THE INSTITUTE OF Company Secretaries of India
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

CL&G:2016 February 18, 2016

Dear Professional Colleagues,

Sub: Comments on the draft Companies (Authorised To Registered) Amendment Rules 2016

The Ministry of Corporate Affairs has placed the **draft Companies (Authorised To Registered) Amendment Rules 2016** on its website inviting suggestions /comments along with justification on the draft rules from the stakeholders upto March 02, 2016.

The draft rules are available at

http://www.mca.gov.in/Ministry/pdf/Notification_Firm_17022016.doc

In order to avoid repetition/duplication of suggestions, the members are advised to route their suggestions through the Institute.

Accordingly, the members are requested to send their views and suggestions on the draft rules latest by February 28, 2016 at companiesact2013@icsi.edu to enable us to deliberate and collate all the suggestions for suitably forwarding to the Ministry of Corporate Affairs.

The suggestions are to be submitted in the following format:

Sl.No	Rule No.	Suggestion	Justification

Regards,

CS Alka Kapoor

Joint Secretary –ICSI

[To be published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-Section (i)]

Government of India

Ministry of Corporate Affairs

NOTIFICATION

New Delhi, February, 2016

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

1. (1) These rules may be called the Companies (Authorised to Registered) Amendment Rules, 2016.

(2) They shall come into force from the date of their publication in the Official Gazette.

2. In the Companies (Authorised to Registered) Rules, 2014,

(a) in rule 2, the following shall be inserted after sub-clause (f) of sub-rule (1)

(g) "firm" means a firm as defined in section 4 of the Indian Partnership Act, 1932 (9 of 1932);

(b) In sub-rule (2) of rule 3

(i) in sub-clause (i), clause (a), for the words "were partners of the Limited Liability Partnership", the words "were partners of the Limited Liability Partnership or firm as the case may be" shall be substituted;

(ii) in sub-clause (iv), clause (a), for the words "addresses of the partners of the Limited Liability Partnership", the words "addresses

of the partners of the Limited Liability Partnership or firm as the case may be" shall be substituted;

(iii) for sub-clause (v) of clause (a), the following sub-clause shall be substituted;

"(v) in case of firm, deeds of partnership, bye laws or other instrument constituting or regulating the company and duly verified in the manner provided in sub-rule (4). In case the deed of partnership was revised at any time in the past, copies of the principal and all subsequent deeds including the latest deed, along with the certificate of the registration issued by Registrar of firms", in case the firm is registered.

(iv) after sub-clause (viii) of clause (a) the following sub-clauses shall be inserted;

"(ix) an undertaking that the proposed directors would comply with the requirements of Indian Stamp Act, 1899".

"(x) a statement of assets and liabilities of the Limited Liability Partnership or the firm as the case may be, duly certified by a chartered accountant in practice made as on a date not earlier than fifteen days of the filing of form URC-1".

"(xi) a copy of latest Income Tax Return of the Limited Liability Partnership or firm as the case may be".

(v) in sub-clause (iv), clause (b), for the words "addresses of the partners of the Limited Liability Partnership", the words "addresses

of the partners of the Limited Liability Partnership or firm as the case may be" shall be substituted;

(vi) for sub-clause (v) of clause (b), the following sub-clause shall be substituted;

"(v) a copy of instrument constituting or regulating the company and duly verified in the manner provided in rule (4). In case the deed of partnership was revised at any time in the past, copies of principal and all the subsequent deeds including the latest deed, along with the certificate of the registration issued by Registrar of firms if any";

(vii) after sub-clause (viii) of clause (b) the following sub-clauses shall be inserted;

"(ix) an undertaking that the proposed directors would comply with the requirements of Indian Stamp Act, 1899".

"(x) a statement of assets and liabilities of the Limited Liability Partnership or the firm as the case may be, duly certified by a chartered accountant in practice which is made as on a date not earlier than fifteen days of the filing of form URC-1".

"(xi) a copy of latest Income Tax Return of the Limited Liability Partnership or firm as the case may be".

(viii) in sub-rule (3) for the words "An affidavit, duly notarised" the words "An undertaking" and for the words "for its dissolution as Limited Liability Partnership" the words "for its dissolution as a firm" shall be substituted;

(ix) in sub-rule (4) for the words "designated partners of the Limited Liability Partnership" the words "designated partners of the Limited Liability Partnership or authorised partners of the firm as the case may be" shall be substituted'

(j) In rule 4,

(i) in sub-rule (1) for the words "in a newspaper and in English and in the principal vernacular language of the district in which Limited Liability Partnership is in existence and circulated in that district" the words "in a newspaper in English and in the principal vernacular language, circulating in the district in which Limited Liability Partnership or the firm as the case may be is situate".

(d) In rule 5,

for clause (i) the following shall be substituted;

"(i) where a firm has obtained a certificate of registration under section 367, an intimation to this effect shall be given, within fifteen days of such registration to the concerned Registrar of firms under which it was originally registered, along with papers for its dissolution as a firm".

(ii) in clause (iii) for the words "concerned Registrar (LLP)" the words "Registrar of firms" and for the words "Registrar of Companies (LLP), the words "Registrar of Firms" shall be substituted;

(iii) in clause (v) for the words "a statement of proceedings, if any, by or against the Limited Liability Partnership", the words "a statement of proceedings, if any, by or against the Limited Liability Partnership or the firm as the case may be" shall be substituted;

(e) for Form No.URC-1, the following URC-1 shall be substituted.

[F. No. 1/ 35 /2013 CL-V]

AMARDEEP SINGH BHATIA, Jt. Secy.

Note: — The principal rules were published in the Gazette of India, Extraordinary, Part-II, Section 3, sub-section (i), vide number G.S.R. 257(E), dated the 31st March, 2014.

FORM NO. URC-1

[Pursuant to rule 21.1 of The Companies Rules, 2013 read with section 366 of The Companies Act, 2013]

Application by a company for registration under section 366

Form language ◉ English ○ Hindi

Refer the instruction kit for filing the form.

1. (a) *SRN of Form INC-1 [ ] Pre-fill

   (b) Registration number (if any) [ ]

2. (a) *Type of entity [ ]

   (b) *Name of the entity [ ]

   (c) *Number of members in the entity [ ] as on the date of application

   (d) Name of the proposed company [ ]

3. (a) Category of the proposed company [ ]

   (b) *Whether liability of the members of the company is limited by any Act of Parliament other than Companies Act ○ Yes ○ No

4. (a) *Date of instrument constituting the entity [ ] (DD/MM/YYYY)

   (b) *Description of the instrument

   [ ]

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

   Equity [ ]

   Preference [ ]

(b) Amount paid on each share

Equity

Preference

6. (a) Date of passing resolution for declaring the amount of guarantee

(b) Particulars of guarantee taken up by each member

7. *Date of general meeting passing the resolution assenting to registration with limited liability (DD/MM/YYYY)

8. *Particulars of passing special resolution and the place of general meeting

9. *Total amount of the property (whether movable or immovable including actionable claims)

10. *Whether any suit or legal proceedings taken by, or pending against the entity, or any public officer or member thereof ◯ Yes ◯ No

If Yes, give brief details

11. (i) *Whether entity has any secured debt outstanding as on the date of application ◯ Yes ◯ No

(ii) *Mention the total outstanding amount

Attachments

1. *Particulars of members/partners along with the details of shares held by them;	Attach
2. *Declaration of two or more directors verifying the particulars of all members/partners;	Attach
3. *Affidavit from all the members/partners for dissolution of the entity;	Attach
4. *Copy of the instrument constituting or regulating the entity;	Attach
5. *Copy of certificate of registration of the entity if any;	Attach
6. *Copy of Newspaper advertisement;	Attach
7. *Certificate from a CA/CS/CWA certifying the compliance with all the provisions of Stamp Act, to the extent applicable;	Attach
8. Consent of majority of members;	Attach
9. Consent of at least three-fourth of members agreeing for registration under this part;	
10. No objection certificate from the concerned Registrar of Firms or Registrar of Companies(LLP);	Attach
11. No objection certificate/Consent given by secured creditors;	Attach
12. Statement of accounts of the company, prepared not later than15 days preceding the date of application duly certified by auditor; if applicable	Attach
13. Copy of the resolution declaring the amount of guarantee;	Attach
14. *Undertaking for compliance with requirements of Indian Stamp Act, 1899	Attach
15. *a copy of latest Income Tax Return of the firm	Attach

List of attachments

Remove Attachment

16. Optional attachment(s) (if any)

Declaration

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

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

***To be digitally signed by**

*Designation DSC BOX

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

Certificate by practicing professional

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

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

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

*To be digitally signed by DSC BOX

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

* Whether associate or fellow ◯ Associate ◯ Fellow

* Membership number

* Certificate of practice number

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

Modify | Check Form | Prescrutiny | Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby registered

Confirm submission

Date of signing (DD/MM/YYYY)