

**Incorporation and Management**

**of a**

**Section 8 Company  
(The Companies Act, 2013)**

**By**

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**as presented at**

**Study Circle Meeting held on  
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**organised by**

**The Ahmedabad Chapter of WIRC of ICS**

## **Relevant Section and Rules**

**Section 8 and Sub Sections 1 to 11 of  
The Companies Act, 2013**

**Rule 8(7), 19, 20, 21, 22 and 23 of  
The Companies (Incorporation) Rules,  
2014**

## **Part I**

### **Who can form a Sec 8 Company**

- 1. Any person or association of persons (including a partnership firm)**
- 2. Any existing company**
- 3. One Person Company cannot be a Sec 8 Company (Rule 3(5))**

## **Part II**

### **Application for Name with ROC**

#### **1. Rule 8(7)**

**The name shall include the words**

- **Foundation**
- **Forum**
- **Association**
- **Federation**
- **Chambers**
- **Confederation**
- **Council**
- **Electoral Trust and the like etc.**

**The name doesnot include the words  
“Private Limited” or “Limited”**

## **PART III**

### **Eligibility Criteria**

**1. The main objects should ensure promotion of  
(Sec 8(1)(a))**

- Commerce
- Art
- Science
- Sports
- Education
- Research
- Social Welfare
- Religion
- Charity
- Protection of Environment
- or any such other object

**(2) Intends to apply its profits, if any, or other  
income in promoting its objects  
Sec 8(1)(b)**

**(3) Intends to prohibit the payment of any dividend  
to its Members  
Sec 8(1)(c)**

## **Part IV**

### **Procedure for Obtaining License from Central Government**

#### **I For new companies (Rule 19)**

#### **Application in Form RD 1 to be made with ROC**

#### **Documents to be attached**

- Draft copy of Memorandum of Association as per **Form INC 13**
- Draft copy of Articles of Association (Format not prescribed)
- A declaration in **Form INC 14** by professional stating that draft of MOA and AOA have been drawn up in conformity with the provisions of Sect 8 and rules thereof and that all the requirements of the Act and Rules thereof have been complied therewith
- Details of promoters and Directors
- An estimate of the future annual income and expenditure of the company for the next 3 years specifying the sources of income and the objects of the expenditure
- Declaration by the subscribers in **Form INC 15**
- A statement specifying briefly the grounds on which the application is made.
- **Form INC 12** (Manually filled up and signed)

**Hard copies of the above application with all the attachments along with 3 copies of MOA and AOA to be forwarded to ROC**

**IF APPROVED LICENSE ISSUED IN Form INC 16**

## **Part V**

### **Procedure for Obtaining License from Central Government**

#### **I By existing companies (Rule 20)**

**Same procedure with the following additional requirements :**

- **Financial Statement, the Boards' Reports and Auditors' Report for each of the last 2 financial years**
- **A statement showing in detail the assets (with the values thereof) and the liabilities of the Company as on the date of application or within 30 days preceding that date**
- **Certified true copy of resolutions passed at the Board Meeting/General Meeting approving registration of the Company under Sec 8**
- **Publish a Notice in **Form INC 26** within a week from the date of making the application to the Registrar**
  - **In vernacular newspaper**
  - **In English newspaper**  
  
**circulating in the district in which the Registered Office of the proposed Company is to be situated or is situated**
- **Approval or concurrence of any appropriate authority regulatory body, department or Ministry of Central or State Government**

**ROC shall consider the application within 30 days from the date of publication of Notice subject to any objections that may be received**

**IF APPROVED LICENSE ISSUED IN Form INC 17**

## **Part VI**

### **Conversion of Section 8 Company into a Company of any other kind**

#### **I Procedure (Rule 21 & 22)**

- **Pass a Special Resolution**
- **Explanatory Statement should contain the following details**
  - the date of incorporation of the company
  - the principal objects of the Company as set out in MOA
  - the reasons as to why the activities for achieving the objects of the company cannot be carried on in the current structure i.e. sec 8 company
  - The need for alteration of main objects and reasons thereof
  - privileges or concessions currently enjoyed by the company with various authorities
  - details of land and other immovable properties if any that were acquired by the company at concessional rates or prices or gratuitously and its market price
  - details of impact of conversion on the members
- **Application in Form INC 18 (Online) with the Regional Director**
  - Contains questioner covering points mentioned in Explanatory Statement above



- **Additional requirements**
- **To publish a NOTICE in Form INC 19 (In 2 newspapers) within a week from the date of submitting an application to RD**
- **The above application along with all the attachments thereof, publication of Notice to be sent by Reg Post or Hand Delivery to**
  - **CIT/IT,**
  - **Charity Commissioner**
  - **Chief Secretary, State Government**
  - **Central Government/State Government Departments**
  - **To make representation within 60 days of the receipt of notice**
  - **Declaration from the Board of Directors that no portion of the income or property has been or shall be transferred directly or indirectly by way of dividend or bonus or otherwise to persons who are or have been members of the Company**
  - **NOC from any government authority which have given concessions or special status.**
  - **Filed all the financial statements and Annual Returns as on date**
  - **A financial Statement certified by a Chartered Accountant made upto 30 days of filing the application if last financial year is more than 3 months old**

- **Effect of conversion**

- The company shall give up all claim of special status, exemptions, or privileges
- To compensate the difference in price of immovable property to the buyer
- Accumulated profit or unutilised income of the company brought forward from previous years to be set off and the balance to be transferred to IEPF Fund within 30 days of receiving the approval for conversion

**III Post conversion formalities**

- To pass a Special Resolution for amendment in its MOA and AOA
- File certified copy of approval of RD within 30 days from the date of receipt in **Form INC 20** along with amended copy of MOA and AOA, a declaration from the Directors that conditions imposed by RD have been complied with
- ROC on receipt of the above application shall issue a fresh Certificate of Incorporation

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**Note : Relevant Forms are given in following pages**

# FORM NO. INC.12

[Pursuant to 8(1) and 8(5) of the Companies Act, 2013 and Rule 19 & 20 of the Companies (Incorporation and Incidental) Rules, 2014]



## Application for grant of License under section 8

Form language  English  Hindi

Refer the instruction kit for filing the form.

1. \*Application for
- Grant of license to a new company (Part A)
  - Grant of license to an existing company (Part B)

### Part A: Grant of license to a new company

2. (a) \*Name of the Applicant
- (b) \*Address
- (c) \*Occupation Type  Self-employed  Professional  Homemaker  Student  Serviceman  
Area of occupation
- (d) \*Phone (with STD/ISD)  -  (e) Fax
- (f) \*email Id
3. \*Indicate Registrar of Companies (ROC) reference number for name approval  
(Service Request Number (SRN) of Form INC.1)
4. (a) Name of the company
- (b) Company is  (c) Type of Company
- (d) Category  (e) Sub category
- \* (f) Whether the company will  Have share capital  Not have share capital
5. I. Proposed authorized capital
- II. Proposed maximum number of members
- Proposed maximum number of members excluding proposed employees
6. \*a. Main division of industrial activity of the proposed company
- Description of the main division
- \*b. Brief description of the work, if any already done or proposed to be done in pursuance of section 8
- \*c. Grounds on which application is made

7. \*Enter the number of proposed promoters (first subscribers to MOA)

Particulars of Promoters (first subscribers to the MOA)

(specify information of two promoters in case the proposed company is a private company or seven promoters in case the proposed company is a public company)

I

*Category	<input type="text"/>	
*Director Identification number (DIN) or Income-tax permanent account number (Income-tax PAN) or passport number or corporate identity number (CIN) or foreign company registration number (FCRN) or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>
*Name	<input type="text"/>	
Name of the authorized representative	<input type="text"/>	

II

*Category	<input type="text"/>	
*Director Identification number (DIN) or Income-tax permanent account number (Income-tax PAN) or passport number or corporate identity number (CIN) or foreign company registration number (FCRN) or any other registration number	<input type="text"/>	<input type="button" value="Pre-fill"/>
*Name	<input type="text"/>	
Name of the authorized representative	<input type="text"/>	

8. \*Enter the number of proposed directors

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

Particulars of the proposed directors

I

*Proposed designation	<input type="text"/>	<input type="button" value="Pre-fill"/>
*Director identification number (DIN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Name of the company or institution whose nominee the appointee will be (Only in case of nominee director)	<input type="text"/>	

II

*Proposed designation	<input type="text"/>	<input type="button" value="Pre-fill"/>
*Director identification number (DIN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Name of the company or institution whose nominee the appointee will be (Only in case of nominee director)	<input type="text"/>	

9. \*Enter the number of key managerial personnel

(specify information of up to four key managerial persons)

Particulars of the key managerial personnel

I

*Proposed designation	<input type="text"/>	<b>Pre-fill</b>
*Director identification number (DIN) or Income-tax permanent account number (PAN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Membership number (in case of Company Secretary)	<input type="text"/>	

II

*Proposed designation		<b>Pre-fill</b>
*Director identification number (DIN) or Income-tax permanent account number (PAN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Membership number (in case of Company Secretary)	<input type="text"/>	

10. (a) \*Whether the Articles will be entrenched  Yes  No

(If yes, entrenched Articles should be annexed thereto)

(b) Number of Articles to which provisions of entrenchment shall be applicable

Details of Articles to which provisions of entrenchment shall be applicable

Sr. No.	Article Number	Content

**Part B: Grant of license to an existing company**

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

**Pre fill**

(b) Global location number (GLN) of company

12. (a) Name of the company

(b) Address of the company

(c) email ID of the company

13. (a) Company is

(b) Category

(c) Sub category

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

14. I. Authorized capital of the company   
II. Maximum number of members   
Maximum number of members excluding present and past employees

15. a. Main division of industrial activity of the company   
Description of the main division

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

\*c. Grounds on which application is made

16. \*Enter the number of directors   
(Specify information of two directors in case the company is a private company or three directors in case the company is a public company)  
Particulars of the directors

I

*Designation	<input type="text"/>	<b>Pre-fill</b>
*Director identification number (DIN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Name of the company or institution whose nominee the appointee is (Only in case of nominee director)	<input type="text"/>	

II

*Designation	<input type="text"/>	<b>Pre-fill</b>
*Director identification number (DIN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Name of the company or institution whose nominee the appointee is (Only in case of nominee director)	<input type="text"/>	

17. \*Enter the number of key managerial personnel   
(Specify information of up to four key managerial persons)  
Particulars of the key managerial personnel

I

*Designation	<input type="text"/>	<b>Pre-fill</b>
*Director identification number (DIN) or Income-tax permanent account number (PAN)	<input type="text"/>	
Name of the person	<input type="text"/>	
Membership number (in case of Company Secretary)	<input type="text"/>	

II

*Designation	<input style="width: 95%;" type="text"/>	
*Director identification number (DIN) or Income-tax permanent account number (PAN)	<input style="width: 95%;" type="text"/>	<b>Pre-fill</b>
Name of the person <input style="width: 98%;" type="text"/>		
Membership number (in case of Company Secretary)	<input style="width: 95%;" type="text"/>	

18. (a) \*Whether the Articles are entrenched  Yes  No  
(If yes, entrenched Articles should be annexed thereto)

(b) Number of Articles to which provisions of entrenchment shall be applicable   
Details of Articles to which provisions of entrenchment shall be applicable

Sr. No.	Article Number	Content

**Attachments**

- |   |        |
|---|--------|
| 1) *Draft Memorandum of association as per form no. INC.13  | Attach |
| 2) *Draft Articles of Association   | Attach |
| 3) *Declaration as per Form No. INC.14  | Attach |
| 4) *Declaration as per Form No. INC.15  | Attach |
| 5) *Estimated income and expenditure for next three years   | Attach |
| 6) Approval/concurrence/NOC of the concerned authority/sectoral regulator, department or Ministry of the Central or State Government(s) | Attach |
| 7) Entrenched articles of association   | Attach |
| 8) Copy of resolution passed in general meeting and board meeting   | Attach |
| 9) last one/two year's financial statement(s), board's report(s) and Audit report(s)  | Attach |
| 10) Assets and liabilities statements with their values as per applicable rule  | Attach |
| 11) List of proposed promoters.   | Attach |
| 12) List of proposed directors/ directors.  | Attach |
| 13) List of key managerial personnel.   | Attach |
| 14) Optional attachment, if any   | Attach |

**Declaration**

I \*

A person named in the articles as a (Drop down: values- director/manager/ Company Secretary/CEO/CFO/promoter) of the company

have been authorized by the Board of Directors of the Company vide resolution number  dated

declare that all the requirements of Companies Act, 2013 and the Rules thereto made thereunder in respect of the subject matter of this form have been complied with.

I am also authorized by other proposed promoters and first subscribers to the Memorandum of Association and Articles of Association to sign and submit this Form.

\*I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

- \*It is hereby further certified that *(Small description box)*, a *(Drop down)* {Values: Chartered Accountant/ Company Secretary/ Cost Accountant} having Membership number *(Big text box)* and certificate of practice number *(Big text box)* has been engaged to give declaration under section 8(1) or 8(5) and rule 19(3) (b) or rule 20(2) (b) and such declaration is attached.

\*To be digitally signed by **DSC BOX**

\*Designation

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

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

For office use only :

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

**Digital signature of the authorising officer**

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing  (DD/MM/YYYY)



**Form No. INC-13**

**Memorandum of Association**

*[Pursuant to rule 19(2) the Companies (Incorporation ) Rules, 2014].*

1. The name of the company is ".....".
2. The registered office of the company will be situated in the State of.....

3. The objects for which the company is established are:

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

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

4. The objects of the company extend to the .....

*[Here enter the name of the State or States, and Country or Countries]*

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

(ii) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time 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.

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

(iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.

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

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

**7.** The liability of the members is limited.

**8.** [FOR COMPANIES LIMITED BY GUARANTEE]

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

[FOR COMPANIES LIMITED BY SHARES]

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

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

Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.

**10.** If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities,

any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to the Rehabilitation and Insolvency Fund formed under section 269 of the Act.

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

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

Names, addresses, descriptions and occupations of subscribers:

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

Witnesses to the above signatures of:

- 1.....
- 2.....

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

\*If the association is a company limited by shares, here enter  
"number of shares" taken by each subscriber.

**Form No. INC-14**

**Declaration**

*[Pursuant to section 7(1)(b) and rule 19 (3)(b) of the Companies (Incorporation ) Rules, 2014]*

Name of the Company:

I ,.....,

- an advocate who is engaged in the formation of the company
- a Chartered Accountant in India who is engaged in the formation of the company
- a Cost Accountant in India who is engaged in the formation of the company
- a Company Secretary in practice in India who is engaged in the formation of the company

do hereby declare that:

- a) the draft memorandum and articles of association have been drawn up in conformity with the provisions of section 8 and rules made thereunder; and
- b) all the requirements of Companies Act, 2013 and the rules made thereunder relating to registration of the company under section 8 of the Act and matters precedent or incidental thereto have been complied with.

Date:

Signature:

Place:

Membership No.:

**Form No. INC-15**

**Declaration**

*[Pursuant to rule 19 (3)(d) of the Companies (Incorporation ) Rules, 2014]*

In connection with the application of ..... [name of the proposed company ] for a licence under section 8 of the Companies Act, 2013, I ....., [ name of the person ] do hereby declare that —

- (a) the draft memorandum and articles of association have been drawn up in conformity with the provisions of section 8 and rules made thereunder; and
- (b) all the requirements of the Act and the rules made thereunder relating to registration of the company under section 8 and matters incidental or supplemental thereto have been complied with;

and I make this solemn declaration conscientiously believing the same to be true.

Place:

Signature:

Date:

Name:

Address:

**Form No. INC-16**

**Licence under section 8 (1) of the Companies Act, 2013**

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

WHEREAS it has been proved to my satisfaction that ....., a person or an association of persons to be registered as a company under the Companies Act, 2013, for promoting objects of the nature specified in clause (a) of sub-section (1) of section 8 of the said Act, and that it intends to apply its profits, if any, or other income and property in promoting its objects and to prohibit the payment of any dividend to its members;

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

- (1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;
- (2) that the profits, if any or other income and property of the said company, whensoever derived, shall be applied solely for the promotion of the object as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way



of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;

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

(5) that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company;

(6) that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

(7) that no alteration shall be made to the memorandum of association or to the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar ;

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

(9) that, without prejudice to action under any law for the time being in force, this licence shall be liable to be revoked, if the company:

- (a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a licence is issued;
- (b) if the affairs of the company are conducted fraudulently or in a manner violative of the objects of the company or prejudicial to public interest.

.....

Registrar

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

**Form no INC-26**

*[[Pursuant to rule 30 the Companies (Incorporation) Rules, 2014]*  
**Advertisement to be published in the newspaper for License for existing companies**

Before the Central Government  
\_\_\_\_\_Region

In the matter of the Companies Act, 2013, Section 8(1) of Companies Act, 2013 and Rule 20) of the Companies (Incorporation) Rules, 2014

AND

In the matter of \_\_\_\_\_ Limited having its registered office at \_\_\_\_\_, Petitioner

Notice is hereby given to the General Public that the company made application to the Central Government under section 8 of the Companies Act, 2013 which is desirous of being registered under section 8, without the addition to its name of the word "Limited" or the words "Private Limited", in terms of the special resolution passed at the Annual General Meeting/ Extra ordinary general meeting held on \_\_\_\_\_ to enable the company for obtaining license under section 8 of the Act.

Any person whose interest is likely to be affected by the proposed change/staus of the company may deliver or cause to be delivered or send by registered post of his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the concerned Registrar of Companies (complete address of registrar), within fourteen days from the date of publication of this notice with a copy of the applicant company at its registered office at the address mentioned below:

For and on behalf of the Applicant

.....

**Form No. INC-17**

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

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

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

NOW, THEREFORE, in exercise of the powers conferred by sub-section (5) of section 8 of the said Act, I, the Regional Director at ....., hereby grant this licence authorising the company by a special resolution to change its name by omitting the word "Limited", or as the case may be, the words "Private Limited" from such name subject to the following conditions, namely:

- (1) that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its memorandum of association;
- (2) that the profits, if any or other income and property of the said company, whensoever derived, shall be applied solely for the promotion of the objects as set forth in its memorandum of association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to persons

who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;

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

(4) that nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company;

(5) that nothing in clauses (3) and (4) shall prevent the payment by the company in good faith, of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

(6) that no alteration shall be made to the memorandum of association or in the articles of association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar;

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

(8) that, without prejudice to action under any other law for the time being in force, this licence shall be liable to be revoked, if the company:

(a) contravenes any of the requirements of section 8 of the Act or the rules made thereunder or any of the conditions subject to which a licence is issued;

(b) if the affairs of the company are conducted fraudulently or in a manner violative of the objects of the company or prejudicial to public interest.

.....

Registrar

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

**Form No. INC-19**

**Notice**

[[Pursuant to rule 22 the Companies (Incorporation ) Rules, 2014]

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

2. The principal objects of the company are as follows:  
.....  
.....  
.....

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

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

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

Name(s) of Applicant

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

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