Shops and**

Establishment Registration]].-

The application for incorporation of a company under rule 38 shall be accompanied by e-form ⁹⁵⁹⁶**[AGILE-PRO-S]] (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.]

⁹⁷⁹⁸[(d) Profession Tax Registration with effect from the 23rd February, 2020;

(e) Opening Bank Account with effect from the 23rd February, 2020;

(f) Shops and Establishment Registration.]]

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

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

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

(4) A copy of the special resolution shall be filed with the Registrar of Companies in **Form No. MGT14** 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 ¹⁰⁰[along with e- Memorandum of Association and altered e-Articles of Association] and a list of members with the number of shares held aggregating to a minimum paid up capital which is equivalent to the amount of guarantee hither to provided by its members.

(6) The Registrar of Companies shall take a decision on the application filed under

these rules within thirty days from the date of receipt of application complete in all respects and upon approval of **Form No. INC-27**, the company shall be issued with a certificate of incorporation in **Form No. INC-11B**.]

⁶¹**[40. Application under sub-section (41) of section 2 for change in financial year.-**

(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, ¹⁰¹**[**]**.

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) ¹⁰²[e-Memorandum of Association and e-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 ¹⁰³**:

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 ¹⁰⁴[clause (b)], 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) ¹⁰⁵[***]

¹⁰⁶[(7)] ¹⁰⁷[(7) (i) Where an objection has been received or Regional Director on examining the application has specific objection under the provisions of the Act, the same shall be recorded in writing and the Regional Director shall hold a hearing or hearings within a period of 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 the reasons within thirty days from the date of hearing.

(ii) In case where no consensus is received as referred in clause (i), the Regional Director may approve the conversion, if he is satisfied having regard to all the circumstances of the case, that the conversion would not be against the interests of the company or is not being made with a view to contravene or to avoid complying with the provisions of the Act, with reasons to be recorded in writing:

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.]

¹⁰⁸[(8)] 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.

¹⁰⁹[(9)] 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.]

RENUKA KUMAR, Jt. Secy.

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References:

1. Last amendment on 16.07.2024[[□](#)]
 2. Substituted by the Companies (Incorporation) Second Amendment Rules, 2021 vide Notification No. G.S.R. 91(E) dated 1st February, 2021, w.e.f. 01.04.2021, for the words “*and resident in India*“.[[□](#)]
 3. Substituted by the Companies (Incorporation) Third Amendment Rules, 2018 vide Notification No. G.S.R. 708(E) dated 27th July, 2018, w.e.f. 27.07.2018, for the explanation” *Explanation.- 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 one calendar year.*“.[[□](#)]
 4. Substituted by the Companies (Incorporation) Second Amendment Rules, 2021 vide Notification No. G.S.R. 91(E) dated 1st February, 2021, w.e.f. 01.04.2021, for the words “*one hundred and eighty two days*“.[[□](#)]
 5. Substituted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, for the sub-rule “(2) *No person shall be eligible to incorporate more than a One Person Company or become nominee in more than one such company.*“.[[□](#)]
 6. Omitted by the Companies (Incorporation) Second Amendment Rules, 2021
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vide Notification No. G.S.R. 91(E) dated 1st February, 2021, w.e.f. 01.04.2021, the sub-rule: “(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.*“.[[□](#)]

7. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(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**] 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.

*Substituted by the Companies (Incorporation) Fifth Amendment Rules, 2016 vide Notification No. G.S.R. 1184(E) dated 29th December, 2016, w.e.f. 01.01.2017, for the words “*such nomination in **Form No. INC.2** along with consent of such nominee obtained in **Form No. INC.3***“.[[□](#)]

8. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*in **Form No. INC.3***“.[[□](#)]
9. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*in **Form No. INC.3***“.[[□](#)]
10. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*prior consent of such another person in **Form No. INC.3***“.[[□](#)]
11. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*written consent of the new nominee in **Form No. INC.3***“.[[□](#)]
12. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f.
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23.01.2023, for the words “prior written consent of the person so nominated in **Form No. INC.3**”.[[□](#)]

13. Omitted by the Companies (Incorporation) Amendment Rules, 2015 vide Notification No. G.S.R. 349(E) dated 1st May, 2015, w.e.f. 01.05.2015, the Rule:

“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.”.[[□](#)]

14. Substituted by the Companies (Incorporation) Second Amendment Rules, 2021 vide Notification No. G.S.R. 91(E) dated 1st February, 2021, w.e.f. 01.04.2021, for the Rule:

“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]** 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.”

Reference

*Substituted by the Companies (Incorporation) Amendment Rules, 2015 vide Notification No. G.S.R. 349(E) dated 1st May, 2015, w.e.f. 01.05.2015, for the words “*exceeds fifty lakh rupees or its average annual turnover during the relevant period*“.[[□](#)]

15. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(3) The company shall file an application in **e-Form No.INC-6** for its conversion into Private or Public Company, other than under [section 8](#) of the Act, along with fees as provided in the Companies (Registration offices and fees) Rules, 2014 by attaching documents, namely:-

(a) Altered MOA and AOA;

(b) copy of resolution;

(c) the list of proposed members and its directors along with consent;

(d) list of creditors; and

(e) the latest audited balance sheet and profit and loss account.”.[[□](#)]

16. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(4) On being satisfied that the requirements stated herein have been complied with, the Registrar shall approve the form and issue the Certificate.”.[[□](#)]

17. Substituted by the Companies (Incorporation) Amendment Rules, 2015 vide Notification No. G.S.R. 349(E) dated 1st May, 2015, w.e.f. 01.05.2015, for the words *“having paid up share capital of fifty lakhs rupees or less or average annual turnover during the relevant period”*.[[□](#)]

18. Omitted by the Companies (Incorporation) Second Amendment Rules, 2021 vide Notification No. G.S.R. 91(E) dated 1st February, 2021, w.e.f. 01.04.2021, the words *“having paid up share capital of fifty lakhs rupees or less and average annual turnover during the relevant period] is two crore rupees or less”*.[[□](#)]

19. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(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 *[**];

(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.

*Omitted by the Companies (Incorporation) Second Amendment Rules, 2021 vide Notification No. G.S.R. 91(E) dated 1st February, 2021, w.e.f. 01.04.2021, the words “, *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*“.”.[\[□\]](#)

20. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(5) On being satisfied and complied with requirements stated herein the Registrar shall issue the Certificate.”.[\[□\]](#)

21. Inserted by the Companies (Incorporation) Amendment Rules, 2015 vide Notification No. G.S.R. 349(E) dated 1st May, 2015, w.e.f. 01.05.2015.[\[□\]](#)[\[□\]](#)

22. Substituted by the Companies (Incorporation) Fifth Amendment Rules, 2019 vide Notification No. G.S.R. 357(E) dated 10th May, 2019, w.e.f. 10.05.2019, for the Rule:

“8. Undesirable names.-

(1) In determining whether a proposed name is identical with another, the differences on account of the following shall be disregarded-

(a) the words like Private, Pvt, Pvt., (P), Limited, Ltd, Ltd., LLP, Limited Liability Partnership;

(b) words appearing at the end of the names – company, and company, co., co, corporation, corp, corpn, corp.;

(c) plural version of any of the words appearing in the name;

(d) type and case of letters, spacing between letters and punctuation marks;

(e) joining words together or separating the words does not make a name distinguishable from a name that uses the similar, separated or joined words;

(f) use of a different tense or number of the same word does not

distinguish one name from another;

(g) using different phonetic spellings or spelling variations shall not be considered as distinguishing one name from another. Illustration (For example, P.Q. Industries limited is existing then P and Q Industries or Pee Que Industries or P n Q Industries or P & Q Industries shall not be allowed and similarly if a name contains numeric character like 3, resemblance shall be checked with 'Three' also;)

(h) misspelled words, whether intentionally misspelled or not, do not conflict with the similar, properly spelled words;

(i) the addition of an internet related designation, such as .com, .net, .edu, .gov, .org, .in does not make a name distinguishable from another, even where (.) is written as 'dot';

(j) the addition of words like New, Modern, Nav, Shri, Sri, Shree, Sree, Om, Jai, Sai, The, etc. does not make a name distinguishable from an existing name and similarly, if it is different from the name of the existing company only to the extent of adding the name of the place, the same shall not be allowed; such names may be allowed only if no objection from the existing company by way of Board resolution is submitted;

(k) different combination of the same words does not make a name distinguishable from an existing name, e.g., if there is a company in existence by the name of "Builders and Contractors Limited", the name "Contractors and Builders Limited" shall not be allowed unless it is change of name of existing company;

(l) if the proposed name is the Hindi or English translation or transliteration of the name of an existing company or limited liability partnership in English or Hindi, as the case may be.

(2) (a) The name shall be considered undesirable, if-

(i) it attracts the provisions of section 3 of the Emblems and Names (Prevention and Improper Use) Act, 1950 (12 of 1950);

*[(ii) it includes the name of a trade mark registered or a trade mark which is subject of an application for registration under the Trade

Marks Act, 1999 and the rules framed thereunder unless the consent of the owner or applicant for registration, of the trade mark, as the case may be, has been obtained and produced by the promoters;]

(iii) it includes any word or words which are offensive to any section of the people;

(b) The name shall also be considered undesirable, if-

(i) the proposed name is identical with or too nearly resembles the name of a limited liability partnership;

(ii) #***]

Provided that every name need not be necessarily indicative of the objects of the company, but when there is some indication of objects in the name, then it shall be in conformity with the objects mentioned in the memorandum;

(iii) the company's main business is financing, leasing, chit fund, investments, securities or combination thereof, such name shall not be allowed unless the name is indicative of such related financial activities, viz., Chit Fund or Investment or Loan, etc.;

(iv) it resembles closely the popular or abbreviated description of an existing company or limited liability partnership;

(v) 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;

(vi) 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 sub-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 Electoral Trust Scheme as notified by the Central Board of Direct Taxes;

(vii) the proposed name contains the words ‘British India’;

(viii) the proposed name implies association or connection with embassy or consulate or a foreign government;

(ix) 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 Government;

(x) [§][***]

(xi) the proposed name is identical to the name of a company dissolved as a result of liquidation proceeding and a period of two years have 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 publication in the Official Gazette being so struck off;

(xii) it is identical with or too nearly resembles 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;

(xiii) 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;

(xiv) the proposed name includes the word “State”, the same shall be allowed only in case the company is a government company;

(xv) the proposed name is containing only the name of a continent, country, state, city such as Asia limited, Germany Limited, Haryana Limited, Mysore Limited;

(xvi) the name is only a general one, like Cotton Textile Mills Ltd. or Silk Manufacturing Ltd., and not Lakshmi Silk Manufacturing Co. Ltd;

(xvii) @^{***}

(xviii) 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 Central Government from time to time.

^^{***}

(5) The applicant shall declare in affirmative or negative (to affirm or deny) whether they are using or have 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 .

(6) 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) Republic;
 - (j) President;
 - (k) Rashtrapati;
 - (l) Small 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

(7) For the Companies under [section 8](#) of the Act, the name shall include the words foundation, Forum, Association, Federation, Chambers, Confederation, council, Electoral trust and the like etc. Every company incorporated as a “Nidhi” shall have the last word ‘Nidhi Limited’ as part of its name.

(8) The names released on change of name by any company shall remain in data base and shall not be allowed to be taken by any other company including the group company of the company who has changed the name for a period of three years from the date of change subject to specific direction from the competent authority in the course of compromise, arrangement and amalgamation.”

Reference:

**Substituted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, for the sub-clause “(ii) it includes the name of a registered trade mark or a trade mark which is subject of an application for registration, unless the consent of the owner or applicant for registration, of the trade mark, as the case may be, has been obtained and produced by the promoters;“.*

#Omitted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016, for the sub-clause “(ii) it is not in consonance with the principal objects of the company as set out in the memorandum of association;“.

\$Omitted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016, for the sub-clause:

“(x) the proposed name is vague or an abbreviated name such as ‘ABC limited’ or ‘23K limited’ or ‘DJMO’ Ltd: abbreviated name based on the name of the promoters will not be allowed. For example:- BMCD Limited representing first alphabet of the name of the promoter like Bharat, Mahesh, Chandan and David:

Provided that existing company may use its abbreviated name as part of the name for formation of a new company as subsidiary or joint venture or associate company but such joint venture or associated company shall not have an abbreviated name only e.g. Delhi Paper Mills Limited can get a joint venture or associated company as DPM Papers Limited and not as DPM Limited:

Provided further that the companies well known in their respective field by abbreviated names are allowed to change their names to abbreviation of their existing name after following the requirements of the Act;“.

%Inserted by the Companies (Incorporation) Amendment Rules, 2015 vide Notification No. G.S.R. 349(E) dated 1st May, 2015, w.e.f. 01.05.2015.

@Omitted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016, for the sub-clause: *“(xvii) it is intended or likely to produce a misleading impression regarding the scope or scale of its activities which would be beyond the resources at its disposal:“.*

^Omitted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016, for the sub-clause: *“(3) If any company has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities after complying with all the provisions as applicable to change of name.*

(4) In case the key word used in the name proposed is the name of a person other than the name(s) of the promoters or their close blood

relatives, No objection from such other person(s) shall be attached with the application for name. In case the name includes the name of relatives, the proof of relation shall be attached and it shall be mandatory to furnish the significance and proof thereof for use of coined words made out of the name of the promoters or their relatives.

Omitted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, the comma between the words ‘financial’ and ‘corporation’.[\[□\]](#)

23. Omitted by the Companies (Incorporation) Eighth Amendment Rules, 2019 vide Notification No. G.S.R. 793(E) dated 16th October, 2019 , w.e.f. 16.10.2019, the words “*or applicant for registration,*”.[\[□\]](#)
24. Omitted by Companies (Incorporation) Amendment Rules, 2024 vide Notification No. G.S.R. 411(E) dated 16th July, 2024, w.e.f. 16.07.2024, the word “‘Nidhi’”.[\[□\]](#)
25. Omitted by Companies (Incorporation) Amendment Rules, 2024 vide Notification No. G.S.R. 411(E) dated 16th July, 2024, w.e.f. 16.07.2024, the clause “(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.”[\[□\]](#)
26. Substituted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016, for the Rule:

“9. Reservation of name.-

An application for the reservation of a name shall be made in **Form No. INC.1** along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014.”.[\[□\]](#)

27. Substituted by the Companies (Incorporation) Amendment Rules, 2018 vide Notification No. G.S.R. 49(E) dated 20th January, 2018, w.e.f. 26.01.2018, for the Rule: “**9. Reservation of name** – *An application for the reservation of a name shall be made in **Form No. INC.1** along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 which may be approved or rejected, as the case may be, by the Registrar, Central Registration Centre.*”.[\[□\]](#)
 28. Substituted by the Companies (Incorporation) Second Amendment Rules, 2018 vide Notification No. G.S.R. 284(E) dated 23rd March, 2018, w.e.f.
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- 23.03.2018, for the Rule: “**9. Reservation of name.**– An application for reservation of name shall be made through the web service available at www.mca.gov.in by using 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.”.[[□](#)]
29. Substituted by the Companies (Incorporation) Amendment Rules, 2020 vide Notification No. G.S.R 128(E) dated 18th February, 2020, w.e.f. 23.02.2020, for the Rule: “**9. Reservation of name.**- An application for reservation of name shall be made through the web service available at 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.”.[[□](#)]
30. Inserted by the Companies (Incorporation) Third Amendment Rules, 2020 vide Notification No. G.S.R. 795(E) dated 24th December, 2020, w.e.f. 24.12.2020.[[□](#)]
31. Substituted by the Companies (Incorporation) Fifth Amendment Rules, 2016 vide Notification No. G.S.R. 1184(E) dated 29th December, 2016, w.e.f. 01.01.2017, for the words “**Form No. INC.7**”.[[□](#)]
32. Omitted by the Companies (Incorporation) Amendment Rules, 2018 vide Notification No. G.S.R. 49(E) dated 20th January, 2018, w.e.f. 26.01.2018, the words “**Form No. INC-7**”.[[□](#)]
33. Substituted by the Companies (Incorporation) Amendment Rules, 2020 vide Notification No. G.S.R 128(E) dated 18th February, 2020, w.e.f. 23.02.2020, for the words “**Form No. INC32(SPICe)**”.[[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)][[□](#)]
34. Substituted by the Companies (Incorporation) Amendment Rules, 2018 vide Notification No. G.S.R. 49(E) dated 20th January, 2018, w.e.f. 26.01.2018, for the Rule:

“12. Application for incorporation of companies.-

An application shall be filed, with the Registrar within whose jurisdiction the registered office of the company is proposed to be situated, in ***[Form No. INC-7 (Part I company and company with more than seven subscribers) and Form No. INC-32 (SPICe)]** along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 for registration of a company:

[Provided that in case pursuing of any of the objects of a company requires registration or approval from sectoral regulators such as Reserve Bank of India, Securities and Exchange Board, registration or approval, as the case may be, from such regulator shall be obtained by the company before pursuing such objects and a declaration in this behalf shall be submitted at the stage of incorporation of the company.]”

Reference:

*Substituted by the Companies (Incorporation) Fifth Amendment Rules, 2016 vide Notification No. G.S.R. 1184(E) dated 29th December, 2016, w.e.f. 01.01.2017, for the words “**Form No.INC.2** (for One Person Company) and **Form no. INC.7** (other than One Person Company)“.

#Inserted by the Companies (Incorporation) Second Amendment Rules, 2015 vide Notification No. G.S.R. 442(E) dated 29th May, 2015, 29.05.2015.[[□](#)]

35. Inserted by the Companies (Incorporation) Amendment Rules, 2022 vide Notification No. G.S.R. 291(E) dated 8th April, 2022, w.e.f. 08.04.2022.[[□](#)]
 36. Inserted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016.[[□](#)][[□](#)][[□](#)]
 37. Substituted by the Companies (Incorporation) Third Amendment Rules, 2018 vide Notification No. G.S.R. 708(E) dated 27th July, 2018, w.e.f. 27.07.2018, for the Rule: “**15. Affidavit from subscribers and first directors.-** For the purposes of clause (c) of sub-section (1) of section 7, the affidavit 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**.”.[[□](#)]
 38. Substituted by the Companies (Incorporation) Amendment Rules, 2015 vide Notification No. G.S.R. 349(E) dated 1st May, 2015, w.e.f. 01.05.2015., for the clause” “(q) the specimen signature and latest photograph duly verified by the banker or notary shall be in the prescribed **Form No. INC.10**.”.[[□](#)]
 39. Omitted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, the clause “(q) the promoter or first director shall self attest his signature and latest photograph in **Form No. INC.10**.”.[[□](#)]
 40. Omitted by the Companies (Incorporation) Third Amendment Rules, 2016
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vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, the words “*or partnership firm*“.[[□](#)]

41. Substituted by the Companies (Incorporation) Amendment Rules, 2017 vide Notification No. G.S.R.70 (E) dated 25th January, 2017, w.e.f. 30.01.2017, for the Rule: “**18. Certificate of incorporation.-** *The Certificate of Incorporation shall be issued by the Registrar in Form No. INC.11.*“.[[□](#)]
42. Substituted by the Companies (Incorporation) Sixth Amendment Rules, 2019 vide Notification No. G.S.R. 411(E) dated 7th June, 2019, w.e.f. 15.08.2019, for the words “**Form No. INC.12**“.[[□](#)]
43. Substituted by the Companies (Incorporation) Sixth Amendment Rules, 2019 vide Notification No. G.S.R. 411(E) dated 7th June, 2019, w.e.f. 15.08.2019, for the words “*the draft memorandum*“.[[□](#)][[□](#)]
44. Omitted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, the words “**in Form No. INC.14**“.[[□](#)]
45. Omitted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, the words “**in Form No. INC.15**“.[[□](#)]
46. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(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.**[\[□\]](#)

47. Numbered should be (3).[\[□\]](#)[\[□\]](#)

48. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(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.”[\[□\]](#)

49. Numbered should be (4).[\[□\]](#)

50. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

“(4) A copy of the application with annexures as filed with the Regional Director shall also be filed with the Registrar.”

*Numbered should be (5).[\[□\]](#)

51. Numbered should be (5).[\[□\]](#)

52. Numbered should be (6).[\[□\]](#)

53. Numbered should be (7).[\[□\]](#)

54. Substituted by the Companies (Incorporation) Amendment Rules, 2023

vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*attach with the application a certificate*”.[[□](#)]

55. Numbered should be (8).[[□](#)]

56. Numbered should be (9).[[□](#)]

57. Numbered should be (10).[[□](#)]

58. Numbered should be (11).[[□](#)]

59. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-clause”

“(b) amended memorandum of association and articles of association of the company.”.[[□](#)]

60. Numbered should be (12).[[□](#)]

61. Inserted by the Companies (Incorporation)Fourth Amendment Rules, 2018 vide Notification No. G.S.R. 1219(E) dated 18th December, 2018, w.e.f. 18.12.2018.[[□](#)][[□](#)]

62. Omitted by the Companies (Incorporation) Second Amendment Rules, 2015 vide Notification No. G.S.R. 442(E) dated 29th May, 2015, 29.05.2015, for the Rule-24:

“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.”.[[□](#)]

63. Inserted by the Companies (Incorporation) Amendment Rules, 2019 vide Notification No. G.S.R. 144(E) dated 21st February, 2019, w.e.f. 25.02.2019.[[□](#)]

64. Substituted by the Companies (Incorporation) Fourth Amendment Rules, 2019 vide Notification No. G.S.R. 332(E) dated 25th April, 2019, w.e.f. 25.04.2019, for the words “*on or before 25.04.2019*”.[[□](#)]

65. Substituted by the Companies (Incorporation) Fourth Amendment Rules, 2019 vide Notification No. G.S.R. 332(E) dated 25th April, 2019, w.e.f.

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- 25.04.2019, for the words “*on or after 26th April, 2019*“.[[□](#)][[□](#)]
66. Substituted by the Companies (Incorporation) Eighth Amendment Rules, 2019 vide Notification No. G.S.R. 793(E) dated 16th October, 2019 , w.e.f. 16.10.2019, for the item “(iii) **DIR-12** (*Changes in Director except cessation*)“.[[□](#)]
67. Inserted by Companies (Incorporation) Third Amendment Rules, 2022 vide Notification No. G.S.R. 643(E) dated 18th August, 2022, w.e.f. 18.08.2022.[[□](#)]
68. Substituted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, for the rule: “**26. Publication of name by company.-** *The Central Government may as and when required, notify the other documents on which the name of the company shall be printed.*“.[[□](#)]
69. Substituted by the Companies (Incorporation) Second Amendment Rules, 2017 vide Notification No. G.S.R. 955(E) dated 27th July, 2017, w.e.f. 27.07.2017, for the Rule:

“28. Shifting of registered office within the same State.-

(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.

(2) The company shall, not less than one month before filing any application with the Regional Director for the change of registered office.-

(a) publish a notice, at least once in a daily newspaper published in English and in the principal language of that district in which the registered office of the company is situated and circulating in that district; and

(b) serve individual notice on each debenture holder, depositor and creditor of the company, clearly indicating the matter of application and stating that any person whose interest is likely to be affected by the proposed alteration of the memorandum may intimate his nature of interest and grounds of opposition to the Regional Director with a copy to the company within twenty one days of the date of publication of that notice:

Provided that in case no objection is received by the Regional Director

within twenty one days from the date of service or publication of the notice, the person concerned shall be deemed to have given his consent to the change of registered office proposed in the application:

Provided further 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.

**[Provided also that 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.]”*

Reference

*Inserted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016.[\[□\]](#)

70. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*following documents*“.[\[□\]](#)[\[□\]](#)
71. Inserted by the Companies (Incorporation) Eighth Amendment Rules, 2019 vide Notification No. G.S.R. 793(E) dated 16th October, 2019 , w.e.f. 16.10.2019.[\[□\]](#)
72. Substituted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, for the sub-rule “(1) *The change of name shall not be allowed to a company which has defaulted in filing its annual returns or financial statements or any document due for filing with the Registrar or which has defaulted in repayment of matured deposits or debentures or interest on deposits or debentures.*“.[\[□\]](#)
73. Substituted by the Companies (Incorporation) Second Amendment Rules, 2017 vide Notification No. G.S.R. 955(E) dated 27th July, 2017, w.e.f. 27.07.2017, for the Rule:

“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.

***[(j) a copy of the No Objection Certificate from the Reserve Bank of India where the applicant is a registered Non-Banking Financial Company.]**

(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 acknowledgement 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 acknowledgement due, a notice together with the copy of the application to the Registrar [#][**] 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.

^{\$}[Explanation.-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.]

Reference:

*Inserted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016.

#Omitted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016, the words “*and to the Securities and Exchange Board of India, in the case of listed companies*”.

\$Inserted by the Companies (Incorporation) Third Amendment Rules, 2016 vide Notification No. G.S.R. 743(E) dated 27th July, 2016, w.e.f. 27.07.2016.[[□](#)]

74. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*attached to the application*”.[[□](#)]
75. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the word “*details*”.[[□](#)]
76. Omitted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, the words “*Registrar and*”.[[□](#)]
77. Inserted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023.[[□](#)]
78. Substituted by the Companies (Incorporation) Second Amendment Rules, 2019 vide Notification No. G.S.R.180(E) dated 6th March, 2019, w.e.f. 06.03.2019, for the words “*with the widest circulation*”.[[□](#)]
79. Omitted by Companies (Incorporation) Third Amendment Rules, 2023 Vide Notification No. G.S.R. 790(E) dated 20th October,2023, w.e.f. 21.10.2023, the words “and may include such order as to costs as it thinks proper”.[[□](#)]
80. Inserted by Companies (Incorporation) Third Amendment Rules, 2023 Vide Notification No. G.S.R. 790(E) dated 20th October,2023, w.e.f. 21.10.2023.[[□](#)]
81. Substituted by the Companies (Incorporation) fourth Amendment Rules, 2016 vide Notification No. G.S.R. 936(E) dated 1st October, 2016, w.e.f. 01.10.2016, for the sub-rule”

“(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.”.[[□](#)]

82. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the sub-rule:

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

fifteen days from the date of receipt of the order from the Tribunal.”.[[□](#)]

83. Inserted by the [Companies \(Incorporation\) Fifth Amendment Rules, 2021](#) vide Notification No. G.S.R. 503(E) dated 22nd July, 2021, w.e.f. 01.09.2021.[[□](#)]
84. Omitted by the Companies (Incorporation) Fifth Amendment Rules, 2016 vide Notification No. G.S.R. 1184(E) dated 29th December, 2016, w.e.f. 01.01.2017, the rule:

“36. Integrated Process for Incorporation.-(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 rules 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.

*[(ba) After the resubmission of the documents and on completion of second opportunity, if the registrar still finds that the documents are defective or incomplete, he shall give third opportunity to remove such defects or deficiencies;

Provided that the total period for re-submission of documents shall not exceed a total period of thirty days.]

(c) In case, the Registrar is of the opinion that the document is defective or incomplete in any respect after giving such [#][three 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.**”

Reference:

*Inserted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016.

#Substituted by the Companies (Incorporation) Amendment Rules, 2016 vide Notification No. G.S.R. 99(E) dated 22nd January, 2016, w.e.f. 26.01.2016, for the words “*two opportunities*”.[\[□\]](#)

- 85. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*by attaching the following documents*”.[\[□\]](#)
- 86. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*a copy of altered Memorandum of Association as well as Articles of Association*”.[\[□\]](#)
- 87. Inserted by the Companies (Incorporation) fourth Amendment Rules, 2016 vide Notification No. G.S.R. 936(E) dated 1st October, 2016, w.e.f. 02.10.2016.[\[□\]](#)
- 88. Substituted by the Companies (Incorporation) Fifth Amendment Rules, 2016 vide Notification No. G.S.R. 1184(E) dated 29th December, 2016, w.e.f. 01.01.2017, for the rule:

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

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

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

Provided that for the purposes of references to form numbers INC-29, INC-30 and INC-31 in rule 36 with **Form No. INC-32**, **Form No. INC-33** and

Form No. INC-34 shall be substituted respectively.]”.[\[□\]](#)

89. Substituted by the Companies (Incorporation) Amendment Rules, 2020 vide Notification No. G.S.R 128(E) dated 18th February, 2020, w.e.f. 23.02.2020, for the words “*Electronically (SPICe)*”.[\[□\]](#)
 90. Inserted by the Companies (Incorporation) Amendment Rules, 2018 vide Notification No. G.S.R. 49(E) dated 20th January, 2018, w.e.f. 26.01.2018.[\[□\]](#)[\[□\]](#)
 91. Substituted by the Companies (Incorporation) Second Amendment Rules, 2019 vide Notification No. G.S.R.180(E) dated 6th March, 2019, w.e.f. 06.03.2019, for the words “*equal to rupees ten lakhs*”.[\[□\]](#)
 92. Inserted by the Companies (Incorporation) Third Amendment Rules, 2019 vide Notification No. G.S.R. 275(E) dated 29th March, 2019, w.e.f. 29.03.2019.[\[□\]](#)
 93. Substituted by the Companies (Incorporation) Amendment Rules, 2020 vide Notification No. G.S.R 128(E) dated 18th February, 2020, w.e.f. 23.02.2020, for the words “*and Employees’ Provident Fund Organisation (EPFO) registration*”.[\[□\]](#)
 94. Substituted by the Companies (Incorporation) Fourth Amendment Rules, 2021 vide Notification No. G.S.R. 392(E) dated 7th June, 2021 w.e.f. 07.06.2021, for the words “*and Opening of Bank Account*”.[\[□\]](#)
 95. Substituted by the Companies (Incorporation) Amendment Rules, 2020 vide Notification No. G.S.R 128(E) dated 18th February, 2020, w.e.f. 23.02.2020, for the words “*AGILE*”.[\[□\]](#)
 96. Substituted by the Companies (Incorporation) Fourth Amendment Rules, 2021 vide Notification No. G.S.R. 392(E) dated 7th June, 2021 w.e.f. 07.06.2021, for the words “*AGILE-PRO*”[\[□\]](#)
 97. Inserted by the Companies (Incorporation) Amendment Rules, 2020 vide Notification No. G.S.R 128(E) dated 18th February, 2020, w.e.f. 23.02.2020.[\[□\]](#)
 98. Substituted by the Companies (Incorporation) Fourth Amendment Rules, 2021 vide Notification No. G.S.R. 392(E) dated 7th June, 2021 w.e.f. 07.06.2021, for the clauses:

“(c) Profession Tax Registration with effect from the 23rd February, 2020

“(d) Opening of Bank Account with effect from 23rd February, 2020.”[\[□\]](#)
 99. Inserted by the Companies (Incorporation) fourth Amendment Rules, 2016
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vide Notification No. G.S.R. 936(E) dated 1st October, 2016, w.e.f. 01.11.2016.[[□](#)]

100. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*enclosing the altered Memorandum of Association and altered Articles of Association*“.[[□](#)]
101. Omitted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, the words “*in e-Form No. RD-GNL-5*“.[[□](#)]
102. Substituted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, for the words “*a draft copy of Memorandum of Association and Articles of Association*“.[[□](#)]
103. Omitted by the Companies (Incorporation) Amendment Rules, 2023 vide Notification No. G.S.R. 42(E) dated 19th January, 2023, w.e.f. 23.01.2023, the words “*in e-Form No. RD-GNL-5*“.[[□](#)]
104. Substituted by the Companies (Incorporation) Amendment Rules, 2021 vide Notification No. G.S.R. 44(E) dated 25th January, 2021, w.e.f. 25.01.2021, for the words “*sub- rule (6)*“.[[□](#)]
105. Omitted by the Companies (Incorporation) Amendment Rules, 2021 vide Notification No. G.S.R. 44(E) dated 25th January, 2021, w.e.f. 25.01.2021, the clause “*(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.*“.[[□](#)]
106. Renumbered by the Companies (Incorporation) Amendment Rules, 2021 vide Notification No. G.S.R. 44(E) dated 25th January, 2021, w.e.f. 25.01.2021, for the “(9)“.[[□](#)]
107. Substituted by the Companies (Incorporation) Amendment Rules, 2021 vide Notification No. G.S.R. 44(E) dated 25th January, 2021, w.e.f. 25.01.2021, for the Rule 7:

“(7) (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.“[\[Q\]](#)

108. Renumbered by the Companies (Incorporation) Amendment Rules, 2021 vide Notification No. G.S.R. 44(E) dated 25th January, 2021, w.e.f. 25.01.2021, for the “(10)“.[\[Q\]](#)

109. Renumbered by the Companies (Incorporation) Amendment Rules, 2021 vide Notification No. G.S.R. 44(E) dated 25th January, 2021, w.e.f. 25.01.2021, for the “(11)“.[\[Q\]](#)
