

# INCORPORATION OF COMPANIES



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

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## PREFACE

Corporate Form of business is a landmark in the evolution of human civilization. Formal incorporation of companies has many immediate benefits for the companies and for stakeholders. Legal entities can outlive their founders.

Economies around the world have taken steps making it easier to start a business—streamlining procedures by setting up a one-stop shop, making procedures simpler or faster by introducing technology and reducing or eliminating minimum capital requirements etc. Where governments make registration easy, more entrepreneurs start businesses in the formal sector, creating more good jobs and generating more revenue for the government.

The Government of India has taken various initiatives to encourage setting up businesses and to improve ease of doing business. The Companies Act 2013 has simplified the process of incorporation of companies. The Ministry of Corporate Affairs has notified on 1<sup>st</sup> May 2015, a new system- an integrated e-form INC-29 for incorporating companies.

The Institute as part of its capacity building initiatives under the Companies Act 2013, decided to bring out the publication on “Incorporation of Companies” to guide the professionals on step by step procedure of incorporation of various kinds of companies - public and private companies, One Person Companies, Section 8 Companies and Producer Companies.

I place on record my sincere thanks CS Vineet K. Chaudhary Central Council Member and Chairman, Corporate Laws and Governance Committee and CS Ahalada Rao V, Central Council Member for their valuable inputs in finalizing the book.

I am also thankful to CS Aishwarya Mohan Gehrana and CS Vijay Sharma, Practising Company Secretaries in preparation of basic manuscript and to CS Henry Richard, Retd. Regional Director, South Eastern Region, Ministry of Corporate Affairs for his valuable inputs.

I commend the dedicated efforts put in by team ICSI led by CS Alka Kapoor, Joint Secretary and comprising CS Banu Dandona, Deputy Director, CS Nishita Singhal, Assistant Education Officer in finalizing the publication under the overall guidance of CS Sutanu Sinha, Chief Executive & Officiating Secretary , ICSI.

I have great pleasure in introducing this book to the professional fraternity. I am sure this publication will be of immense practical value to entrepreneurs, professionals and practitioners.

I welcome your suggestions for further value additions to this publication.

Date : 07.08.2015  
Place : Mumbai

**CS Atul H. Mehta**  
**President**

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# 1. INCORPORATION OF COMPANIES —

## AN INTRODUCTION

Business enterprises can be broadly divided into two categories, namely, one which is unincorporated and the other which is incorporated. The basic difference between the incorporated and the un-incorporated form of organisation is that while an un-incorporated form of business may be started without registration, corporate form of organisations cannot be set up without registration under the laws which govern their functioning. Company form of organization is the most popular form of corporate organization.

Company is characterised by the fact that ownership and management are separate. The capital of the company is provided by a group of people called shareholders who entrust the management of the company in the hands of persons known as the Board of Directors. A company is an artificial legal person created by process of law which makes it an entity separate and distinct from its members who constitute it. As a natural consequence of incorporation and transferability of shares, the company has perpetual succession. It can be said that company form of organisation is suitable when the capital requirements of a business are large, the liability of members is expected to be limited and the risks need to be spread among a larger number of persons.

Formation of company is a process which results in incorporation of a company. In all jurisdictions, company laws deals with fine details related to incorporation, objects, legal compliances, merger amalgamation and winding up of companies. In India, we presently have the Companies Act, 2013 to govern companies in India. We will discuss procedural part of formation of the company up to incorporation in this book.

### DEFINITIONS

**1. Company:** Company means a company incorporated under this Act or under any previous company law; [Section 2(20)]

A company may be a limited by guarantee or by shares or it may be an unlimited company.

- (i) **“Company Limited by Guarantee”** means a company having the liability of its members limited by the memorandum to such amount as the members may respectively undertake to contribute to the assets of the company in the event of its being wound up. [Section 2(21)]  
The contribution from members are postponed to the event called winding up.

- (ii) **“Company Limited by Shares”** means a company having the liability of its members limited by the memorandum to the amount, if any, unpaid on the shares respectively held by them; [Section 2(22)]. The contribution from members is current requirement at the time of incorporation or call. There is no liability for members holding fully paid up shares.

The companies limited by shares may be private company or public company. There is an addition called “One Person Company” in Companies Act 2013.

- (i) **“One Person Company”** means a company which has only one person as a member; [Section 2(62)]
- (ii) **“Private Company”** means a company having a minimum paid-up share capital as may be prescribed, and which by its articles,—
  - (i) restricts the right to transfer its shares;
  - (ii) except in case of One Person Company, limits the number of its members to two hundred:

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that—

- (A) persons who are in the employment of the company; and
- (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (iii) prohibits any invitation to the public to subscribe for any securities of the company; [Section 2(68)]
- (iii) **“Public Company”** means a company which—
  - (a) is not a private company;
  - (b) has a minimum paid-up share capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

2. **“Holding Company”** in relation to one or more other companies, means a company of which such companies are subsidiary companies; [Section 2(46)]

3. **“Subsidiary Company”** or “subsidiary”, in relation to any other company (that is to say the holding company), means a company in which the holding company—

- (a) controls the composition of the Board of Directors; or
- (b) exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies:

Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed. (This proviso is not notified)

*Explanation.*—For the purposes of this clause,—

- (a) company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or sub-clause (ii) is of another subsidiary company of the holding company;
- (b) the composition of a company’s Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors;
- (c) the expression “company” includes any body—corporate;
- (d) “layer” in relation to a holding company means its subsidiary or subsidiaries; [Section 2(87)]

4. **“Government Company”** means any company in which not less than fifty one percent of the paid-up share capital is held by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments, and includes a company which is a subsidiary company of such a Government company. [Section 2(45)]

#### 5. **Companies with Charitable Objects**

Company which intends to apply its profits or other income in promoting its objects which may be the promotion of commerce, art, science, sports, education, research, social welfare, religion, charity, protection of environment or any such other object and prohibit payment of any dividend is a different category under Section 8 of the Companies Act, 2013.

## 6. Producer Company

Producer Companies is a company which has one or more of the following objects given in Section 58 of Companies Act,1956:

- (a) Production, harvesting, procurement, grading, pooling, handling, marketing, selling, export of primary produce of members or import of goods or services for their benefits:

Provided that the Producer Company may vary on any of the activities specified in this clause either or through other institution;

- (b) Processing including preserving, drying, distilling, brewing, venting, canning and packaging of produce of its Members;
- (c) Manufacture, sale or supply of machinery, equipment or consumables mainly to its Members;
- (d) Providing education on the mutual assistance principles to its Members and others;
- (e) Rendering technical services, consultancy services, training, research and development and all other activities for the promotion of the interests of its Members;
- (f) Generation, transmission and distribution of power, revitalisation of land and water resources, their use, conservation and communications relatable to primary produce;
- (g) insurance of producers or their primary produce;
- (h) Promoting techniques of mutuality and mutual assistance;
- (i) Welfare measures or facilities for the benefit of Members as may be decided by the Board;
- (j) Any other activity, ancillary or incidental to any of the activities referred to in clauses (a) to (i) or other activities which may promote the principles of mutuality and mutual assistance amongst the Members in any other manner;
- (k) Financing of procurement, processing, marketing or other activities specified in clauses (a) to (j) which include extending of credit facilities or any other financial services to its Members.

**Note\*** *In terms of first proviso to section 465, the provisions of Part IX A of The Companies Act,1956 shall be applicable mutatis matndis to a producer company in a manner as if the Companies Act,1956 has not been repealed until a Special Act is enacted for producer companies.*



7. “**Promoter**” means a person—

- (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in section 92; or
- (b) who has control over the affairs of the company, directly or indirectly whether as a shareholder, director or otherwise; or
- (c) in accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity.

8. “**Member**”, in relation to a company, means—

- (i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;
  - (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;
  - (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;
-

## 2. INCORPORATION OF COMPANIES — LEGAL PROVISIONS

The Companies Act, 2013 provides for the kinds of companies that can be promoted and registered under the Act.

### Formation of Company

Section 3(1) of the Companies Act 2013 states that a company may be formed for any lawful purpose by—

- (a) seven or more persons, where the company to be formed is to be a public company;
- (b) two or more persons, where the company to be formed is to be a private company; or
- (c) one person, where the company to be formed is to be One Person Company that is to say, a private company, by subscribing their names or his name to a memorandum and complying with the requirements of this Act in respect of registration

A company formed under Section 3(1) may be either—

- (a) a company limited by shares; or
- (b) a company limited by guarantee; or
- (c) an unlimited company.

### Memorandum of Association

The Memorandum of Association is a document which sets out the constitution of a company and is therefore the foundation on which the structure of the company is built. It defines the scope of the company's activities and its relations with the outside world. The Memorandum of Association is the charter of a company. It is a document, which amongst other things, defines the area within which the company can operate. Section 4(1) states that the memorandum of a company shall state—

- (a) the name of the company with the last word "Limited" in the case of a public limited company, or the last words "Private Limited" in the case of a private limited company
- (b) the State in which the registered office of the company is to be situated;
- (c) the objects for which the company is proposed to be incorporated and any matter considered necessary in furtherance thereof;
- (d) the liability of members of the company, whether limited or

unlimited, and also state,— (i) in the case of a company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them; and (ii) in the case of a company limited by guarantee, the amount up to which each member undertakes to contribute— (A) to the assets of the company in the event of its being wound-up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member, as the case may be; and (B) to the costs, charges and expenses of winding-up and for adjustment of the rights of the contributories among themselves;

- (e) in the case of a company having a share capital,— (i) the amount of share capital with which the company is to be registered and the division thereof into shares of a fixed amount and the number of shares which the subscribers to the memorandum agree to subscribe which shall not be less than one share; and (ii) the number of shares each subscriber to the memorandum intends to take, indicated opposite his name;
- (f) in the case of One Person Company, the name of the person who, in the event of death of the subscriber, shall become the member of the company.

### **Articles of association**

In terms of section 5(1), the articles of a company shall contain the regulations for management of the company. The articles of association of a company are its bye-laws or rules and regulations that govern the management of its internal affairs and the conduct of its business. The articles play a very important role in the affairs of a company. It deals with the rights of the members of the company inter se. They are subordinate to and are controlled by the memorandum of association.

Section 5(2) provides that the articles shall also contain such matters, as may be prescribed. However, nothing prescribed in this sub-section shall be deemed to prevent a company from including such additional matters in its articles as may be considered necessary for its management. The articles of a company shall be in respective forms specified in Tables, F, G, H, I and J in Schedule I as may be applicable to such company. [Section 5(6)].

A company may adopt all or any of the regulations contained in the model articles applicable to such company. [Section 5(7)]

Section 5(8) provides that in case of any company, which is

registered after the commencement of Companies Act 2013, in so far as the registered articles of such company do not exclude or modify the regulations contained in the model articles applicable to such company, those regulations shall, so far as applicable, be the regulations of that company in the same manner and to the extent as if they were contained in the duly registered articles of the company.

### **Entrenchment Provisions**

The Companies Act, 2013 recognizes an interesting concept of entrenchment. Essentially, the entrenchment provisions allow for certain clauses in the articles to be amended upon satisfaction of certain conditions or restrictions (such as obtaining a 100% consent) greater than those prescribed under the Act. This shall empower the enforcement of any pre-agreed rights and provide greater certainty to investors, especially in joint ventures. The provisions for entrenchment referred to in section 5(3) shall be made either on formation of a company, or by an amendment in the articles agreed to by all the members of the company in the case of a private company and by a special resolution in the case of a public company. [Section 5 (4)]

Where the articles contain provisions for entrenchment, whether made on formation or by amendment, the company shall give notice to the Registrar of such provisions in such form and manner as may be prescribed. [Section 5 (5)]

### **Incorporation of a Company**

Section 7(1) provides that at the time of incorporation of a company there shall be filed with the Registrar within whose jurisdiction the registered office of a company is proposed to be situated, the following documents and information for registration, namely:—

- (a) the memorandum and articles of the company duly signed by all the subscribers to the memorandum in such manner as may be prescribed;
- (b) a declaration in the prescribed form by an advocate, a chartered accountant, cost accountant or company secretary in practice, who is engaged in the formation of the company, and by a person named in the articles as a director, manager or secretary of the company, that all the requirements of this Act and the rules made thereunder in respect of registration and matters precedent or incidental thereto have been complied with;
- (c) an affidavit from each of the subscribers to the memorandum and from persons named as the first directors, if any, in the articles that he is not convicted of any offence in connection with the promotion, formation or management of any

company, or that he has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years and that all the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of his knowledge and belief;

- (d) the address for correspondence till its registered office is established;
- (e) the particulars of name, including surname or family name, residential address, nationality and such other particulars of every subscriber to the memorandum along with proof of identity, as may be prescribed, and in the case of a subscriber being a body corporate, such particulars as may be prescribed;
- (f) the particulars of the persons mentioned in the articles as the first directors of the company, their names, including surnames or family names, the Director Identification Number, residential address, nationality and such other particulars including proof of identity as may be prescribed; and
- (g) the particulars of the interests of the persons mentioned in the articles as the first directors of the company in other firms or bodies corporate along with their consent to act as directors of the company in such form and manner as may be prescribed.

(2) The Registrar on the basis of documents and information filed under sub-section (1) shall register all the documents and information referred to in that subsection in the register and issue a certificate of incorporation in the prescribed form to the effect that the proposed company is incorporated under this Act.

(3) On and from the date mentioned in the certificate of incorporation issued under sub-section (2), the Registrar shall allot to the company a corporate identity number, which shall be a distinct identity for the company and which shall also be included in the certificate.

(4) The company shall maintain and preserve at its registered office copies of all documents and information as originally filed under sub-section (1) till its dissolution under this Act.

(5) If any person furnishes any false or incorrect particulars of any information or suppresses any material information, of which he is aware in any of the documents filed with the Registrar in relation to the registration of a company, he shall be liable for action under section 447.

(6) Without prejudice to the provisions of sub-section (5) where, at any time after the incorporation of a company, it is proved that the company has been got incorporated by furnishing any false or incorrect information or representation or by suppressing any material fact or information in any of the documents or declaration filed or made for incorporating such company, or by any fraudulent action, the promoters, the persons named as the first directors of the company and the persons making declaration under clause (b) of subsection (1) Shall each be liable for action under section 447.

The Companies (Incorporation) Rules 2014 deals with incorporation of companies in India.

Presently, there are two routes to incorporate companies in India:

- A. Incorporation of companies through Integrated Incorporation E-Form i.e. e-Form INC – 29:** To simplify and fast track the procedure for company registration in India, the Ministry of Corporate Affairs (MCA) has introduced E-Form INC-29 – Integrated Incorporation Form. E-Form INC-29 deals with the single application for reservation of name, incorporation of a new company and/or application for allotment of DIN-thereby significantly reducing the time taken to start a company in India. This e-Form is accompanied by supporting documents including details of Directors & Subscribers, MoA and AoA etc. Once the e-Form is processed and found complete, company would be registered. Also DINs gets issued to the proposed Directors who do not have a valid DIN. Maximum three Directors are allowed for using this integrated form for allotment of DIN while incorporating a company.
- B. Incorporation of companies through various stage wise forms**

#### **Portals for filing of e-forms for incorporation:**

The e-forms for incorporation of companies under the Companies Act 2013 can be uploaded in following two portals-

- A. MCA 21 portal under Ministry of Corporate Affairs:** MCA 21 is an ambitious e-Governance project of Ministry of Corporate Affairs, Government of India. The core objective of this project was to transform the Ministry's mode of working from traditional paper to paperless format. This initiative was launched to deliver over 100 services to citizens electronically covering almost completely the Companies Act of 1956 and now Companies Act 2013. These services are provided in easy and secured manner via Ministry of Corporate Affairs portal. The MCA 21 was also the first portal

under the Government to use the Digital Identity of the users. In recent times the MCA Portal has been revamped and the revamped portal is more user friendly.

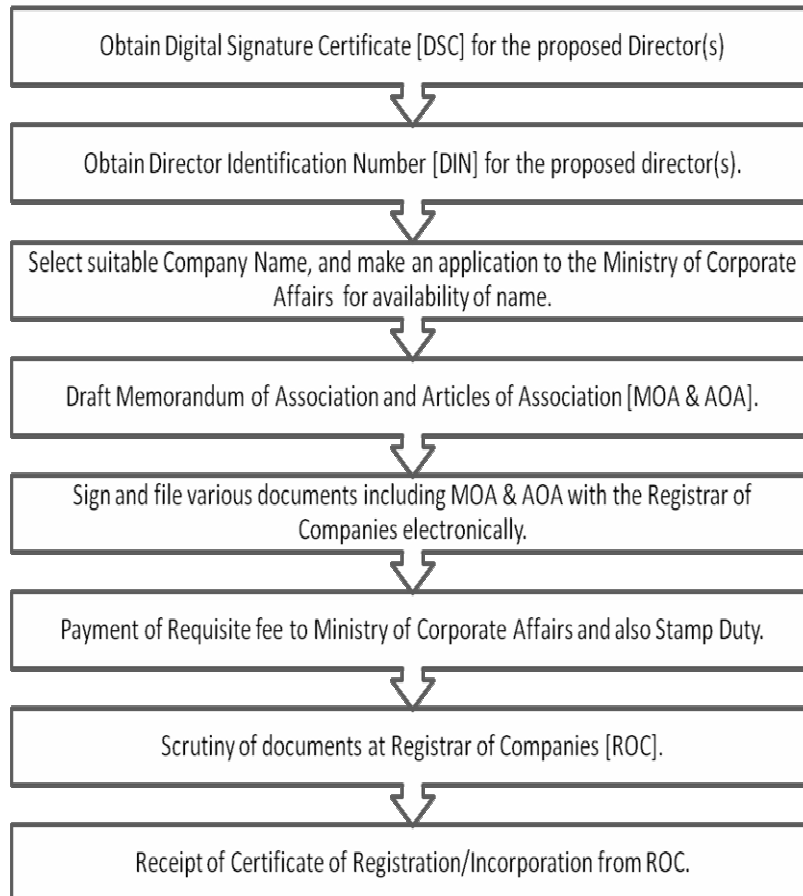
**B. E-BIZ portal under DIPP, Ministry of Commerce and Industry**

eBiz is one of the integrated services projects and part of the 27 Mission Mode Projects (MMPs) under the National E-Governance Plan (NEGP) of the Government of India. eBiz is being implemented by Infosys Technologies Limited (Infosys) under the guidance and aegis of Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce & Industry, Government of India. The focus of eBiz is to improve the business environment in the country by enabling fast and efficient access to Government-to-Business (G2B) services through an online portal. This will help in reducing unnecessary delays in various regulatory processes required to start and run businesses.

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### 3. PROCESS OF INCORPORATION OF COMPANIES

The stepwise process for incorporation of companies is as under-



In coming chapters, we will firstly discuss the documents required before incorporation and then incorporation through integrated incorporation e-form and thereafter will discuss incorporation of companies through various stage wise e-forms.

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#### 4. DIGITAL SIGNATURE CERTIFICATES (DSC)

Section 18 of the Information Technology Act, 2000, provides the required legal sanctity to the digital signatures based on asymmetric crypto systems. The digital signatures are now accepted at par with handwritten signatures and the electronic documents that have been digitally signed are treated at par with paper documents. As Physical documents are signed manually, similarly, electronic documents, for example e-forms are required to be signed digitally using a Digital Signature Certificate.

##### **Types of Digital Signature Certificates (DSC):**

The different types of Digital Signature Certificates are:

**Class 2:** Here, the identity of a person is verified against a trusted, pre-verified database.

**Class 3:** This is the highest level where the person needs to present himself or herself before the Registration Authority (RA) and prove his/ her identity.

**Note:** *DSC of Class 2 and Class 3 signing certificate categories issued by a licensed Certifying Authority needs to be obtained for e-Filing on the MCA Portal.*

##### **Procedure for obtaining CLASS 2 Digital Signature Certificates (DSC)**

The Office of Controller of Certifying Authorities, issues Certificate only to Certifying Authorities (CA). CAs issue Digital Signature Certificate to end-user. The CAs are authorized to issue a DSC with a validity upto two years. A CA issues DSC in 2 to 7 days. You may approach any one CA for getting Digital Signature Certificate. The website addresses of different CAs are given below:

- [www.safescrypt.com](http://www.safescrypt.com)
- [www.nic.in](http://www.nic.in)
- [www.idrbtca.org.in](http://www.idrbtca.org.in)
- [www.tcs-ca.tcs.co.in](http://www.tcs-ca.tcs.co.in)
- [www.ncodesolutions.com](http://www.ncodesolutions.com)
- [www.e-Mudhra.com](http://www.e-Mudhra.com)

MTNL and Central Excise and Customs have now closed functioning as CAs.

The standard form issued by certifying authority has to be filled and

the following documents are required:

1. A self attested colour photograph (affixed on the DSC Form)
2. ID Proof (PAN Card Copy is Mandatory)
3. Address Proof like
  - ✓ Telephone Bill, Electricity Bill or Water Bill. (not older than 2 months)
  - ✓ Gas connection. (not older than 2 months)
  - ✓ Bank Statement Signed by Banker (not older than 2 months)
  - ✓ Driving Licence
  - ✓ Voter ID Card
  - ✓ Passport

**Note:** Documents mentioned in points 2 & 3 shall be attested only by Banker, Gazetted officer or Post Master, no professional certification shall be entertained


### Registration of DSC on MCA 21 PORTAL

Step by step process to be followed for registration of Director's DSC is as under:

1. Click on the MCA Services and then following page will appear. Click on 'Register DSC' link available on the MCA portal homepage.


The screenshot shows the MCA 21 portal homepage. At the top, it displays the date '8/5/2015' and the title 'Ministry Of Corporate Affairs - FAQs on Digital Signature Certificate (DSC)'. Below this is a navigation bar with links for 'Skip to main content', 'Corporate Seva Kendra', 'Forms & Downloads', 'Sitemap', and 'Login/Register'. A search bar is also present. The main header includes the MCA logo and the tagline 'EMPOWERING BUSINESS, PROTECTING INVESTORS'. The navigation menu includes 'ABOUT MCA', 'ACTS & RULES', 'MCA SERVICES', 'DATA & REPORTS', 'CONTACTS', and 'HELP & FAQS'. The 'MCA SERVICES' section is expanded, showing a grid of service links. The 'DSC Services' section is highlighted, and the 'Register DSC' link is circled in red. Other services listed include 'Acquire DSC', 'Update DSC', 'Verify Digitally Signed Certificate', 'DIN Services', 'LLP Services', 'Company Services', 'Investor Services', 'Master Data', 'e-Filing', and 'Complaints'.

2. On the next screen, click on the 'Director' link on the left hand panel




[Click Here >](#)

[Register a New Company](#)




[Click Here >](#)

[Change Company Information](#)



[Click Here >](#)

[Compliance/Approval Filing](#)



[Click Here >](#)

[Close a Company](#)

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**Register Digital Signature Quick Links**

- [Register Digital Signature](#)
- [Director](#)
- [Manager / Secretary](#)
- [Practising Professional](#)
- [View Signatory Details](#)
- [Update DSC for Bank Official/Nodal Administrator](#)

Report Abuse

[Forms Download](#)

Prerequisite Software for efilling

### Register Digital Signature Certificate

Role check for Indian companies is to be implemented in the MCA application. Role check can be performed only after the signatories have registered their Digital signature certificates (DSC) with MCA.

Once the role check is implemented, system shall verify whether the signature on the eform filed, is of signatory of the company.

[Step by step Process for DSC registration by Director](#)  
[Step by step Process for DSC registration by Manager/Secretary](#)  
[Step by step Process for DSC registration by Practising Professional](#)

**Step by step Process for Director**

**Related Information**

[FAQs](#)

3. Fill-up the required details of DIN. Please ensure that the DIN is approved and typed correctly.

8/5/2015
MCA21 : Register DSC Register Director's DSC

Wednesday, August 5, 2015 12:58:12 PM
Welcome, Guest
Ministry
Search



**Ministry of Corporate Affairs**  
Government of India



**MCA21**  
Secure Transformation

Empowering Business, Protecting Investors

Regulator • Integrator • Facilitator • Educator

Home
Services
Legislation
Information
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**Register Digital Signature Quick Links**

- [Register Digital Signature](#)
- [Director](#)
- [Manager / Secretary](#)
- [Practising Professional](#)
- [View Signatory Details](#)
- [Update DSC for Bank Official/Nodal Administrator](#)

Report Abuse

[Forms Download](#)

Prerequisite Software for efilling

#### Register Director's/ Designated Partner's/ Authorised Representative Digital Signature Certificate

DIN/DPIN \*

**Personal Details (as provided in the DIN application)**

First Name :

Middle Name :

Last Name :

Date of Birth \* :

Father's First Name :

Father's Middle Name :

Father's Last Name :

Mother's Maiden Name \* :

\*Mandatory Field

(next) (reset)

4. Click on the 'Next' button. The system would verify the details.
5. If the details filled do not match with DIR-3/ DIR-6, as the case may be, for the reason that you do not have your DIN application details, you can get the details from the company in which you are a director.
6. If the details are correct, the system would prompt you to select the DSC. Click on the 'Select Certificate' button to browse and select the certificate. Please ensure that the selected DSC belongs to the applicant, whose particulars are being registered.

<p><b>Register Digital Signature Quick Links</b></p> <ul style="list-style-type: none"> <li>Register Digital Signature</li> <li>Director</li> <li>Manager / Secretary</li> <li>Practising Professional</li> <li>View Signatory Details</li> <li>Update DSC for Bank Official/Nodal Administrator</li> </ul> <p style="text-align: center;"><a href="#">Report Abuse</a></p> <p style="text-align: center;">Forms Download</p> <p style="text-align: center;">Prerequisite Software for efilling</p>	<p style="text-align: center;"><b>Register Director's/ Designated Partner's/ Authorised Representative Digital Signature Certificate</b></p> <p>DIN/DPIN * <input type="text"/></p> <p><b>Personal Details (as provided in the DIN application)</b></p> <p>First Name : <input type="text"/></p> <p>Middle Name : <input type="text"/></p> <p>Last Name : <input type="text"/></p> <p>Date of Birth * : <input type="text" value="dd/mm/yyyy"/></p> <p>Father's First Name : <input type="text"/></p> <p>Father's Middle Name : <input type="text"/></p> <p>Father's Last Name : <input type="text"/></p> <p>Mother's Maiden Name * : <input type="text"/></p> <p>Email Id * : <input type="text"/></p> <p>Digital Certificate * : <input type="text" value="Select Certificate"/></p> <p>Declaration : *</p> <p><input checked="" type="checkbox"/> I hereby certify and confirm that the information provided above is correct and complete. Further, I am aware of the legal consequences of an incorrect statement.</p> <p><b>Note :</b> In case you are also a Manager/Secretary and/or a Practising Professional and/or a Authorised Representative having PAN, you are required to register your DSC separately for these roles.</p> <p><small>*Mandatory Field</small></p> <p style="text-align: center;"><input type="button" value="Submit"/> <input type="button" value="Reset"/></p>
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Note: System shall validate the DSC. If the selected DSC is already registered against given DIN, system will give an informatory message. If a different DSC is already registered against the given DIN, system will ask if the user wants to update his/ her DSC.

7. Type the displayed system generated text for verification in the box provided.
8. Click on 'I agree' button to agree to the declaration that details furnished are correct.

<p><b>Register Digital Signature Quick Links</b></p> <ul style="list-style-type: none"> <li>Register Digital Signature</li> <li>Director</li> <li>Manager / Secretary</li> <li>Practising Professional</li> <li>View Signatory Details</li> <li>Update DSC for Bank Official/Nodal Administrator</li> </ul> <p style="text-align: center;"><a href="#">Report Abuse</a></p> <p style="text-align: center;">Forms Download</p> <p style="text-align: center;">Prerequisite Software for efilling</p>	<p style="text-align: center;"><b>Register Director's/ Designated Partner's/ Authorised Representative Digital Signature Certificate</b></p> <p>DIN/DPIN * <input type="text"/></p> <p><b>Personal Details (as provided in the DIN application)</b></p> <p>First Name : <input type="text"/></p> <p>Middle Name : <input type="text"/></p> <p>Last Name : <input type="text"/></p> <p>Date of Birth * : <input type="text" value="dd/mm/yyyy"/></p> <p>Father's First Name : <input type="text"/></p> <p>Father's Middle Name : <input type="text"/></p> <p>Father's Last Name : <input type="text"/></p> <p>Mother's Maiden Name * : <input type="text"/></p> <p>Email Id * : <input type="text"/></p> <p>Digital Certificate * : <input type="text" value="Select Certificate"/></p> <p>Declaration : *</p> <p><input checked="" type="checkbox"/> I hereby certify and confirm that the information provided above is correct and complete. Further, I am aware of the legal consequences of an incorrect statement.</p> <p><b>Note :</b> In case you are also a Manager/Secretary and/or a Practising Professional and/or a Authorised Representative having PAN, you are required to register your DSC separately for these roles.</p> <p><small>*Mandatory Field</small></p> <p style="text-align: center;"><input type="button" value="Submit"/> <input type="button" value="Reset"/></p>
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9. Click on the 'Submit' button to register your DSC.

**Register Director's/ Designated Partner's/ Authorised Representative Digital Signature Certificate**

DIN/DPIN \*

**Personal Details (as provided in the DIN application)**

First Name :

Middle Name :

Last Name :

Date of Birth \* :

Father's First Name :

Father's Middle Name :

Father's Last Name :

Mother's Maiden Name \* :

Email Id \* :

Digital Certificate \* :

Declaration : \*

I hereby certify and confirm that the information provided above is correct and complete. Further, I am aware of the legal consequences of an incorrect statement.

Note : In case you are also a Manager/Secretary and/or a Practising Professional and/or a Authorised Representative having PAN, you are required to register your DSC separately for these roles.

\*Mandatory Field

10. Acknowledgement message is displayed to the user that the DSC has been successfully registered.

*NOTE: After clicking on select certificate, if the user is unable to get the certificate attached, please ensure that the Software "ACTIVE X" has been properly installed.*

## 5. DIRECTOR'S IDENTIFICATION NUMBER (DIN)

Director Identification Number (DIN) is a unique identification number given to an existing or a proposed director of the incorporating Company. According to Section 152(3), no person shall be appointed as a director of a company unless he has been allotted DIN under Section 154. One person may get DIN either through integrated application INC-29 or through individual application DIR-3. A person below age of 18 years may not apply for DIN.

As per the revised procedure for DIN Allotment, any person intending to apply for DIN through e-Form DIR-3 should follow the following procedure:

1. Fill the E Form DIR-3 off line.
2. Attach the photograph and scanned copy of supporting documents which are as follows:
  - ✓ Proof of Identity
    - Self Attested PAN Card Copy Mandatory
    - Self Attested copy of PAN Card in case of Indian Nationals.
    - Self Attested copy of Passport in case of Foreign Nationals.

**(Note: The process of applying for PAN is given in Annexure I)**

- ✓ Proof of Residence, Self Attested:
  - Telephone Bill, Electricity Bill or Water Bill. (not older than 2 months)
  - Gas connection.(not older than 2 months)
  - Bank Statement Signed by Banker (not older than 2 months)
  - Driving Licence
  - Voter I.D. Card
  - Passport
- 3. Along with the supporting documents, verification by the applicant for applying for allotment of Director Identification

Number (DIN) shall also be attached. This shall contain the name, father's name, date of birth, present address and text of declaration and physical signature of the applicant.

4. The e Form shall have to be digitally signed and shall be uploaded on MCA21 portal.
5. Upon upload, Pay the fees for DIR-3 e Form electronically

**Note:** *No Challan Payment is accepted under revised procedure of DIN allotment.*

6. Upon upload and successful payment, Provisional DIN shall be generated.

**Note:** *In case, DIR-3 is a potential duplicate, the MCA DIN cell will examine the e Form DIR-3 and same shall be disposed of within one or two days.*

**Filling of Form DIR-3**

<i>S NO.</i>	<i>Filed Name</i>	<i>Instructions</i>
1	Applicant's name (Enter full name and do not use abbreviations)	<p>✓ Enter full name of the applicant.</p> <p>✓ Single alphabet is not allowed in field 'First name' and 'last name'. Field 'Middle Name' is an optional field. You should enter it if a middle name exists on the evidence.</p> <p>✓ The name should be filled exactly as given in the identity proof, including the spelling.</p> <p>✓ It is mandatory to enter either applicant's first name or applicant's last name. However, in case of Indian nationals, single name shall be allowed only in case same single name is there in Income tax PAN.</p> <p><b>Please note that</b> name as provided in the DIN application should be same as given in PAN and will be used for all correspondence with MCA.</p>
2	Father's name (Married (c) women must also give father's name)	<p>Enter your father's full name.</p> <p>Single alphabet is not allowed in field 'first name' and 'last name'. Field "Middle Name" is an optional field. You should enter it if a middle name exists on the evidence.</p> <p>✓ The name should be filled exactly as given in the identity proof, including the spelling.</p> <p><b>Note:</b> Father's name proof is not required in the case of foreign nationals / NRIs.</p>



		<p>✓ It is mandatory to enter either father's first name or father's last name. However, in case of Indian nationals, single name is allowed only in case same single name is there in Income tax PAN.</p>
3	Photograph	<p>✓ It is mandatory to attach photograph giving front view of the full face of the applicant. To attach the photograph, click on the box provided.</p> <p>✓ Latest photograph of the applicant in JPEG format only should be attached.</p>
4	Nationality	<p>✓ If the applicant is a citizen of India then Nationality is displayed as 'Indian'. Foreign nationals shall select the nationality as declared in the passport.</p>
5.	Resident Status	<p>✓ In terms of the Companies (Incorporation) Rules, 2014, the term "resident in India" means a person who has stayed in India for a period of not less than 182 days in the immediately preceding one calendar year.</p>
6	Occupation Type and Educational Type qualification	<p>✓ Select the current occupation and educational qualifications of the applicant from the drop down values given.</p>
7	Date of Birth	<p>✓ Enter date in DD/MM/ YYYY format even if its proof contains date in any other format. Proof is mandatory and should be valid, clearly visible and duly attested. Person should be minimum 18 years of age while applying for this application.</p>
8	Gender	<p>✓ To be selected from the options</p>
9	Place of Birth	<p>✓ Enter Place of Birth</p>

10(a)	Income-tax permanent account number: (In case Income tax PAN is entered, details of the applicant shall be as per Income-tax PAN)	✓ Enter your Income tax permanent account number (Income tax PAN).Income tax PAN is mandatory for Indian nationals.
10(b)	Verify income-tax PAN	✓ If Income tax PAN is entered, it is mandatory to click on 'Verify income-tax PAN' button. System shall verify the details based on PAN. Ensure that the name (first, middle and last name), father's name (first, middle and last name) and date of birth are as per the income- tax PAN details.
11	Voter Identity Card number	✓Enter these details if attached as Address Proof
12	Passport number	✓ Enter your passport number. Passport number is mandatory for foreign nationals. It is advisable to provide details of all the identity proofs you own/ possess. Details entered should match exactly with the details of identity proof.
13	Driving license number	✓ Enter driving license number.
14	Aadhaar Number	✓ Enter aadhar number.
15	Permanent residential address	✓ Enter the details matching exactly with the residence proof. In case, the country selected is other than India, and you do not have PIN Code, enter 'NA'. In case of foreign nationals, state can be mentioned in address/ city. Enter your valid email ID.
16	Whether present residential address is same as permanent residential address	✓ If 'Yes' is selected, then present residential address is displayed automatically by the system and is same as the permanent residential address. If 'No' is

	(Yes or No)	selected, then enter the present residential address at serial no 17.
17	Present Residential Address	If No. is selected in field 16, this will require to be filled manually.
	To be digitally signed by chartered accountant or company secretary or cost accountant	<p>DSC</p> <ul style="list-style-type: none"> <li>✓ Ensure the e-Form is digitally signed by the same person i.e. applicant who is filing the application and by either of the following: <ul style="list-style-type: none"> <li>(a) chartered accountant (in whole-time practice) or cost accountant (in whole time practice) or company secretary (in whole-time practice)</li> <li>(b) company secretary in full time employment</li> <li>(c) director of the company in which the applicant is to be appointed as a director</li> </ul> </li> <li>✓ Enter valid membership number and certificate of practice number of the practicing professionals if practicing professional is signing the e Form.</li> <li>✓ Select the relevant category of the professional and whether he/she is an Associate or fellow.</li> <li>✓ Enter the DIN of the Director or membership number of Company Secretary</li> <li>✓ Enter the CIN of company with which secretary or director is associated and in which applicant is proposed to be a director</li> <li>✓ Click Pre-fill button. System will automatically display the name of the company.</li> </ul>
	Certification	✓ Select the relevant check

		boxes.
	To be digitally signed by	<p>Designation</p> <p>Select one of the following options for designation from the drop-down list below:</p> <ul style="list-style-type: none"> <li>• Chartered Accountant in whole time practice</li> <li>• Company Secretary in whole time practice</li> <li>• Cost Accountant in whole time practice.</li> <li>• Company secretary in whole time Employment</li> <li>• Director</li> </ul>
		<p>✓ If e Form is digitally signed by a Chartered Accountant (CA) or Cost Accountant (CWA) or Company Secretary (CS) (in whole time practice) then the supporting documents attached shall be self-attested by the applicant.</p> <p>✓ If e Form is digitally signed by secretary (who is member of ICSI), in whole time employment or director of existing company then the supporting documents attached shall be either self-attested by the applicant or duly attested by either Public Notary or a Gazette Officer of a Government.</p> <p>✓ The attesting authority must indicate the following while attesting the documents:- (i) Signatures; (ii) Name in full in Capitals; (iii) Registration No.; and (iv) Seal/ Stamp.</p> <p>✓ In case, the director/ designated partner is residing outside India, then the attached supporting documents should be attested by the Consulate of the Indian Embassy, Foreign public notary. In case of director, supporting documents can also be attested by Company secretary in full time employment /CEO/Managing director of the Indian company in which he/she proposed to be a director.</p>
		✓ The following are the mandatory attachments to be

	<p>filed in all cases:</p> <p><b>1. Proof of Identity of applicant</b></p> <ul style="list-style-type: none"><li>• In case of Indian nationals, Income-tax PAN is a mandatory requirement for proof of identity.</li><li>• In case of foreign nationals, passport is a mandatory requirement for proof of identity.</li><li>• Proof of identify enclosed with eForm DIR-3 should also contain the date of birth of the applicant and the same should match the date of birth filled in the application form. In case the proof of identify does not indicate the Date of Birth then additional proof of Date of Birth, duly certified/ attested, should be attached.</li></ul> <p><b>2. Proof of residence of applicant</b></p> <ul style="list-style-type: none"><li>• Address proofs like passport, election (voter identity) card, and ration card, driving license, electricity bill, telephone bill or aadhaar shall be attached and should be in the name of applicant only.</li><li>• In case of Indian applicant, documents should not be older than 2 months from the date of filing of the e Form.</li><li>• In case of foreign applicant, address proof should not be older than 1 year from the date of filing of the e Form.</li></ul> <p><b>3. Copy of verification by the applicant as per e Form No. DIR-4.</b></p> <ul style="list-style-type: none"><li>• In case of proofs which are in languages other than Hindi / English, the proofs should be translated in Hindi / English from professional translator carrying his details (name, signature, address) and seal. In the case of foreign nationals, translation done by the notary of home country is also acceptable.</li><li>• Any other information can be provided as an optional attachment(s).</li></ul>
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**Grounds for rejection of request for allotment of DIN**

When an e Form is processed by the authority concerned, it may be rejected on the following grounds:

Rejection Code	Description
1	Proof of identity has not been attested by an authorized person.
2	Proof of residential address has not been attested by an authorized person.
3	The supporting document for identity proof is not valid as it has not been issued by any Government Authority
4	The enclosed evidence has handwritten entries.
5	Date of Birth is not matching with the date of birth mentioned in the proof attached.
6	Applicant's Name is not matching with the name mentioned in the proof attached.
7	Address is not matching with the address details mentioned in the proof attached
8	Applicant's Father's Name is not matching with the father's name mentioned in the proof attached.
9	The submitted application is duplicate DIN application i.e. an approved DIN already exists in this name.
10	Identification number entered in application does not match with the identity proof enclosed.
11	The gender is not entered correctly in DIN form.
12	ID proof not attached with the application

## 6. Incorporation of Companies through Integrated Incorporation E-form (INC – 29)

E-Form INC – 29 is an integrated form for incorporation of companies in India. To get maximum benefit, this form should be used through e – biz portal maintained by DIPP, Ministry of Commerce and Industries, not through MCA21 Portal maintained by Ministry of Corporate Affairs.

Form INC – 29 is governed by Sections 4, 7, 12, 152 and 153 of the Companies Act, 2013 read with Rule 36 of the Companies (Incorporation) Rules 2014 introduced by the Companies (Incorporation) Amendment Rules 2015 with effect from 1st May 2015.

### Purpose:

Form INC-29 deals with the single application for reservation of name, incorporation of a new company and/or application for allotment of Director Identification Number (DIN). This Form is accompanied by supporting documents including details of Directors & Subscribers, Memorandum of Association (MoA) and Articles of Association (AoA). Once the Form is processed and found complete, company would register and Company Identification Number (CIN) would be allocated. Up to three proposed directors are allowed for using this integrated form for allotment of DIN while incorporating a company.

The Form can be used for incorporating:

- ✓ Public Companies
- ✓ Private Companies
- ✓ One Person Companies
- ✓ Producer Company

This form is not for “not for profit companies” under Section 8 and companies defined under chapter XXI of the Companies Act, 2013 are not facilitated under this integrated incorporation form.

### Procedure for Incorporation



**Required Documents and Information:**

Applicant should keep ready documents and information required for filling of form INC – 29. Depending upon exact nature of constitution of company, industrial sector, promoters and directors requirement of information and documents may vary.

**Main Information:**

- Type and category of proposed company,
- Objects of company and main division of Industrial Activity,
- Memorandum of Association and Articles of Association, if not adopting standard set,
- Capital Structure, if applicable,
- Number of Members, if applicable,
- Address for Correspondence and Address of Registered Office, if decided,
- A Land-line phone number for communication purpose,
- Proposed Name of Company, its significance and language of name,
- Name, Address and Identity proof of proposed subscribers, and DIN if any,
- Name, Address and Identity proof of proposed directors,
- Details for PAN; Area detail, source of income for proposed company
- Details for ESIC registration; type of unit, Nature of Business,

**Other than these documents, copies of following documents will be required:**

- Copies of PAN for all Subscribers and Directors in case of Indian nationals,
- Copies of Identity Proof for all Subscribers and Directors in case of foreign nationals,
- Copies of Address Proof for all subscribers and directors,
- Copies of Certificate of Incorporation, in case of foreign body corporate as subscribers
- Copy of proof of ownership for registered office address,
- Copy of utility bill for premises for Registered Office Address
- Digital Signature Certificate of Applicant proposed directors,
- Digital Signature Certificate of Certifying Practicing Professional



**Filling of Form INC - 29:**

As Form INC – 29 is responsive form, this hide unwanted and open required column with flow of filling of information in it.

<b>S. No</b>	<b>Help</b>
1(a) Type of Company	<p>This field asks if company is:            Producer Company, or            New company other than Producer Company.</p> <p>A Producer company is governed by provision of Part IX – A of the Companies Act, 1956. Such company shall always be “Private Company Limited by Shares” and shall not be “One Person Company”. After selecting this option, applicant directly moves to point 2.</p>
1(b) Class of Company	<p>In case of other company, applicant shall select among three options; Public Company, private Company, or One Person Company.</p> <p>This option is prefilled for Producer Company [Point 1(a) above] as Private Company.</p>
1(c) Category of Company	<p>There are three Categories of Companies:            Limited by Shares,            Limited by Guarantee, or            Unlimited Companies.</p> <p>This option is prefilled for Producer Company [Point 1(a) above] and One Person company [Point 1(b) above] as Limited by shares.</p>
1(d) Sub – category of Company	<p>Sub – categories of Companies are:            Union government company,            State government company,            Non-government company,            Subsidiary of foreign company, or            Guarantee and association company.</p> <p>This option is prefilled for Producer Company [Point 1(a) above] and One Person company [Point 1(b) above] as Non – Government Company.</p>

1(e) Option of Share Capital	A company is: Having share capital, or Not having share capital.  This option is prefilled for the companies limited by shares [Point 1(c) above] as having share capital.
2(a) Main Division of Industrial Activity	Code for main division of Industrial Activities may be filled by applicant. Form will automatically fill its description.  The List is available in Annexure 3.
2(b) Whether standard template of MoA as prescribed under schedule I to the Companies Act, 2013 is opted for adoption	If yes:  Necessary information like Name applied, capital clause, details of the subscribers/member and their liabilities, State wherein the registered office is to be situated, proposed objects of the company etc. should be given suitably under the relevant clauses of MoA.  If No:  Need to keep ready customized copy of Memorandum of Association.  In both cases, Memorandum of Association is a mandatory attachment as <b>Attachment 1</b> .
2 (c) (i) Whether standard template of Articles of Association (AoA) as prescribed under schedule I to the Companies Act, 2013 is opted for adoption	If No:  Need to keep ready customized copy of Articles of Association.  In both cases, Memorandum of Association is a mandatory attachment as <b>Attachment 2</b> .
2(c)(ii) Whether Articles of Association is entrenched	If Yes:  The Article Number(s) to which provisions of entrenchment shall be applicable alongwith details of entrenchment.  This option shall be open only for Private Limited Company and One Person Company not adopting standard template of Articles of Association.

<p>3(i) Capital structure of the company</p>	<p>This is applicable in case of company having share capital, whether limited by share or not [Point 1(e)]</p> <p>Applicant shall enter break up of authorized and subscribed share capital.</p> <p>It may be Equity, Preference and Unidentified share capital. But at least one kind of identified share capital (Equity/preference) must have some value more than zero.</p> <p>Number of share, their nominal value and Total amount shall be disclosed.</p> <p>Nominal value shall be more than zero.</p> <p>Where company has multiple nominal value per share; enter each nominal value per share separated by comma.</p> <p>For example, if the details of authorized share capital are as follows:</p> <p>1,00,000 equity shares of ₹10 each 1,00,000 equity shares of ₹ 5 each 10,000 7% Preference shares of ₹ 50 each 5,000 8% Preference shares of ₹ 100 each</p> <p>The respective fields are to be entered in the following manner:</p> <p>Authorized capital of the company (in ₹)- 25,00,000/-</p> <p>Break up of Authorized capital:</p> <p>Number of equity shares- 2,00,000 Total amount of equity shares (in ₹)- 15,00,000/-</p> <p>Nominal amount per equity share- ₹ 10, ₹ 5 Number of preference shares- 15,000 Total amount of preference shares (in ₹)- 10,00,000/-</p> <p>Nominal amount per preference share- ₹50, ₹100</p>
<p>3(ii) Number of</p>	<p>This is applicable in case of company not having share capital. [Point 1(e)]</p>

Members	<p>For private company minimum number is 2 and maximum number is 200.</p> <p>In case of Public company, minimum number is 7.</p>
4(a) Correspondence Address	<p>Complete correspondence address is required.</p> <p>Landline Phone and Email Id is required for correspondence.</p>
4(b) Whether the address for correspondence is the address of registered office of the company	<p>If Yes:</p> <p>Attach the proof of office address and copy of utility bill that is not older than two months.</p> <p>In case of yes, Proof of Office address (Conveyance/ Lease deed/Rent Agreement etc. along with rent receipts) as Attachment 4 and Copy of the utility bills (not older than two months) as Attachment 5 is required to be attached.</p> <p>If Not:</p> <p>The company shall establish its registered office within fifteen of the approval of this application for Incorporation and shall also intimate such address of registered office within thirty days of the Incorporation via e-form INC-22.</p>
4(c). Name of the office of the Registrar	<p>In most of states, there is one Registrar of Companies.</p> <p>In states with more than one Registrar of Companies, this is required to select based on jurisdiction of the Registrar over the district in which Registered Office of company is proposed to be established.</p> <p>This form will be forwarded to Registrar selected in this form for processing.</p>
5(a) Proposed Name	<p>Proposed name of the company, its significance and name of vernacular language if uses in name and meaning thereof.</p> <p>This entry needs utmost care. Do proper search before selecting name. Search facility is available on MCA21 portal.</p>

<p>5(b)(i)</p> <p>Whether the promoters are carrying on any Partnership firm, sole proprietary or unregistered entity in the name as applied for?</p>	<p>If Yes:</p> <p>If yes, whether the business of such entity shall be acquired?</p> <p>NOC from the sole proprietor/ partners/other associates/ existing company is also required to be attached as Attachment 8.</p>
<p>5(b)(ii)</p> <p>Whether the proposed name contains name of any person other than the promoter(s) or their close blood relative(s)</p>	<p>If yes;</p> <p>NOC from any other person is required as Attachment 9.</p>
<p>5(b)(iii)</p> <p>Whether the proposed name includes the name of relative(s)</p>	<p>If yes;</p> <p>Attach the proof of relation of the relative with promoter as Attachment 7.</p>
<p>5(b)(iv)</p> <p>Whether approval from any sectoral regulator is required</p>	<p>If Yes;</p> <p>In case necessary approval is already taken then select the applicable declaration under declaration section of this application form.</p> <p>In case necessary approval is pending, company need to give declaration as affidavit to the effect that it will not commence its business without such approval.</p>
<p>5(b)(v)</p> <p>Whether the name is similar to</p> <p><input type="checkbox"/> Existing Indian Company</p> <p><input type="checkbox"/> Foreign body corporate</p>	<p>In case the proposed name is similar to any existing company, enter the CIN of such existing company and the name of the company will be displayed. If CIN is not known, then enter the name of such company.</p> <p>In such case, NOC by way of Board Resolution from existing Indian company is required as Attachment 12.</p> <p>In case the proposed name is similar to any foreign holding company, enter the name of</p>

	<p>the foreign holding company.</p> <p>Attach the copy of No Objection Certificate by way of Board resolution duly attested by a director of that company Attachment 20.</p>
<p>5(c)(i)</p> <p>Whether the proposed name is based on a registered trademark or is subject matter of an application pending for registration under the Trade Marks Act</p>	<p>Enter whether the proposed name is in resemblance with any class of Trade Mark Rules, 2002.</p> <p>If the proposed name is based on a registered trademark or is subject matter of an application pending for registration under the Trade Marks Act, then approval shall be attached of such owner of the registered trademark or the applicant of such trade mark for which application for registration is pending as Attachment 6.</p>
<p>5(c)(ii)</p> <p>Specify the class(s) of trademark</p>	<p>Enter the class(s) of Trade Mark to which the proposed name has resemblance with proper space and separated by comma.</p>
<p>5(c)(iii)</p> <p>Furnish the particulars of application and the approval of the applicant or owner of the trade mark.</p>	
<p>6(a)</p> <p>Number of first subscriber(s) to MOA and directors of the company</p>	<p>Upon entering the number of subscribers and directors, the required number blocks will open to fill information.</p> <p>There may be following combinations possible:</p> <p>Subscriber Director with DIN</p> <p>Subscriber Director without DIN</p> <p>Non Subscriber Director with DIN</p> <p>Non Subscriber Director without DIN</p> <p>Subscriber with DIN</p> <p>Subscriber without DIN</p>

	<p>Non – individual subscriber</p> <p>Total number of Director = (Subscriber Director with DIN + non-subscriber Director with DIN) + (Subscriber Director without DIN + Non-subscriber Director without DIN)</p> <p>Individual subscriber Director= Subscriber Director with DIN + Subscriber without DIN</p> <p>Other individual subscriber = Subscriber with DIN + Subscriber without DIN</p> <p>For filling this Form, Total number of directors (including both 'having' and 'not having' DIN) cannot be more than 20 in number.</p> <p>For filling this Form, Directors not having DIN cannot be more than 3 in number.</p> <p>An Affidavit and Declaration is required to be filed by each subscriber and director. Scan copy of all these subscribers and directors shall be attached as Attachment 3.</p> <p>Where any Subscriber is a Company, Resolution passed by promoter company as Attachment 11.</p> <p>Proof of identity and residential address of the subscribers as Attachment 16.</p>
<p>6(b)(l) Particulars of directors (other than first subscribers) Having DIN</p>	<p>Enter DIN and click the Pre-Fill button. The details of the director, such as director name, gender, date of birth and nationality will be filled by default based on the information available in the MCA records.</p> <p>Select the Designation from the available drop-down values – Director/Managing director/ Whole time director/Nominee director.</p> <p>Select the Category from the available drop-down values – Promoter/Professional/ Independent/ Nominee.</p> <p>Enter the email id of the proposed director. Make sure that the email ID is correct.</p> <p>Enter the number of the entities in which director have interest. Enter the Designation of the director in the entity and his/her</p>

	<p>percentage of shareholdings and amount.</p> <p>If these entities have CIN/FCRN/LLPIN, Applicant need not mention the entity details and enter zero in field 'Number of entities in which director have interest'.</p> <p>If Proposed Directors has any interest in entities, Details as Attachment 13.</p> <p>Applicant can select the Independent category only if the proposed company is a public company.</p> <p>Applicant cannot select the Independent category if the Director is a Managing director, nominee director or whole time director.</p> <p>Applicant can select the Nominee category if director is a Nominee director.</p> <p>In case of Nominee director enter the name of the company or institution whose nominee the appointee is.</p>
<p>6(b) (II) Particulars of directors (other than subscribers) Not Having DIN.</p>	<p>This Field is an application for allotment of DIN. Please Take care, director do not have a DIN earlier. Wrong information may result into duplicity of issued DINs which is subject to punishment under section 159 read with section 155 of the Companies Act, 2013.</p> <p>Major fields to fill are:</p> <p>Name</p> <p>Surname</p> <p>Father's first Name</p> <p>Father's Surname Name</p> <p>Gender</p> <p>Date of Birth</p> <p>Nationality</p> <p>Place of Birth</p> <p>Citizenship</p> <p>Resident status</p> <p>Occupation</p> <p>Educational Qualification</p>



	<p>PAN or Passport details. Verify PAN Details here. PAN is mandatory for Indian National.</p> <p>Designation in Proposed Company: Director/ Managing Director/Whole Time Director/ Nominee Director</p> <p>Category: Promoter/ Professional/ Independent/ Nominee</p> <p>In case of Nominee, Name of the company or institution whose nominee the appointee is</p> <p>Status: Chairman/Executive Director/Non-Executive</p> <p>Email id of the proposed director</p> <p>Address details of the proposed director</p> <p>Type of the Proof of identity from the available drop-down values – Voters Identity Card/ Passport/ Driving License/ Aadhar Card</p> <p>Type of Residential Proof from the available drop-down values – Bank / Electricity Bill/ Telephone bill/ Mobile bill</p> <p>Attach copy of proof of identity and proof of address under attachments section as Attachment 17 as Proof of identity and address of Applicant I, Attachment 18 as Proof of identity and address of Applicant II, Attachment 19 as Proof of identity and address of Applicant III.</p> <p>Enter the number of other entities in which director have interest. Also, enter the name, address of such entity along with designation of the director in the entity and his/her percentage of shareholdings and amount.</p> <p>If Proposed Directors has any interest in entities, Details as Attachment 13.</p> <p>All fields under 6(b)(II) are similar with Form DIR – 3 which is an application for Allotment of DIN number.</p> <p>For detail information, please also refer page_ _ of this booklet, where DIR – 3 is discussed.</p>
6(c)(I) Particulars of	<p>Similar to 6(b)(I) above</p> <p>Enter the number and amount of shares</p>

individual first subscriber(s) cum directors Having DIN	<p>subscribed by the first subscriber.</p> <p>If Proposed Directors has any interest in entities, Details as Attachment 13.</p>
6(c)(II) Particulars of individual first subscriber(s) cum directors Not Having DIN	<p>Similar to 6(b)(II) above</p> <p>Enter the number and amount of shares subscribed by the first subscriber.</p> <p>If Proposed Directors has any interest in entities, Details as <b>Attachment 13</b>.</p>
6(d)(I) Particulars of individual first subscriber(s) (other than subscriber cum director) Having DIN	<p>Enter DIN Detail and click Prefill.</p> <p>Enter the number and amount of shares subscribed by the first subscriber.</p>
6(d)(II) Particulars of individual first subscriber(s) (other than subscriber cum director) Not Having DIN	<p>This field ask all details Similar to 6(b)(II) above.</p>
6(e) Particulars of non-individual first subscriber(s)	<p>Category of the non-individual first subscriber(s), from the available drop-down values – Company/Foreign company/ Company incorporated outside India/Body Corporate/ Others,</p> <p>Enter the Corporate identity number (CIN) or foreign company registration number (FCRN) or any other registration number of the non-individual first subscriber.</p> <p>Click the Pre-Fill button if CIN/ FCRN entered, the details of the non-individual first subscriber will be displayed. Else details would require to be entered manually.</p> <p>Enter the details of the person authorized for acting on behalf of the non-individual first subscriber.</p>

	<p>Enter the Income tax PAN of the authorized person of the non-individual first subscriber and click the Verify Details button. Based on the Income tax PAN, the details of the authorized person's name, father's name and DOB shall be verified with the PAN records. In case the details do not match, error message shall be displayed.</p> <p>Enter the number and amount of shares subscribed by the first subscriber.</p> <p>A copy of certificate of incorporation of the foreign body corporate and resolution passed shall be attached as Attachment 10. In case of more than one foreign body corporate also all such certificates and resolutions shall be filled as single file as <b>Attachment 10</b>.</p>
7(a) Nomination	<p>This field is applicable to One Person Company only.</p> <p>Name of Subscriber, name of Proposed company (Prefilled) and Name of Nominee is required to be mentioned.</p>
7(b) Particulars of Nominee	<p>Enter the DIN if nominee is having a valid DIN and click the Pre-Fill button. Respectively the details will get auto-filled.</p> <p>In case nominee doesn't hold a valid DIN, complete particulars have to be manually be entered.</p> <p>This field ask all details Similar to 6(b)(II) above.</p> <p>Consent of Nominee as <b>Attachment 14</b> and Proof of Identity (PAN) and Address Proof of Nominee as <b>Attachment 16</b> is required.</p>
8(a) Particulars of payment of stamp duty State or Union territory in respect of which stamp duty is paid	<p>No need to fill as this will be prefilled based on address of Registered office of proposed company.</p>
8(b) Whether stamp	<p>Select whether you will be paying the stamp duty electronically through MCA21 system or</p>

duty is to be paid electronically through	<p>not.</p> <p>Applicant can select 'No' only if the applicable payment of stamp duty through MCA21 system is not mandatory for the state or union territory selected. No is practically not an option.</p> <p>You can select 'Not applicable' only if the amount of stamp duty (as per the state wise stamp rules) in respect of all the documents (i.e. Integrated Form, MoA and AoA) is NIL.</p>
8(b)(i) Details of stamp duty to be paid	If Applicant select payment through MCA21 system, all fields shall be prefilled.
8(b)(ii)	If applicant has already paid the stamp duty, enter the details of stamp duty paid. This Filed will be enabled in case stamp duty is not to be paid electronically through MCA21 system.
9 Additional Information for applying Permanent Account Number (PAN) and Tax Deduction Account Number (TAN) for Proposed Company	<p>This option/facility is available at the e-Biz portal only as per separate procedure prescribed by e-Biz portal.</p> <p>For PAN: Area Code, AO Type, Range Code, AO Number</p> <p>For TAN: Area Code, AO Type, Range Code, AO Number</p> <p>Source(s) of Income: There are for checkboxes:</p> <p>Income from Business/profession</p> <p>Capital Gains Income from house property</p> <p>Income from other source</p> <p>No Income</p> <p>In case of income from Business / Profession, code is required to be given.</p>
10 Additional Information for Employer registration under Employee State Insurance	<p>This option/facility is available at the e-Biz portal only as per separate procedure prescribed by e-Biz portal.</p> <p>Whether undertaking of company shall be a factory or Establishment?</p> <p>Select exact Nature of work/ business carried out from dropdown menu of 15 items</p>

Corporation (ESIC)	Select subcategory of work from Dropdown menu.
Attachments:	As this form has responsive design, it will now show only those attachments, which are required as per the information filled by applicant.
Declaration and Verification	<p>First Declaration shall be digitally signed by applicant proposed director with mentioned DIR/PAN.</p> <p>Second Declaration and Certification shall be digitally signed by Professionals whose details are given in Declaration signed by Applicant director.</p> <p>In case of Advocate PAN and in case of other professionals Membership number and Certificate number is required.</p>
Signing	<p>Ensure the eForm is digitally signed by the Director and shall be certified by the practicing professional.</p> <p>In case the person digitally signing the eForm is a Director - Enter the approved DIN or valid PAN.</p> <p>Disqualified director should not sign the form.</p> <p>In case the person digitally signing the eForm is practicing CA/CS/CWA - Enter valid membership number.</p> <p>In case the person digitally signing the eForm is an Advocate- Enter valid PAN.</p>

**Complete list of Attachments:**

- (i) The following attachments are mandatory in all cases:
1. Memorandum of Association
  2. Articles of Association.
  3. Affidavit and declaration by first subscriber(s) and director(s)
  4. List of Promoters,
  5. List of Directors,
  6. No Objection Certificate from Director in case any increase in promoters,
  7. Form INC – 8,

8. Form INC – 9,
  9. Form INC – 10,
  10. Form DIR – 2
  11. Lease deed or Authorisation to use property for use as Registered Office.
- (ii) If the address for correspondence is the address of registered office of the company, then following attachments are mandatory:
- ✓ Proof of office address
  - ✓ Copies of utility bills that are not older than two months.
- (iii) If the proposed name is based on a registered trademark or is subject matter of an application pending for registration under the Trade Marks Act, then it is mandatory to attach:
- ✓ Approval of the owner of the trademark or the applicant of such trademark for registration of Trademark
- (iv) If the name of the proposed company includes the name of relative(s) of the promoter, then it is mandatory to attach:
- ✓ Proof of relation of the relative with promoter
- (v) If the promoters are carrying on any Partnership firm, sole proprietary or unregistered entity in the name as applied for, then it is mandatory to attach:
- ✓ NOC from the sole proprietor/partners/other associates/ existing company
- (vi) In case the proposed name contains name of any person other than the promoter(s) or their close blood relative(s), then it is mandatory to attach:
- ✓ NOC from any other person
- (vii) If any subscriber to the proposed company is Foreign company and/or company incorporated outside India, then it is mandatory to attach:
- ✓ Copy of certificate of incorporation of the foreign body corporate and resolution passed
- Note:** *It is optional to attach Copy of certificate of incorporation in case the subscriber to the proposed company is Body Corporate.*
- (viii) If any subscriber to the proposed company is a Company itself, then it is mandatory to attach:
- ✓ Resolution passed by promoter company
- (ix) In case the name is similar to any existing company, then it is mandatory to attach:
- ✓ A certified true copy of No objection certificate by way of board resolution
- (x) In case any of the director has any interest in the proposed

company, then it is mandatory to attach:

- ✓ Interest of first director(s) in entities
- (xi) In case of an OPC, it is mandatory to attach:
  - Consent of nominee
  - ✓ Proof of identity and residential address of the nominee
- (xii) If any one of the subscriber does not have a DIN, it is mandatory to attach:
  - ✓ Proof of identity and residential address of the subscribers
- (xiii) If any one of the director (including subscriber cum director) does not have DIN, then it is mandatory to attach:
  - ✓ Proof of identity and residential address of such director
  - ✓ Proof of identity and residential address of such director
  - ✓ Proof of identity and residential address of such director
  - ✓ Any other information can be provided as an optional attachment.

#### Processing Type:

The e - Form will be processed in Non-STP mode. This means an official of Registrar of Companies will check this form and approve it.

#### Email:

When the eForm is processed and DIN is generated, an acknowledgement email of DIN generation is sent to the director. Further Certificate of Incorporation will also be sent on the mail ID of the company as specified in the application form mentioning the CIN of company.

#### Fee for Integrated Incorporation Form:

Rupees 2,000

#### Registration fee for Memorandum of Association (MOA) (in case of company having share capital)

<i>Nominal Share Capital</i>	<i>Other than OPCs and Small Companies</i>		<i>OPCs and Small Companies</i>	
	<i>Fixed</i>	<i>For every 10,000 or part thereof</i>	<i>Fixed</i>	<i>For every 10,000 or part thereof</i>
Up to 1, 00, 000	5,000	NA	2,000	N/A
More than 1,00,000 up to 5,00,000	5,000 +	400	2,000	N/A
More than 5,00,000 up to 10,00,000	21,000 +	300	2,000	N/A

More than 10,00,000 up to 50,00,000	36,000 +	300	2,000 +	200
More than 50,00,000 up to 1,00,00,000	1,56,000 +	100	1,56,000 +	100
More than 1,00,00,000	2,06,000 +	75	2,06,000 +	75

If fee payable on the authorized capital is exceeding Rupees two crore and fifty lakhs then the fee applicable shall be limited to two crore and fifty lakhs only.

**Registration fee for Memorandum of Association (MOA) (in case of company not having share capital)**

<b>Number of members</b>	<b>Fee applicable</b>
Up to 20 members	2,000
More than 20 but up to 200 members	5,000
More than 200 members (If number of members not stated as unlimited in AOA)	5,000 + Rupees 10 for every member, after the first 200

The maximum fee payable to the Registrar for registration of a new company not having share capital is fixed at rupees 10,000.

**Registration fee for Articles of Association (AOA) (in case of company having share capital)**

<b>Nominal Share Capital</b>	<b>Fee applicable</b>
Less than 1,00,000	Rupees 200
1,00,000 to 4,99,999	Rupees 300
5,00,000 to 24,99,999	Rupees 400
25,00,000 to 99,99,999	Rupees 500
1,00,00,000 or more	Rupees 600

**Registration fee for Articles of Association (AOA) (in case of company not having share capital)**

Rupees 200 per document



## 7. INCORPORATION OF COMPANIES THROUGH VARIOUS STAGE WISE FORMS

### A. PRIVATE COMPANY(OTHER THAN OPC)/PUBLIC COMPANY

- **Apply for DSC**
- **Apply for DIN**
- **Reservation of Names in INC-1:** Following information to be required while filling the form INC-1:
  1. Name of the proposed Company
  2. Phone no.
  3. Email Id
  4. DIN of applicant
  5. Signed Declaration by Applicant
  6. Objects of the Proposed Company
  7. Name of all the Subscribers along with their DIN
  8. State of the Company in which the proposed Company is going to be Registered
  9. Authorised Capital
  10. Significance of the name
  11. Occupation of Applicant
  12. Educational Qualification of Applicant
  13. DSC of Applicant
  14. Declaration by Applicant (In attachments form)
- **Application for Incorporation of Companies in Form INC-7 & DIR-12 and INC-22:**

<b>Form</b>	<b>Documents required</b>	<b>Information required</b>
INC-7 (guidelines as per annexure---)	As per Annexure II for Drafting of MoA and AoA	Witness statement in MOA & AOA at Subscription sheet: as per Rule 13(1) of the Companies (Incorporation) Rules, 2014.  "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

		<p>myself of his/her/their identification particulars as filled in"(must be written by hand)</p> <p><b>And following details should be mentioned:</b></p> <ol style="list-style-type: none"> <li>1. Name of the Subscribers</li> <li>2. Father's Name</li> <li>3. Address</li> <li>4. Occupation</li> <li>5. Name of the Witness</li> <li>6. Father's Name of the Witness</li> <li>7. Address of the witness</li> <li>8. If witness is Professional then Membership No. is required.</li> <li>9. No. of Shares in Figures &amp; in Words (No such Minimum amount as required as mandatory)</li> <li>10. Affix one Passport Size Photo graph</li> <li>11. Signed in given column.</li> </ol>
	<p>Declaration in Form-INC-8 (Annexure II)</p>	<p>by :</p> <p>✓ an advocate or Practicing professional (CA, CS, CA) who is engaged in incorporation,</p> <p>✓ and a person named in director as Director, Manager or Secretary, that all requirements related to incorporation has been complied with;</p>

		{To be printed on ₹20/- Stamp Paper and duly notarized}
	Affidavit from each subscribers in Form-INC-9 (Annexure II)	by: ✓ each subscriber and from each person named as first director in the articles {To be printed on ₹20/- Stamp Paper and duly notarized}
	Specimen signature in form-INC-10 (Annexure II)	by: ✓ each subscriber and from each person named as first director in the articles ✓ It Should be self attested only. ✓ Affixed one passport size photograph (should be self attested)
	Proof of identity of promoter	Any one of the following:- other than PAN A. Voters Identity Card B. Passport C. Driving License C. Adhar card
	Residential proof of the member	Address in the proof should be same as in the DIN and not older than two months: A. Bank statement B. Electricity bill C. Telephone bill D. Mobile Bill/Telephone bill
	PAN CARD (application for PAN refer Annexure I)	proposed directors/ subscribers
	Declaration of Deposit by Directors (Anexure II)	To be printed on ₹20/- Stamp Paper and duly notarized <b>(Only required for some ROC)</b>
	Declaration by Director (Annexure II)	To be printed on ₹20/- Stamp Paper and duly

		notarized
	English Knowing Affidavit , if any director/subscriber sign in Hindi (Annexure II)	To be printed on ₹20/- Stamp Paper and duly notarized
<b>DIR-12</b>	Consent of First Directors in Form No.DIR. 2 as per section 152 Rule (8) (Annexure II)	Form No.DIR.2 as an attachment form full details of directors as given in general declaration also.
	Interest in other entities DIR-8 as per Section 164 rule 14	Appointment and Qualification of Directors
<b>INC-22</b>	<p><b>As per section 12(1) and rule 25 of Chapter II</b></p> <ul style="list-style-type: none"> <li>• Proof of Registered Office address;</li> <li>• Copies of the utility bills as mentioned above (not older than two months);</li> <li>• A proof that the Company is permitted to use the address as the registered office of the Company if the same is owned by any other entity/ Person (not taken on lease by company);</li> <li>• Copy of order of competent authority;</li> </ul>	<p><b>Details required</b></p> <ul style="list-style-type: none"> <li>• Registered address of the company</li> <li>• Nearest Police station address where the company's registered office is situated.</li> </ul> <p><b>Note:</b></p> <p>Company shall have a place as its registered office in the State stated in the Memorandum <b>“on and from the 15th Day of its Incorporation”</b> (Practically from the date of incorporation).</p>

## **A(i) RESERVATION OF NAMES IN INC-1**

### **INTRODUCTION**

Company name serves as trade name of a company. This is legal and business identity of company. A name of company reflects its brand image.

Business brand-building, promoters' wishes, legal requirements and objects of the company are some of the basic considerations. Selection of name is not a simple but a complex decision.

Depending upon the vision of promoters, selection of company name is an important decision.

### **NAME GUIDLINES:**

In this chapter we will discuss procedure for selection of a name for a company.

### **Selection of Name of a Company**

The name of a company has three parts; First Name, Middle Name and Last Name,.

#### ➤ First Name of Company:

Selecting first name of a company is one of the most regulated and complex exercise. A promoter may select any name subject to conditions imposed in sub – sections (1), (2) and (3) of Section 4 read with Rule 8 of the Companies (Incorporation) Rules, 2014.

The name stated in the memorandum shall not—

- (a) be identical with or resemble too nearly to the name of an existing company registered under this Act or any previous company law; or
- (b) be such that its use by the company—
  - (i) will constitute an offence under any law for the time being in force; or
  - (ii) is undesirable in the opinion of the Central Government.

A company shall not be registered with a name which contains—

- (a) any word or expression which is likely to give the impression that the company is in any way connected with, or having the patronage of, the Central Government, any State Government, or any local authority, corporation or body constituted by the Central Government or any State

Government under any law for the time being in force; or

- (b) such word or expression, as may be prescribed, unless the previous approval of the Central Government has been obtained for the use of any such word or expression.

In process of Selecting Name, avoid all undesirable names and such names which may constitute any offence. Thereafter select some possible names. Now check these names for potential identical and resembling names. For Selecting Name, First name and Middle name, if any, both shall be checked together to give effect.

- Middle Name of Company: According to proviso to Rule 8(2)(b)(ii) of the Companies (Incorporation) Rules, 2014, 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.

The Name shall not be allowed if it is not in consonance with the principal objects of the company as set out in the memorandum of association.

According to proviso to Rule 8(2)(b)(iii) of the Companies (Incorporation) Rule, 2014, in case 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.

- Last Name of Company: According to Section 4(1)(a), the memorandum of company shall state the name of the company with the last word "Limited" in the case of a public limited company, or the last words "Private Limited" in the case of a private limited company.

A Not for Profit company incorporated as per Section 8, may get exemption not to use "Limited" or "Private Limited".

It is not legally required for a Unlimited Company to use "Unlimited" as last word.

According to Rule 8(7), of the companies (Incorporation) Rules, 2014 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.

As per exemption given to government companies by exemption

Notification dated 5th June 2015, the memorandum of a government company shall state the name of the company with the last word "Limited". There is no requirement to have "private" in case of a government company which is otherwise incorporated as a private company.

**Determine Identical Names:**

The rule 8(1) firstly requires that before granting any name, it will be examined whether name is identical with name of any other company/LLP or any other name already allowed to a company/LLP.

To determine identical names, following shall be disregarded:

- (a) Words like Private, Pvt., Pvt., (P), Limited, Ltd, Ltd., LLP, Limited Liability Partnership appearing anywhere in the proposed name or any name already granted.
- (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.
- (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.

**Undesirable Names as per rule 8(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.
- (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. and
- (iii) It includes any word or words which are offensive to any section of the people.

**Other undesirable Names:**

- (i) The proposed name is identical with or too nearly resembles the name of a limited liability partnership.
- (ii) It is not in consonance with the principal objects of the company as set out in the memorandum of association; 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.
- (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). The 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) 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. The 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. 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.
- (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. 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, 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) 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.
- (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. 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.

**Name of other person:**

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.

**Prior use of name:**

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.

**Words allowed on Central Government Permission:**

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

**Name of Non – Profit Companies:**

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.

**Name of Nidhi Company:**

Every company incorporated as a “Nidhi” shall have the last word ‘Nidhi Limited’ as part of its name.

**Identical Name Search Facility on MCA21 Portal**

To ensure that proposed name of company is not registered already with another company applicant should use “Check Company or LLP Name” facility on MCA21 portal.

Check Company or LLP Name	
*Company or LLP Name	
Activity Names	

One may put 6 variant of first name and two variant of Activity Name indicating objects. For example if applicant want “Laabhkaari Industries Limited”. Such applicant may put: labhkari, laabhkaari, laabhkari, labhkaari, laabh, labh as first name of company and Industries and udyog in activities name. If such terms match with name of existing company or LLP system will display these name.

This exercise may be repeated to ensure that name proposed by applicant does not match with name of any other company or LLP.

### Trademarks search for Company Name

MCA21 portal also has link of the facility to check Trademarks search. Applicant may also visit public search facility Registrar of Trademark.

Government of India  
Ministry of Commerce & Industry  
Department of Industrial Policy & Promotion  
Controller General of Patents Design & Trade Marks  
Public Search of Trade Marks

INTELLECTUAL PROPERTY INDIA  
PATENTS DESIGN TRADE MARKS  
REGISTRATION OFFICE

[Class Details](#) | [Well Known Marks](#) | [Prohibited Marks](#) | [Vienna Code Classification](#) | [International Non-Proprietary Names\(INN\)](#) | [Help](#)

Search Type : Wordmark

Key Word	Value
Wordmark	Start With <input type="text"/>
Class	<input type="text"/> *Enter one class at a time
Goods Description	<input type="text"/> *Will be available soon

Search

Select Search type as “wordmark”.

Select “Start with” option and enter proposed first name of proposed company.

Enter same class of trademark to which your company may belong would it be a trademark. In case applicant does not know correct class of proposed name, and refer Annexure----- for “class details”

Once, applicant is sure about proposed name of the company, applicant should immediately file application for name Approval in separate e-form INC – 1 or Integrated Incorporation e-Form INC – 29.

### Filing of Form INC-1

E-Form INC-1 is required to be filed pursuant to Section 4(4) of the Companies Act, 2013 and Rule 8 & 9 of Companies (Incorporation) Rules, 2014.

For the purposes of sub-section (4) of section 4, an application for the reservation of a name shall be made in Form No. INC-1 along with the fee as provided in Companies (Registration offices and fees) Rules, 2014.

The Registrar may on the basis of information and documents filed as an application in this eForm, reserve the name for a period of 60 days from the date of the application.

**Guidelines to fill the Form INC-1:**

Language of Form: This Form is available in English only;

<p>1. Is it Application for: Incorporating a new company, or Changing of name of Existing Company</p>	<p>As here we are discussing Incorporation of New Company. Select first option. In case you are filling the eForm for application for Incorporation of a new company, then you need to fill the Part A, B and C of the eForm.</p> <p>(a) Ensure that all particulars in the eForm are correct. There is no provision for resubmission of this eForm.</p> <p>(b) All such approved names shall be verified by the concerned RoC user on a real time basis for immediate action.</p>
<p>2. Details of applicant</p>	<p>Enter DIN, if any, and press "Pre-fill". Some details are still required to be filled manually like, Occupation type, E-mail ID, and Phone Number.</p> <p>In other case, PAN or Passport number and enter details.</p> <p>In case PAN is entered, applicant shall click, "Verify Details".</p> <p>In case of Passport, number should be of 12 digit or prefix zeros to make it of 12 digit.</p>
<p>3 (a). Type of Company</p>	<p>Select from:</p> <ul style="list-style-type: none"> <li>• Section 8 company,</li> <li>• Part I Company (Chapter XXI),</li> <li>• Producer Company,</li> <li>• New Company (others)</li> </ul>
<p>3(b). Class of Proposed Company</p>	<p>Select from:</p> <ul style="list-style-type: none"> <li>• Public,</li> <li>• Private,</li> <li>• One Person Company</li> </ul>

<p>3(c)</p> <p>Category of Proposed Company</p>	<p>Select from:</p> <ul style="list-style-type: none"> <li>• Company Limited by share</li> <li>• Company Limited by guarantee</li> <li>• Unlimited Limited</li> </ul>
<p>3(d)</p> <p>Sub – category of company</p>	<p>Select from:</p> <ul style="list-style-type: none"> <li>• Union Government Company,</li> <li>• State Government Company,</li> <li>• Non – Government Company,</li> <li>• Subsidiary of Foreign Company,</li> <li>• Guarantee and Association Company</li> </ul>
<p>4</p> <p>Name of the State/Union territory in which the proposed company is to be registered</p>	<p>Select relevant form drop down list</p>
<p>5</p> <p>Name of the office of the Registrar of Companies in which the proposed company is to be registered</p>	<p>In most of states, there is one Registrar of Companies.</p> <p>In states with more than one Registrar of Companies, this is required to select based on jurisdiction of the Registrar over the district in which Registered Office of company is proposed to be established.</p> <p>Be careful. This form will be forwarded to Registrar selected in this form for processing.</p> <p>State name: Maharashtra-</p> <p>RoC Pune is having jurisdiction on the following districts –</p> <p>Ahmednagar, Kolhapur, Pune, Ratnagiri, Sangli, Satara, Sindhudurg, Sholapur</p> <p>RoC Mumbai is having jurisdiction on the remaining districts in the state.</p>



		<p>State name: Tamilnadu-</p> <p>RoC Coimbatore is having jurisdiction on the following districts –</p> <p>Coimbatore, Dharmapuri, Dindigul, Erode, Krishnagiri, Nammakkal, Nilgiris, Salem</p> <p>RoC Chennai is having jurisdiction on the remaining districts in the state.</p>
6	Details of promoter(s)	<p>Enter the number of promoter(s).</p> <p><b>In case of OPC:</b></p> <ul style="list-style-type: none"> <li>• Minimum and maximum only one person who is an individual can be a promoter.</li> <li>• Ensure that the applicant is promoter.</li> <li>• Only individual who is an Indian citizen and resident of India can be a promoter.</li> </ul> <p><b>In case of private companies other than OPC,</b> minimum number of promoters should be two.</p> <p><b>In case of a Public company,</b> minimum number of promoters should be seven.</p> <p>Based on the number entered here, blocks for entering the details of promoters shall be displayed.</p> <p>Details of maximum seven promoter(s) can be filed through this eForm. If the total number is more than seven, then details of remaining person(s) can be provided as an optional attachment.</p>
6	Category of Promoter	<p>Select from drop – down list:</p> <ul style="list-style-type: none"> <li>• Individual,</li> <li>• Company,</li> <li>• Foreign Company,</li> <li>• Company incorporated outside India,</li> <li>• Body Corporate,</li> <li>• Others,</li> </ul>

<p>6</p> <p>DIN or Income-tax PAN or passport number or corporate identification number (CIN) or foreign company registration number (FCRN) or any other registration number</p>	<p>In case the promoter is an Individual, enter either approved DIN or valid Income-tax PAN or passport number. In case of Passport number, prefix the number with zero(s) (0) to make it a 12 digit number. Example: 0000E1234567.</p> <p>In case promoter is a company or a foreign company under section 379, enter the corporate identity number (CIN) or foreign company registration number (FCRN) respectively.</p> <p>Status of CIN and FCRN should be Active.</p> <p>In case promoter is a company incorporated outside India or body corporate or others, enter the registration number of the promoter.</p>
<p>6</p> <p>Name</p>	<p>On clicking the Pre-Fill button, system will automatically display the name of the promoter in case of DIN or CIN or FCRN.</p> <p>For all other cases name of the promoter is required to be entered.</p>
<p>7</p> <p>Objects of the proposed company to be included in its MoA</p>	<p>The object of the company to be mentioned in maximum 200 characters.</p> <p>Applicant need not copy full draft object clause but sufficient to understand main object of proposed company.</p>
<p>8</p> <p>Particulars of Proposed Directors</p>	<p>Specify information of:</p> <ul style="list-style-type: none"> <li>• One director in case of proposed company is One Person Company, or</li> <li>• Two Directors in case of Private Company (other than One Person Company or Producer Company), or</li> <li>• Three Directors in case of Proposed Company is a Public Company, or</li> <li>• Five Company in case the Proposed Company is a producer company.</li> </ul> <p>Enter DIN of proposed director and click “Pre-fill”, most details shall be prefilled.</p>

<p>9</p> <p>Whether the promoters are carrying on any Partnership firm, sole proprietary or unregistered entity in the name as applied for</p>	<p>If yes, attach NOC from all owners/partners of such entity for use of such name as Attachment 7.</p>
<p>10</p> <p>Whether the proposed name(s) contain(s) name of any person other than promoter(s) or their close blood relatives</p>	<p>If yes, attach No Objection Certificate from such person(s) as Attachment 12</p>
<p>11</p> <p>Whether the proposed name(s) include(s) the name of relatives</p>	<p>If yes, attach proof of relation as Attachment 5</p>
<p>12</p> <p>Whether the proposed name is indicative of the object of the proposed company</p>	
<p>13</p> <p>Numbers of Proposed name</p> <p>Proposed Name</p>	<p>Up to Six names may be proposed for approval (in order of preference). The Forms shall open block as per numbered filled here.</p> <p>Please state the significance of the key or coined word used in the proposed name. It should mention why such word cannot be done without in the name.</p> <p>If the proposed name is or has used any word in any vernacular language eg: Hindi, Marathi, Tamil etc., then please mention the language.</p>

<p>Significance of key or coined word in the proposed name</p> <p>State the name of the vernacular language(s) if used in the proposed name</p>	
<p>14</p> <p>Whether the proposed name is in resemblance with any class of Trade Marks Rules, 2002</p>	<p>If yes, please specify the Class(s) of trade mark.</p> <p>Applicant can select multiple options up to 5 but applicant have to provide the No Objection Certificate from each Trade Mark holder</p>
<p>15</p> <p>Whether the proposed name(s) is/are based on a registered trade mark or is subject matter of an application pending for registration under the Trade Marks Act.</p>	<p>If yes, furnish particulars of trade mark or application and the approval of the applicant or owner of the trademark as Attachment 3</p>
<p>16</p> <p>proposed name is similar to any existing company</p>	<p>In case proposed name is similar to any existing company, user is required to specify CIN of such existing company and system will pre-fill the name of the company.</p> <p>And in case of foreign holding company, name of the foreign holding company is required to be mentioned.</p> <p>It is also required to attach copy of the No Objection Certificate by way of Board resolution (Duly attested by a Director of that company)</p> <p><b>Attachment 8</b></p>

<p>17 (a)</p> <p>Proposed name includes the word such as Insurance, Bank, Stock Exchange, Venture Capital, Asset management, Nidhi, Mutual Fund</p>	<p>If Yes,</p> <p>Whether in – principal approval is receive from appropriate authority. Select the Authority form drop down List. If name of appropriate authority is not in the list, enter name of the authority.</p> <p>If yes, attach the approval as Attachment 6 or if No, attach the approval at the time of filing the incorporation form)</p>
<p>18 (b)</p> <p>Whether the proposed name including the phrase 'Electoral Trust'</p>	<p>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 CBDT. Electoral trust name can be proposed in case of section 8 company only.</p> <p><b>As Attachment 9</b></p>
<p>19</p> <p>State whether the proposed name(s) contain such word or expression for which the previous approval of Central Government is required.</p>	<p>If yes,</p> <p>This form shall be treated as an application to the Central Govt. for approval where the proposed name includes such words or expressions like Board, Commission, Authority, Undertaking, National etc. for which the previous approval of Central Government is required .</p> <p>If Approval already approved, attach copy as Attachment 4</p>
<p>Digitally signed by</p>	<p>Select Designation as “Applicant” in case of new company.</p> <p>Ensure that in case of a new company the eForm is digitally signed by the same person whose designation is reflected in S. No 2(a) of the eForm and should be one of the promoters duly authorized by other promoters</p> <p>DIN or Income-tax PAN or passport number of the applicant or Director should be entered.</p>

**Attachments:**

All attachment to this form is based on requirement.

*Attachment 3*

In case the proposed name(s) are based on a registered trademark or is a subject matter of an application pending for registration under the Trade Marks Act, 1999, the approval of the owner of the trademark or the applicant of such application for registration of Trademark;

An approval of the owner of the trademark or the applicant of such application for registration of Trademark needs to be attached.

*Attachment 4*

Copy of Central Government's approval in case the proposed name contains such word or expression, for which the approval of Central Government is required,

Approval of Central Government needs to be attached if the proposed name(s) contain such word or expression.

*Attachment 5*

Proof of relation;

Proof of relation is required to be attached if the proposed name(s) include(s) the name of relatives.

*Attachment 6*

In principle approval from the concerned regulator

Approval from IRDA, RBI, SEBI, MCA or any other needs to be attached in case proposed name includes the word such as Insurance, Bank, Stock Exchange, Venture Capital, Asset Management, Nidhi, or Mutual Fund etc.

*Attachment 7*

NOC from the sole proprietor/partners/other associates;

No objection certificate from the sole proprietor/partners/other associates needs to be attached if the promoters are carrying on any partnership firm, sole proprietary or unregistered entity in the name as applied for.

*Attachment 8*

NOC from existing company;

In case the name is similar to any existing company or to the foreign

holding company.

Then, a certified true copy of No objection certificate by way of board resolution needs to be attached.

*Attachment 9*

Copy of affidavit, in case proposed name including phrase 'Electoral Trust'

If the proposed name including the phrase 'Electoral Trust', then, affidavit executed on non-judicial stamp paper as per rule 8(2) (b) (vi) needs to be attached.

*Attachment 10*

Resolution of unregistered companies in case of Chapter XXI (Part I) companies;

Such resolution is mandatory to be attached in case of Part I companies

*Attachment 12*

NOC from such other person as required in rule 8 (4)

In case the key word used in the proposed name is the name of a person other than the name(s) of the promoters or their close blood relatives, no objection from such other(s) is required to be attached.

13 Optional attachment, if any.

Any other information can be provided as an optional attachment(s).

**Fee:**

Presently Fee is ₹ 1000/-

**Processing:**

In case of an existing company or in case of a new company, the e-Form will be sent to Registrar of Companies (RoC)/ Regional Director (RD) / Head Quarters (HQ) for approval as the case maybe.

When an eForm is approved/ rejected by the authority concerned, an acknowledgement of approval/rejection with related documents, if any is sent to the user in the e-Form of an email to the email id of the company/ applicant.

When an e-Form is approved/rejected by the authority concerned, name approval/rejection letter upon approval/ rejection of the eForm is generated and shall be digitally signed by the Registrar and shall be sent to the email id of the applicant or company.

### A (ii) Application for Incorporation of company

**eForm INC-7** deals with incorporation of a new company (other than OPC). This eForm is accompanied by supporting documents such as details of Directors/subscribers, the Memorandum of Association (MoA) and Articles of Association (AoA) and evidence of payment of stamp duty. Once the eForm is processed and found complete, a company is registered and CIN is allocated.

**Please note the following:**

- Eform INC-7 is required to be filed pursuant to Section 7(1) and rule 10,12, 14 and 15 of Companies (Incorporation) Rules 2014 for incorporation of Company other than OPC within sixty days from the date of application of reservation of name in eForm INC-1.
- The eForm DIR-12 and eForm INC-22 should be filed together at the time of filing of eForm INC-7 when address for correspondence is the address of registered office of the company.

In case the address for correspondence is not the address of the registered office of the Company, user is required to file INC-22 within 30 days of its incorporation.

- Stamp duty on eForm INC-7, Memorandum of Association (MoA) and Articles of Association (AoA) can be paid electronically through the MCA portal and in such case submission of physical copies of the uploaded eForm INC-7, MoA and AoA to the office of RoC is not required.
- Payment of stamp duty electronically through MCA portal is mandatory in respect of the States which have authorized the Central Government to collect stamp duty on their behalf.

Now e-Stamp duty payment is to be done online through MCA portal for all the states.

- Refund of stamp duty, if any, will be processed by the respective state or union territory government in accordance with the rules and procedures as per the state or union territory stamp Act.

**Guidelines for filling of form INC-7**

1 Service Request Number (SRN) of Form INC-1	Enter the approved SRN of e-Form INC-1 filed for reservation of name. Click Pre-fill.
2	These details shall be prefilled on the basis



Name and other details of company	of INC – 1. Please Select whether company is having share capital or not having share capital.
3 Registered Office Details	State and Registrar details shall be prefilled. If company has correspondence address and presently do not have Registered Office address, select No.  If Select yes, Company need to file Form INC – 22 with this Form INC – 7.  If not, enter the details in 3(d) for address for correspondence till the registered office is established.(applicant shall file form INC-22 within 30 days from incorporation)
4(1) Capital	If selected yes then:  This is applicable in case of company having share capital, whether limited by share or not [Point 1(e)]  Applicant shall enter break up of authorized and subscribed share capital.  It may be Equity, Preference and Unidentified share capital. But at least one kind of identified share capital (Equity/preference) must have some value more than zero.  Number of share, their nominal value and Total amount shall be disclosed and Nominal value shall be more than zero. Where company has multiple nominal value per share; enter each nominal value per share separated by comma.  For example,  if the details of authorized share capital are as follows:  1,00,000 equity shares of ₹10 each  1,00,000 equity shares of ₹5 each  10,000 7% Preference shares of ₹50 each  5,000 8% Preference shares of ₹100 each

	<p>The respective fields are to be entered in the following manner:</p> <p>Authorized capital of the company (in ₹)- 25,00,000/-</p> <p>Break up of Authorized capital:</p> <p>Number of equity shares- 2,00,000</p> <p>Total amount of equity shares (in ₹)- 15,00,000/-</p> <p>Nominal amount per equity share- ₹10, ₹5</p> <p>Number of preference shares- 15,000</p> <p>Total amount of preference shares (in ₹)- 10,00,000/-</p> <p>Nominal amount per preference share- ₹50, ₹100</p>
4(ii) Maximum number of members excluding proposed employees	<p>If selected no then:</p> <p>This is applicable in case of company not having share capital.</p> <p>✓ For private company minimum number is 2 and maximum number is 200.</p>
5 Main division of industrial activity of the company	<p>Enter a valid main division code provided in categories and divisions (codes) in Annexure based on the main objects of the company. The main division should be selected based on relevant sub-class and description applicable to the company given in NIC-2004.</p> <p>The details of main division, sub-class and description of National Industrial Classification-2004 are given in annexure III</p>
6 Whether company shall be conducting any activities which require approval of any Sectoral Regulator to commence activities	<p>If yes,</p> <p>Enter name of regulator and proposed activity.</p>

<p>7</p> <p>Number of Promoters</p>	<p>Enter the number of promoters (proposed first subscribers to Memorandum of association (MoA). Minimum number of promoters should be two in case of a Private company</p> <p>Based on the number entered here, blocks for entering the details of promoters shall be displayed.</p> <p>Details of maximum seven promoter(s) can be filed through this eForm. If the total number is more than seven, then details of remaining person(s) can be provided through attachment 'Annexure containing details of subscribers'.</p> <p>Please ensure that the details of promoters entered are same as the details of promoters entered in corresponding eForm INC-1.</p> <p>In case details of any change in promoters as entered in eForm INC-1, then it shall be mandatory to provide 'No objection certificate' from such promoter(s) as an attachment.</p>
<p>7</p> <p>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.</p>	<ul style="list-style-type: none"> <li>➤ Select the category of the promoter.</li> </ul> <p>In case the promoter is an individual, enter either :</p> <ul style="list-style-type: none"> <li>✓ DIN (should be an approved DIN )or</li> <li>✓ On clicking the Pre-Fill button, system will automatically display the name, father's name, and nationality, date of birth, gender, educational qualifications and address of the promoter in case of DIN.</li> <li>✓ Income-tax PAN (prefix the number with zero(s) (0) to make it a 12 digit number Example: 0000E1234567)</li> <li>✓ or passport number.</li> </ul> <ul style="list-style-type: none"> <li>➤ In case promoter is a company or a foreign company under section.379, enter the corporate identity number (CIN) or foreign company registration number</li> </ul>

	<p>(FCRN) respectively. Status of CIN and FCRN should be Active.</p> <p><i>On clicking the pre-fill button, System shall display name and address in case of CIN or FCRN.</i></p> <p>➤ In case promoter is a company incorporated outside India or body corporate or others, enter the registration number of the promoter.</p> <p><i>For all other cases name and address of the promoter is required to be entered. System shall verify the name of the promoter based on PAN entered.</i></p> <p>In case there is no surname after verifying the PAN details can use the surname of family member or mentioned family name in the field Family Name.</p> <p>Enter all other relevant particulars of the promoter including:</p> <ul style="list-style-type: none"> <li>• duration of stay at present address. If duration of stay is less than a year at present address, enter the details of previous residence of the promoter. In case of a company having share capital, enter the number and amount of shares subscribed by each promoter. It is mandatory to fill details of authorized person if promoter is other than individual. Enter the particulars of authorized person on behalf of such promoter.</li> </ul>
Personal Details	<p>Name</p> <p>Surname</p> <p>Father's /Mother's /Spouse's Name</p> <p>Gender</p> <p>Nationality (Code Only): like IN for India</p> <p>Date of Birth</p> <p>Place and State of Birth</p> <p>Occupation Type</p>

	<p>Area of Occupation</p> <p>Educational Qualification</p> <p>Name of Entity (In case of Entity/ Non - individual)</p> <p>PAN</p> <p>Permanent Address/ Registered Address/ Principal Place of Business:</p> <p>Phone number with STD/ISD Code</p> <p>Mobile</p> <p>E –Mail ID</p> <p>Whether Present Address is same as Permanent Address, If Not, Same details of Present Address, Otherwise All details will be auto filled on selection of Yes.</p> <p>Duration of Stay at present address; If less than one year, Previous address</p> <p>Proof of Identity (In addition of PAN) from:</p> <ol style="list-style-type: none"> <li>1. Voter Identity Card</li> <li>2. Passport</li> <li>3. Driving Licence</li> <li>4. Aadhaar Card</li> </ol> <p>It is mandatory to attach proof of identity other than PAN</p> <p>Proof of Residence from:</p> <ol style="list-style-type: none"> <li>1. Bank Statement</li> <li>2. Electricity Bill,</li> <li>3. Telephone Bill</li> <li>4. Mobile Bill</li> </ol> <p>This may be attached as <b>Attachment 5</b>.</p> <p>If already a director or promoter of a company(s), specify details of such company(s) (In case director or promoter in more three companies, attach separate sheet as an optional attachment</p>
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	<p>Number of Share Subscribed</p> <p>Total Amount of Shares Subscribed in Rupees</p>
Particulars of Authorised Person	<p>Name</p> <p>Surname</p> <p>Father's /Mother's /Spouse's Name</p> <p>Gender</p> <p>Nationality (Code Only): like IN for India</p> <p>Date of Birth</p> <p>Phone with STD/ISD</p> <p>Mobile</p>
8 Whether the Articles Entrenchment	<p>If yes,</p> <p>Entrenched Article should be attached as Attachment 2.</p> <p>Where the Articles of Association of the company contains provisions of entrenchment to the effect that specified provisions may be altered only upon the satisfaction of conditions or procedures as that are more restrictive than those applicable in case of a special resolution are complied with.</p>
9 Particulars of payment of stamp duty	<p>Click the "Pre-fill" button</p> <p>System shall automatically display the state or union territory for which stamp duty is to be paid and also amount of stamp duty to be paid on Form INC-7, MoA and AoA based on the state wise stamp rules.</p> <p><input type="checkbox"/> Stamp duty on eForm INC-7, Memorandum of Association (MoA) and Articles of Association (AoA) can be paid electronically through the MCA portal and in such case submission of physical copies of the uploaded eForm INC-7, MoA and AoA to the office of RoC is not required.</p> <p><input type="checkbox"/> Payment of stamp duty electronically through MCA portal is mandatory in respect</p>

	<p>of the States which have authorized the Central Government to collect stamp duty on their behalf.</p> <p>Now e-Stamp duty payment is to be done online through MCA portal for all the states.</p> <p><input type="checkbox"/> Refund of stamp duty, if any, will be processed by the respective state or union territory government in accordance with the rules and procedures as per the state or union territory stamp Act.</p> <p>Rate of stamp duty marked as annexure-----</p>
<p>10</p> <p>Additional Information for applying Permanent Account Number (PAN) and Tax Deduction Account Number (TAN)</p>	<p>These fields needs to be filed only if the applicant wishes to apply for Permanent Account Number (PAN) and Tax Deduction Account Number (TAN) along with application for incorporation of company. In such case, the Form needs to be uploaded at eBiz website <a href="http://www.ebiz.gov.in">www.ebiz.gov.in</a></p> <p>Forms filed at MCA website <a href="http://www.mca.gov.in">www.mca.gov.in</a> shall not be considered for application of PAN and TAN.</p> <p>AO code (Area Code, AO Type, Range Code and AO Number) of the Jurisdictional Assessing Officer for PAN and TAN must be filled up by the applicant.</p> <p>These details of AO Codes can be obtained from the Income Tax Office or PAN Centre or websites of the PAN/TAN Service Providers. Link for the PAN/TAN AO Codes are as given below:</p> <p>PAN AO Codes: <a href="https://www.tin-nsdl.com/pan/pan-aocode.php">https://www.tin-nsdl.com/pan/pan-aocode.php</a></p> <p>TAN AO Codes: <a href="https://www.tin-nsdl.com/tan/tan-ao-code.php">https://www.tin-nsdl.com/tan/tan-ao-code.php</a></p> <p>The applications for PAN and TAN shall be rejected in case of wrong details filled in any of these fields.</p> <p>Tax Deduction Account Number can be applied only for registered office of the company. In case, the company wishes to apply for any other location, same may be filed by filing another Form 49B later on</p>

	<p>separately.</p> <p>Person signing the Form INC-7 shall be considered as Designated person responsible for making the payment/ collection of tax for filling in Form 49B. In case, company wishes to change the designated person, it may file Form for changes or Correction in TAN data for TAN allotted under section 203A of the Income-tax Act, 1961 later on separately</p>
10 Source of Income	<p>This information is required to be entered only if the applicant is applying for Permanent Account Number (PAN).</p> <p>In case, Income from Business/profession is selected by the applicant then an appropriate business/ profession code should be mentioned based on the business/profession carried out by the Company.</p> <p>In case 'No Income' is selected, no other source of income can be selected.</p>
11 Additional Information for Employer registration under Employee State Insurance Corporation (ESIC)	<p>These fields need to be filed only if the applicant wishes to apply for registration under ESIC along with application for incorporation of company. In such case, the Form needs to be uploaded at eBiz website <a href="http://www.ebiz.gov.in">www.ebiz.gov.in</a>.</p> <p>Forms filed at MCA website <a href="http://www.mca.gov.in">www.mca.gov.in</a> shall not be considered for application for registration under ESIC.</p> <p>The registration shall be applied for registered office of the Company. Once the PAN and TAN is allotted, a provisional registration number shall be allotted to the Company based on the information filled while filing incorporation forms for company.</p>
Declaration	<p>Select one of the option from the values – Director / Manager / Company Secretary for giving declaration.</p> <p>Also Select one of the practicing professionals (Chartered Accountant/ Company Secretary/ Cost Accountant/ Advocate) who is engaged in formation of the company and enter full name of such person.</p>



	Enter valid membership number and certificate of practice number of the practicing professionals. It is optional for advocate to enter certificate of practice number.
Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary	<p>In case the person digitally signing the eForm is a Director - Enter the approved DIN.</p> <p>? In case the person digitally signing the eForm is Manager- Enter approved DIN or valid income-tax PAN.</p> <p>? In case the person digitally signing the eForm is Company Secretary - Enter valid membership number.</p>

**Attachments:**

1. It is mandatory to attach Memorandum of Association in all cases,
2. It is mandatory to attach Articles of Association in all case. It is mandatory to attach entrenched Articles of association if any of the articles are entrenched.
3. It is mandatory to attach declaration in form INC-8,
4. It is mandatory to attach affidavit from the subscriber to the memorandum in Form No. INC-9,
5. It is mandatory to attach proof of residential address which should not be older than two months
6. It is mandatory to attach Specimen Signature in Form INC-10.
7. It is mandatory to attach proof of identity other than PAN
8. Copy of in principle approval granted by the Reserve Bank of India or any concerned authority in case proposed company shall be conducting NBFIs activities
9. NOC in case there is change in the promoters (first subscribers to Memorandum of Association)
10. Proof of nationality in case the subscriber is a foreign national
11. PAN card (in case of Indian national)
12. Copy of certificate of incorporation of the foreign body corporate and proof of registered office address
13. Certified true copy of board resolution/consent by all the partners authorizing to subscribe to MOA
14. Optional Attachment

### A (iii) APPOINTMENT OF DIRECTORS

#### Filling of form DIR-12 OF FIRST DIRECTORS

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.

Consequently, every new company is required to file an eForm DIR-12 for particulars of its directors and key managerial personnel of the company with the Registrar at the time of incorporation.

1. Purpose	Here, we are filing this form for <b>“New Company”</b>
2. SRN of Form INC – 1	In case of new company SRN of Form shall be filled and click Pre – fill button. The system will display name made available for the company.  <i>{Registered office address and email ID fields will be disabled and are not required to be filled in case of a new company}</i>
4. Number of Managing director or director(s) for which the form is being filed	Enter the total number of Directors(s) for which this eForm needs to be filed details of fifteen director(s), can be filed through this eForm.  The minimum number of directors for private company is 2.
5. Details of the Managing Director or director of the company	Enter the DIN of director and then click “Pre – fill” button.  System will automatically display the name, father’s name, present residential address, nationality, date of birth and gender of the person. ✓ Select the designation of the person from the drop down values. ✓ Select the category which is most appropriate. ✓ Select one or more options that whether the director is Chairman, Executive or Non Executive (Executive and Non-Executive director, both cannot be selected at a time).  ✓ It shall be mandatory to select either

	<p>executive director or non-executive director if the option chairman is selected.</p> <ul style="list-style-type: none"> <li>✓ Option 'Non-executive director' cannot be selected if designation selected is Whole-time director or Managing director.</li> <li>✓ If 'Independent' is selected under category then 'Executive director' cannot be selected.</li> <li>✓ Enter the email ID of the person (director) for communication purpose.</li> <li>✓ Interest in other entities is required to be mentioned in case of appointment only.</li> <li>✓ User can enter the details of one such entity and if the number is more than one, then user is required to attach sheet separately for such details.</li> </ul>
6. Number of manager(s), secretary(s), Chief financial Officer or Chief Executive Officer for which the form is being filed	Not Applicable at the time of Incorporation
7. Details of manager(s), secretary(s), Chief financial Officer or Chief Executive Officer of the company	Not Applicable at the time of Incorporation
Declaration	
Certificate by practicing professional	<p>Enter the person's full name giving declaration.</p> <p>In case of a new company, select the first check box and also one of the options from drop down values.</p>

**Mandatory Attachments:**

1. Declaration by first director in Form INC-9 (refer Annexure II)
2. Declaration of the appointee Director in Form No. DIR-2 is mandatory to attach in case of appointment of a Director.

Interest in other entities in form DIR-8 of director in case number of entities entered is more than one.

**Processing:**

On successful submission of the eForm INC-7 and Form DIR-12, SRN will be generated and shown to the user which will be used for future correspondence with MCA. SRN for payment of stamp duty shall also be generated if the user opts to pay the stamp duty electronically through MCA21 system in the eForm. On successful submission of the eForm INC-7 and Form DIR-12, Challan along with payment of stamp duty challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the eForm has been filed.

**Email**

When an eForm is completely processed and registered by the authority concerned, an acknowledgement of registration of eForm along with related documents, if any is sent to the user in the form of an email to the email id of the company.

**Certificate of Incorporation**

A Certificate of incorporation is generated and sent to the user as an attachment to the email and the company is registered and CIN is allotted.

**A(iv) REGISTERED OFFICE**

The word "Registered" is not defined in the companies Act, 2013. However Section 12 deals with provisions related to registered office of the company.

A company shall, on and from the fifteenth day of its incorporation and at all times thereafter, have a registered office capable of receiving and acknowledging all communications and notices as may be addressed to it.

The company shall furnish to the Registrar, verification of its registered office within a period of thirty days of its incorporation in such manner as may be prescribed.

Every company shall—

- (a) paint or affix its name, and the address of its registered office, and keep the same painted or affixed, on the outside of every office or place in which its business is carried on, in a conspicuous position, in legible letters, and if the characters employed therefore are not those of the language or of one of the languages in general use in that locality, also in the characters of that language or of one of those languages;
- (b) have its name engraved in legible characters on its seal, if any;
- (c) get its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses, if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications; and
- (d) have its name printed on hundies, promissory notes, bills of exchange and such other documents as may be prescribed:

Provided that where a company has changed its name or names during the last two years, it shall paint or affix or print, as the case may be, along with its name, the former name or names so changed during the last two years as required under clauses (a) and (c):

Provided further that the words "One Person Company" shall be mentioned in brackets below the name of such company, wherever its name is printed, affixed or engraved.

**Permission to Use Premises as Office**

A company may take a premises as its registered office which may be either its own property or obtained on lease. If the company is owner of property then a copy of conveyance deed or allotment letter may be there. If the company has taken property on lease, a rent agreement or lease deed along with a rent receipt will be a document. However, sometime company neither owns a property or taken it on lease but simply has permission to use such premises as registered office.

There are cases where property is owned by director or any of his relative or associate or holding company. In all these cases, company may get permission to use such property if the same is owned by any other entity/ Person (not taken on lease by company) and a proof of such permission is required to be attached.

There is no standard document evidencing such permission. A simple declaration form present owner of the property in favour of company shall be sufficient.

**Notice of Situation of Registered Office**

A company shall, on and from the fifteenth day of its incorporation and at all times thereafter, have a registered office capable of receiving and acknowledging all communications and notices as may be addressed to it. The company shall furnish to the Registrar verification of its registered office within a period of thirty days of its incorporation.

The verification of the registered office shall be filed in Form No INC – 22 along with the fee.

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.

The company can also specify the address of registered office at the time of filing incorporation eForms. For this, the applicant shall upload eForm INC-22 as linked form to eForm INC-7.

**Guidelines for filling of form INC – 22**

Purpose	Here, we are filing this form for New Company/Existing Company(only in case registered office is intimated within 30 days from date of incorporation)
CIN of Company or SRN of Form INC – 1	In case company does not have registered office at the time of Incorporation CIN of the company be filed .  In case of new company SRN of Form INC-1 shall be filled and click Pre – fill button. The system will display name made available for the company.
Notice Date	There are two option:  1. A new company may have registered office from 15th day of its incorporation, if this is the case, the date shall be entered. In such, please note, applicant in Form INC – 7 has entered a correspondence address.  2. A new company may have its registered office from date of incorporation. In such case radio button to this effect shall be selected.
Detailed Address	Enter the details of address of the registered office of the company.  In case this form is to be uploaded at eBiz website under common application for incorporation of company, allotment of PAN and TAN, please be informed that address filled in line I and line II in the address field shall be used for filling office address in PAN and TAN application as under:  First Line First 25 Character – Flat number, block etc.  First Line next 25 Character – Name of building or village etc.  Second Line First 25 Character – Road, Street, Post Office etc.  Second Line Next 25 Character – Area/ locality etc.

City/District/ State/ PIN code	Enter Accordingly
Land Line Phone Number	For communication purpose
E – mail ID	For communication purpose
Legal Status of Premises	Whether premises is:  Owned by company,  Taken on lease by company,  Owned by Director not taken on lease,  Owned by any other person or entity not taken on lease
Police Station under whose jurisdiction registered office is situated	Complete address of police station is to be entered.
Utility Bill	A utility Services Bill depicting address of premises is required. Option are:  Telephone Bill  Gas Bill  Electricity Bill  Mobile Bill  Selected Bill shall be required to be filed with the Form as Attachment 2.
Declaration	This is required to be given by a person who is names as director or manager or Company Secretary of the company in its Articles. Declaration confirm that requirement under Companies Act, 2013 has been complied with and a Practising Professional has been duly engaged for the purpose.
Certification	Certificate shall be given by the Practising professional who is duly engaged for the purpose. In this professional confirm that he has personally visited the premises.



**Attachments:**

1. Proof of Registered Office address (Conveyance/ Lease deed/Rent Agreement along with the rent receipts) etc.;
2. Copies of the utility bills as mentioned above (not older than two months);
3. A proof that the Company is permitted to use the address as the registered office of the Company if the same is owned by any other entity/ Person (not taken on lease by company);
4. Copy of order of competent authority;
5. List of all the companies (specifying their CIN) having the same registered office address, if any;

**The Companies (Registration offices and fees) Rules, 2014**

(i) In case of company have share capital

Nominal Share Capital	Fee applicable
Less than 1,00,000	Rupees 200
1,00,000 to 4,99,999	Rupees 300
5,00,000 to 24,99,999	Rupees 400
25,00,000 to 99,99,999	Rupees 500
1,00,00,000 or more	Rupees 600

(ii) In case of company not having share capital – ₹ 200

## **(B) ONE PERSON COMPANY**

Only a natural person who is an Indian citizen and resident in India-

- (a) shall be eligible to incorporate a One Person Company;
- (b) shall be a nominee for the sole member of a One Person Company.

*Explanation.-* 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.

(2) No person shall be eligible to incorporate more than a One Person Company or become nominee in more than one such 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) 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.

For the purposes of first proviso to sub-section (1) of section 3-

(1) The subscriber to the memorandum of a One Person Company shall nominate a person, after obtaining prior written consent of such person, who shall, in the event of the subscriber's death or his incapacity to contract, become the member of that One Person Company.

(2) The name of the person nominated under sub-rule (1) shall be mentioned in the memorandum of One Person Company and such nomination in Form No INC.2 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.

Applicant shall apply name for One Person Company on Form INC – 1 as any other company.

Once name is made available, Applicant shall file Form INC – 2 for incorporation of One Person Company.

**Attachments:**

1. Memorandum of Association (Mandatory)
2. Articles of Association (Mandatory)
3. Proof of identity of the member and the nominee (Mandatory)
4. Residential proof of the member and the nominee (Mandatory)
5. Copy of PAN card of member and nominee (Mandatory)
6. Consent of Nominee in form INC – 3 (Mandatory)
7. Affidavit from the subscriber and first Director to the memorandum in Form INC – 9 (Mandatory)
8. List of all the companies (specifying their CIN) having the same registered office address, if any;
9. Specimen Signature in Form INC – 10 (Mandatory)
10. Entrenched Articles of Association
11. Proof of Registered Office address (Conveyance/ Lease deed/Rent Agreement etc. along with rent receipts)
12. Copies of the utility bills as mentioned in the Form (not older than two months)
13. Proof that the Company is permitted to use the address as the registered office of the Company if the same is owned by any other entity/Person (not taken on lease by company)
14. Consent from Director
15. Optional Attachment, if any

We have discussed all these attachment earlier except consent of Nominee in form INC – 3.

**Consent of Nominee in form INC – 3**

INC – 3 is not an E – Form and user is required to fill electronically and physically signed copy shall be attached with e-form INC - 2.

1 SRN of INC -1	After entering SRN Click pre-fill button.
2 Name and Address of company	Applicant is required to fill in the details of the registered office of the company and name is prefilled based on SRN of eForm INC-1
3 Consent	Name of the person giving consent and name of the member/subscriber is required to be filled. Name of the company shall be auto filled.
4 Particulars of Nominee	<p>Enter the approved DIN/PAN of nominee.</p> <p>On clicking the prefill button, the system shall automatically display PAN, name including first middle name and surname, father's name, gender, date of birth, educational qualification on the basis of DIN provided in the form.</p> <p>Enter the details in case PAN is entered and name including first, middle and surname details shall be verified by the system.</p> <p>Nominee should be an Indian citizen and resident in India.</p> <p>Residential proof selected and provided should not be older than two months.</p>
Signature	Physical Signature after taking print is required
Date of signing	System will display date automatically
Place of signing	Enter the place
Attachments	<p>PAN</p> <p>Another Identity proof as per Dropdown list</p> <p>Residential Address as per Dropdown list</p>

Once properly filled this form shall be printed signed and scanned in PDF format.

### Incorporation of One Person Company

Once, we have all attachments in hand; we shall fill form INC – 2.

SRN	<p>Enter the approved SRN of eForm INC-1 filed for reservation of name.</p> <p>Click the Pre-fill button. On clicking the button, system will automatically display name, type, class, category and subcategory of the company in field 2 and name of the state and office of Registrar of Companies in which the company is to be registered in field 3 on the basis of details filed in eForm INC-1.</p>
Registered office details	<p>If company has correspondence address and presently do not have Registered Office address, select No. In such case company shall file Form INC – 22 within 30 days intimating Registered Office Address.</p> <p>If Select yes, company shall file all details of registered office in this form only and there is no need of separate form INC – 22.</p> <p>Enter the valid email id of the company. Ensure that this email ID is valid as intimation regarding processing of the eForms, important communication from RoC office shall also be communicated electronically at the email ID being mentioned here.</p> <p>Enter the details of the address of the police station under whose jurisdiction the registered office of the company is to be situated.</p>
Legal Status of Premises	<p>Whether premises is:</p> <p>Owned by company,</p> <p>Taken on lease by company,</p> <p>Owned by Director not taken on lease,</p> <p>Owned by any other person or entity not taken on lease</p>
Police Station under whose jurisdiction registered office is situated	<p>Complete address of police station is to be entered.</p>

Utility Bill	<p>A utility Services Bill depicting address of premises is required. Option are:</p> <p>Telephone Bill</p> <p>Gas Bill</p> <p>Electricity Bill</p> <p>Mobile Bill</p> <p>Selected Bill shall be required to be filed with the Form as Attachment .</p>
Capital structure of the company, in case of company having share capital	<p>This is applicable in case of company having share capital, whether limited by share or not [Point 1(e)]</p> <p>Applicant shall enter break up of authorized and subscribed share capital.</p> <p>It may be Equity, Preference and Unidentified share capital. But at least one kind of identified share capital (Equity/preference) must have some value more than zero.</p> <p>Number of share, their nominal value and Total amount shall be disclosed.</p> <p>Nominal value shall be more than zero.</p> <p>Where company has multiple nominal value per share; enter each nominal value per share separated by comma.</p> <p>For example, if the details of authorized share capital are as follows:</p> <p>1,00,000 equity shares of ₹ 10 each</p> <p>1,00,000 equity shares of ₹ 5 each</p> <p>10,000 7% Preference shares of ₹ 50 each</p> <p>5,000 8% Preference shares of ₹ 100 each</p> <p>The respective fields are to be entered in the following manner:</p> <p>Authorized capital of the company (in ₹)- 25,00,000/-</p> <p>Break up of Authorized capital:</p>

	<p>Number of equity shares - 2,00,000</p> <p>Total amount of equity shares (in ₹)- 15,00,000/-</p> <p>Nominal amount per equity share- ₹ 10, ₹ 5</p> <p>Number of preference shares- 15,000</p> <p>Total amount of preference shares (in ₹)- 10,00,000/-</p> <p>Nominal amount per preference share- ₹ 50, ₹100</p>
Main division of industrial activity of the company	<p>Enter a valid main division code provided in categories and divisions (codes) in Annexure based on the main objects of the company. The main division should be selected based on relevant sub-class and description applicable to the company given in NIC-2004.</p> <p>The details of main division, sub-class and description of National Industrial Classification-2004 are also available on the MCA website.</p>
Particulars of Promoter	<p>Enter the details of promoter.</p> <p>User is required to file eForm DIR-12 in case promoter and director are not the same persons.</p> <p>Enter either DIN or Income-tax PAN. In case DIN is entered it should be an approved DIN.</p> <p>On clicking the Pre-Fill button, system will automatically display the name, father's name, and nationality, date of birth, gender, educational qualifications and address of the promoter in case of DIN.</p> <p>System shall display name and address in case of CIN or FCRN. For all other cases name and address of the promoter is required to be entered. System shall verify the name of the promoter based on PAN entered.</p> <p>Enter surname or family name in the field Family Name.</p> <p>Enter other relevant particulars of the promoter.</p>

	<p>Enter all other relevant particulars of the promoter including duration of stay at present address. If duration of stay is less than a year at present address, enter the details of previous residence of the promoter.</p> <p>Note: Promoter to One Person company is always an Indian citizen and resident in India and promoter shall be eligible to incorporate only one OPC.</p>
Nomination	<p>Every One Person Company is required to indicate the name of other person as nominee to the sole member in the memorandum and nominee for the subscriber should be an individual who is an Indian citizen and resident in India.</p> <p>Enter name of Subscriber</p> <p>Enter name of Nominee</p>
Personal Details	<p>On clicking the Pre-Fill button, system will automatically display the name, father's name, and nationality, date of birth, gender, educational qualifications and address of the promoter in case of DIN.</p> <p>Enter surname or family name in the field Family Name.</p> <p>Enter other relevant particulars of the promoter.</p> <p>Enter all other relevant particulars of the promoter including duration of stay at present address. If duration of stay is less than a year at present address, enter the details of previous residence of the promoter.</p>
Entrenchment	<p>If yes,</p> <p>Entrenched Article should be attached as Attachment.</p> <p>Where the Articles of Association of the company contains provisions of entrenchment to the effect that specified provisions may be altered only upon the satisfaction of conditions or procedures as that are more restrictive than</p>



	those applicable in case of a special resolution are complied with.
Particulars of payment of stamp duty	<p>Click the "Pre-fill" button</p> <p>System shall automatically display the state or union territory for which stamp duty is to be paid and also amount of stamp duty to be paid on Form INC-7, MoA and AoA based on the state wise stamp rules.</p>
Declaration	<p>This eForm should be supported with a declaration given either by:</p> <p>A person named in the articles is a subscriber and also a director. (This declaration is displayed to the user in case subscriber and director is the same person)</p> <p>Or</p> <p>A person named in the articles as a director, manager or secretary of the company duly authorized by promoters. (This declaration is displayed to the user in case subscriber and director are not the same person)</p>
Attachment	<p>It is mandatory to attach Memorandum of Association, Articles of Association, proof of identity of the member and the nominee, residential proof of the member and the nominee, copy of PAN card of member and nominee, consent of nominee in Form INC-3 along with enclosures, affidavit from the subscriber and first director to the memorandum in Form No. INC-9.</p> <p><input type="checkbox"/> It is mandatory to attach Specimen Signature in Form INC-10 in case company is 'Not having share capital'.</p> <p><input type="checkbox"/> It is mandatory to attach Entrenched Articles of association if any of the articles are entrenched.</p> <p><input type="checkbox"/> Proof of registered office address and copies of the utility bills not older than two months are required to be attached in case of address of correspondence is the address of registered office of the company.</p>

	<ul style="list-style-type: none"> <li>□ It is mandatory to attach proof that the company is permitted to use the address of the registered office of the company if the same is owned by director/any other entity/ Person (not taken on lease by company).</li> <li>□ It is mandatory to attach consent to act as a director in case subscriber and director are the same persons.</li> <li>□ List of all the companies (specifying their CIN) having the same registered office address, if any.</li> </ul>
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### **SRN Generation**

On successful submission of the e-Form INC-2 and e-Form DIR-12, if any, SRN will be generated and shown to the user which will be used for future correspondence with MCA. SRN for payment of stamp duty shall also be generated if the user opts to pay the stamp duty electronically through MCA21 system in the e-Form.

### **Challan Generation**

On successful submission of the e-Form INC-2 and e-Form DIR-12, if any, Challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the e-Form has been filed.

### **Certificate of Incorporation**

Once the eForm is processed and found complete a Certificate of Incorporation is generated and a CIN is allotted.

### **(C) COMPANIES WITH CHARITABLE OBJECTS**

Procedure for incorporation of a company with charitable object is not much different **except requirement of license**. Application for grant of license shall be filed in Form INC – 12.

A person or an association of persons (hereinafter referred to in this rule as “the proposed company”), desirous of incorporating a company with limited liability under sub-section (1) of section 8 without the addition **to its name of the word “Limited”, or as the case may be, the words “Private Limited”**, shall make an application in Form INC – 12 (as an attachments Form in RD-1) 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. [Rule 19(1)]

The memorandum of association of the proposed company shall be in Form No INC – 13. [Rule 19(2)]

**The application shall be accompanied by the following documents, namely:—**

- A. the draft memorandum and articles of association of the proposed company;
- B. the declaration in Form INC – 14 by an Advocate, a Chartered Accountant, Cost Accountant or Company Secretary in practice, that the draft 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 in Form INC – 15. [Rule 19(3)]

**Procedural forms need to follow while Incorporation section 8 company:**

1. Reservation Of Names in form INC-1 (rule 8 & 9 of companies(incorporation) rules,2014)
2. Licence in Form INC-12 as an attachment form in RD-1 (under section 8 of companies act, 2013 and rule 19,20,21,22 and 23 of the companies (incorporation) rules, 2014) within 60 Days from the Date of Filing of Application

for reservation of Names;

3. Application for Incorporation of Companies in form INC-7, DIR-12 and INC-22;

**Note:**

For section 8 company only the difference is additional filling of form RD-1 for licence under section 8 company;

**INC -12 require following documents:**

- (1) Draft Memorandum of association as per Form INC – 13
- (2) Draft Articles of Association
- (3) Declaration as per Form INC – 14
- (4) Declaration as per Form No. INC.15
- (5) Estimated income and expenditure for next three years
- (6) Entrenched articles of association
- (7) List of proposed promoters.
- (8) List of proposed directors/ directors.
- (9) List of key managerial personnel.

Before filing Form INC – 12, applicant should prepare Form INC – 13, INC – 14 and INC – 15.

**Memorandum of Association of a Company with Charitable objects**

**INC – 13**

Memorandum of Association of a company with charitable objects shall in in following format:

- 1. The name of the company is “<Enter name of Proposed Company>”
- 2. The registered office of the company will be situated in the State of <Enter Name of the State in which registered office is required to be situated>
- 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 <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 ₹ .....

OR

[FOR COMPANIES LIMITED BY SHARES]

The share capital of the company will consist of ₹ ..... 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.

**Declaration to be given by professional in case of companies with charitable objects**

**INC – 14**

[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 [Delete if not applicable]
- a Chartered Accountant in India who is engaged in the formation of the company [Delete if not applicable]
- a Cost Accountant in India who is engaged in the formation of the company [Delete if not applicable]
- a Company Secretary in practice in India who is engaged in the formation of the company [Delete if not applicable]

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.



**Declaration by all Applicants**

**INC – 15**

[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:  
Date:

Signature:  
Name:  
Address:

**Application for Grant of License under Section 8**

This is an E – Form which yet to be come in electronic version. Presently applicant shall fill it manually and file as an attachment.

1 Application For	Select: Grant of license to a new company (Part A)
2 Name of Applicant	Name of Applicant Address Occupation, Area of Occupation, Phone (with STD/ISD) E – mail ID
3 & 4 Indicate Registrar of Companies (ROC) reference number for name approval	SRN number of INC – 1 In case of E – Form click on Pre – fill. Details of company shall be filled automatically. In case of Manual, Name of the company. Company is: Write Public or Private Type of Company: Write New Company Category: Write Company Limited By Shares/ Limited by Guarantee / Unlimited Company as the case may be Sub – category: Write Union government Company/ State Government Company/ Non – Government Company/ Subsidiary of Foreign Company/ Guarantee and Association Company as the case may be. Whether the Company will: Write Have share capital / Not have share capital as the case may be.
5 Proposed Authorised Share Capital Proposed Maximum	Enter amount of share capital OR Enter Number of Maximum number members

number of members Proposed maximum number of members excluding proposed employees	of	Enter the number
6 (a) Main division of industrial activity of the company		Enter a valid main division code provided in categories and divisions (codes) in Annexure based on the main objects of the company. The main division should be selected based on relevant sub-class and description applicable to the company given in NIC-2004.  The details of main division, sub-class and description of National Industrial Classification-2004 are also available on the MCA website.
6(b) Brief description of work	of	Write objects of the company and work to be done to attain in these objects
6 (c) Grounds on which application is made	on	Justification for grant of license may be written here.
7 Number of Promoters	of	Enter the number of promoters (proposed first subscribers to Memorandum of association (MoA)). Minimum number of promoters should be two in case of a Private company and seven in case of a Public company. Based on the number entered here, blocks for entering the details of promoters shall be displayed.  Note:  Details of maximum seven promoter(s) can be filed through an eForm. If the total number is more than seven, then details of remaining person(s) can be provided through attachment 'Annexure containing details of subscribers'.
8		Specify information of two directors in case the

Number of Proposed Directors	<p>proposed company is a private company or three directors in case the proposed company is a public company.</p> <p>Note: Enter DIN and Click Pre – fill in case of E – Form.</p>
9 Enter the number of key managerial personnel	<p>Information upto 4 Key Managerial Personnel may be given.</p> <p>Proposed Designation DIN/PAN Name Membership Number in case of Company Secretary</p>
10 Whether Articles of Association is entrenched	<p>If Yes: Number of Articles to which provisions of entrenchment shall be applicable. This option shall be open only for Private Limited Company and One Person Company not adopting standard template of Articles of Association.</p>
Declaration	<p>Name of person given declaration Designation of person giving declaration Designation of Professional Engaged Membership number of professional engaged Certificate number of professional engaged</p>

**Fees:**

This Form Presently required to be filed with form RD – 1. For the purpose of Issue of license under section 8 to new or existing association Fee is Rupees 2,000/-

**Process:**

The e-Form will be processed by the office of Regional Director (Non STP). The e-Form will be processed by the office of Regional Director (Non STP).

After approval of this Form, the License shall be issued on Form INC – 16. This form shall be a condition for filing Form INC – 7 for Incorporation of such companies. Form INC – 7 require this License number in its Field 2(f).

**Application to Central Government (Regional Director) in Form RD – 1**

Form INC – 12 is required to be filed as Attachment to form RD – 1, the guidelines to fill RD-1 is given below:

1 SRN of Form INC – 1	Enter the approved SRN of eForm INC-1 filed for reservation of name in case application is filed for section 8 companies of Companies Act, 2013 by a new association.
2 Name and Address of company	Click the Pre-fill button. On clicking the button, system shall automatically display the name and registered office address of the company (in case of an existing company) or proposed name in case of new company.
3 Purpose	Select from INC – 12 issue of license under Section 8
8 Details of application	Describe justification and other relevant facts of the application made.
Attachments	Attach Form INC – 12 and all attachment required to be attached along with it.
Signature	Of Applicant

**(D) PRODUCER COMPANY**

Producer Companies are very different genre of companies in India. Law governing Producer Companies contained in PART IX-A of the Companies Act, 1956.

However, for incorporation of Producer Company, applicant needs to follow same procedure as for any other company.

Salient feature governing Producer companies are given here:

- Objects as per Section 581B of the Companies Act, 1956
- Promoters may be minimum 10 individuals or 2 producer institutions
- Single vote of every member without any relation with shareholding or patronage, Except where all members are institutional members
- Name ends with “Producer Company Limited”
- Memorandum as per Section 581F of the Companies Act, 1956
- Articles as per Section 581G of the Companies Act, 1956
- Minimum 5 directors and maximum 15 Directors
- Ordinary Course of Business in Annual General Meeting as per Section 581S of the Companies Act, 1956
- A full time Chief Executive who will be ex – officio director and not liable to be retire by rotation [Please do not confuse with Chief Executive Officer under the Companies Act, 2013] as per Section 581W of the Companies Act, 1956.
- A Whole time Company Secretary in case of an Average annual Turnover exceed five crore rupees [do not confuse with Paid up capital]
- First Annual General Meeting within 90 days of its incorporation as per Section 581ZA of the Companies Act, 1956
- Share Capital only in Equity Shares as per Section 581ZB of the Companies Act, 1956
- Patronage and Patronage Bonus need special care in Drafting documents

Same Set of Forms like INC – 1 and INC – 7 or Integrated Form INC – 29 is required to be filed for incorporation of Producer Company. Due to differences in drafting, we will discuss Memorandum of Association and Articles of Association in detail.

**Memorandum of Association of Producer Company**

Memorandum of Association is a document which contains certain information in accordance with provision of Section 4 of the Companies Act, 2013, however in case of Producer Companies Memorandum of Association shall contain certain information in accordance with provision of Section 581F of the Companies Act, 1956. Memorandum of Association of a Producer Company shall contain following clauses:

1. Name Clause: the name of company with "Producer Company Limited" as ;last words of the name,
2. Registered Office Clause: in which registered office of Producer is to Company situate,
3. Objects Clause: One or more Objects as specified in Section 581B. There are no main, Ancillary and other objects. Section 581 lists following Objects to select:
  - a. Production, harvesting, procurement, grading, pooling, handling, marketing, selling, export of primary produce of members or import of goods or services for their benefits:

Provided that the Producer Company may vary on any of the activities specified in this clause either or through other institution;
  - b. Processing including preserving, drying, distilling, brewing, venting, canning and packaging of produce of its Members;
  - c. Manufacture, sale or supply of machinery, equipment or consumables mainly to its Members;
  - d. Providing education on the mutual assistance principles to its Members and others;
  - e. Rendering technical services, consultancy services, training, research and development and all other activities for the promotion of the interests of its Members;
  - f. Generation, transmission and distribution of power, revitalisation of land and water resources, their use, conservation and communications relatable to primary produce;
  - g. insurance of producers or their primary produce;
  - h. Promoting techniques of mutuality and mutual assistance;

- i. Welfare measures or facilities for the benefit of Members as may be decided by the Board;
  - j. Any other activity, ancillary or incidental to any of the activities referred to in clauses (a) to (i) or other activities which may promote the principles of mutuality and mutual assistance amongst the Members in any other manner;
  - k. financing of procurement, processing, marketing or other activities specified in clauses (a) to (j) which include extending of credit facilities or any other financial services to its Members.
4. Subscribers clause: Name and address of subscribers
5. Capital Clause: Share Capital and division of Share [Only Equity shares permitted under Section 581ZB],
6. First Directors Clause: name address and occupation of first directors under Section 581J(2);
7. Liability Clause;
8. Subscription Clause; and
9. Other State of Operation Clause.



## **ARTICLES OF ASSOCIATION OF PRODUCER COMPANIES**

The Articles of company contains regulation for management of the company and other matter prescribed.

According to Section 581G(2) of the Companies Act, 1956 the articles of Association of Producer Company shall contain the following mutual assistance principles, namely: -

- a. the membership shall be voluntary and available, to all eligible persons who, can participate or avail of the facilities or services of the Producer Company, and are willing to accept the duties of membership;
- b. each Member shall, save as otherwise provided in this Part, have only a single vote irrespective of the share holding;
- c. the Producer Company shall be administered by a Board consisting of persons elected or appointed as directors in the manner consistent with the provisions of this Part and the Board shall be accountable to the Members;
- d. save as provided in this Part, there shall be limited return on share capital;
- e. the surplus arising out of the operations of the Producer Company shall be distributed in an equitable manner by: -
  - (a) providing for the development of the business of the Producer Company;
  - (b) providing for common facilities; and
  - (c) distributing amongst the Members, as may be admissible in proportion to their respective participation in the business;
- f. provision shall be made for the education of Members, employees and others, on the principles of mutuality and techniques of mutual assistance;
- g. the Producer Company shall actively co-operate with other Producer Companies (and other organisations following similar principles) at local, national or international level so as to best serve the interest of their Members and the communities it purports to serve.

According to Section 581G(3) of the Companies Act, 1956 the articles shall contain the following provisions, namely:-

- (a) the qualifications for membership, the conditions for continuance or cancellation of membership and the terms, conditions and procedure for transfer of shares ;
- (b) the manner of ascertaining the patronage and voting right based on patronage ;
- (c) subject to the provisions contained in sub-section (1) of section 581N, the manner of constitution of the Board, its powers and duties, the minimum and maximum number of directors, manner of election and appointment of directors and retirement by rotation, qualifications for being elected or continuance as such and the terms of office of the said directors, their powers and duties, conditions for election or co-option of directors, method of removal of directors and the filling up of vacancies on the Board, and the manner and the terms of appointment of the Chief Executive;
- (d) the election of the Chairman, term of office of directors and the Chairman, manner of voting at the general or special meetings of Members, procedure for voting, by directors at meetings of the Board, powers of the Chairman and the circumstances under which the Chairman may exercise a casting vote;
- (e) the circumstances under which, and the manner in which, the withheld price is to be determined and distributed;
- (f) the manner of disbursement of patronage bonus in cash or by issue of equity shares, or both
- (g) the contribution to be shared and related matters referred to in subsection (2) of section 581ZI;
- (h) the matters relating to issue of bonus shares out of general reserves as set out in section 581ZJ;
- (i) the basis and manner of allotment of equity shares of the Producer Company in lieu of the whole or part of the sale proceeds of produce or products supplied by the Members;
- (j) the amount of reserves, sources from which funds may be raised, limitation on raising of funds, restriction on the use of

such funds and the extent of debt that may be contracted and the conditions thereof;

- (k) the credit, loans or advances which may be granted to a Member and the conditions for the grant of the same;
- (l) the right of any Member to obtain information relating to general business of the company;
- (m) the basis and manner of distribution and disposal of funds available after meeting liabilities in the event of dissolution or liquidation of the Producer Company;
- (n) the authorisation for division, amalgamation, merger, creation of subsidiaries and the entering into joint ventures and other matters connected therewith;
- (o) laying of the memorandum and articles of the Producer Company before a special general meeting to be held within ninety days of its registration;
- (p) any other provision, which the Members may, by special resolution recommend to be included in articles.

**Annexure 1****Permanent Account Number**

Permanent Account Number of Proposed Director and subscribers issued by Income Tax Department is one of the documents required while incorporating a company. Moreover, Applicant Proposed Director shall need a PAN based Digital Signature Certificate for digitally signing electronic application to be filed with Ministry of Corporate Affairs.

A person can apply PAN number online through NSDL < <https://tin.tin.nsdl.com/pan/> > or through UTIITSL < [http://www.utiitsl.com/UTIITSL\\_SITE/site/pan/](http://www.utiitsl.com/UTIITSL_SITE/site/pan/) >.

An Indian citizen shall file Form 49A and a foreign citizen shall file from 49AA. It is advisable to keep copy of PAN application in record always so that applicant may always know underlying name and address given in PAN Record and get it corrected if required. Secondly, while filing for incorporation of company, this information is required for verification. Please note, one can ask a display data on PAN card different from underlying data in the record while making PAN application.

Following are the instructions for filling the form:

1. The form should be filled by Black pen
2. Two latest Coloured photograph are required
3. Source of Income or proposed source of Income to be mentioned
4. Any one of Proof of Identity for Indian Citizen:
  - a. Elector's Photo Identity Card,
  - b. Ration Card having photograph of applicant
  - c. Passport,
  - d. Driving License
  - e. Arm's License
  - f. Aadhaar Card issued by UIDAI.
  - g. Photo identity card issued by Central or State Government of PSU
  - h. Pensioner Card having photograph of applicant
  - i. Central Government Health Scheme Card or Ex-servicemen Contributory Health Scheme Photo Card,
  - j. Original Certificate of Identity signed by MP/MLA/Municipal Councillor or Gazetted Officer

- k. Original Bank Certificate on letterhead of Branch containing duly attested photograph and bank account number
5. Any one of these Address Proof for Indian Citizen:
- (a) Electricity Bill not more than 3 month old,
  - (b) Landline telephone or Broadband Connection Bill not more than 3 month old
  - (c) Water Bill not more than 3 month old
  - (d) Consumer gas connection card or book or piped gas bill not more than 3 month old
  - (e) Bank Account Statement not more than 3 month old
  - (f) Depository Account Statement not more than 3 month old
  - (g) Credit Card Statement not more than 3 month old
  - (h) Post Office passbook having address
  - (i) Passport
  - (j) Passport of spouse,
  - (k) Elector's Photo identity card,
  - (l) Latest Property tax assessment order
  - (m) Driving License
  - (n) Domicile certificate issued by Government
  - (o) Aadhaar Card issued by UIDAI
  - (p) Original Certificate of Address signed by MP/MLA/MC/Gazette Officer
6. Any one of these Proofs of Date of Birth
- (a) Birth certificate issued by the Municipal Authority or Registrar of Birth and Death or by Indian Consulate
  - (b) Pension Payment order
  - (c) Marriage Certificate issued by Registrar of Marriage
  - (d) Matriculation Certificate
  - (e) Passport
  - (f) Driving License
  - (g) Domicile Certificate
7. Fees of ₹ 105/- is required to be paid for Indian Citizen.
8. Any one of these Proof of Identity in case of Foreign Citizen
- (a) Passport
  - (b) Person of Indian Origin Card
  - (c) Overseas Citizen of India Card
  - (d) Citizen Identification Number or Taxpayer Identification

Number duly attested by "Apostile" as per Hague Convention of 1961 or by Indian Consulate or Indian Embassy or High Commission or Overseas Branch of Scheduled Bank Registered in India,

9. Any one of these Proofs of Address in case of Foreign Citizens:
  - (a) Passport
  - (b) Person of Indian Origin Card
  - (c) Overseas Citizen of India Card
  - (d) Citizen Identification Number or Taxpayer Identification Number duly attested by "Apostile" as per Hague Convention of 1961 or by Indian Consulate or Indian Embassy or High Commission or Overseas Branch of Scheduled Bank Registered in India,
  - (e) Bank Account Statement in Country of Residence,
  - (f) NRE Bank Account Statement,
  - (g) Certificate of Residence in India or Residence Permit issued by State Police,
  - (h) Registration Certificate issued by Foreigner's Registration Office showing Indian Address,
10. A Fees of ₹ 105/- for PAN and ₹ 866/- for Outside India dispatch Charges

**Application for NEW PAN for Indian citizen through Online Services (Form 49a)**

- ✓ The PAN Card can also be applied through online process by clicking on the link [www.thepancard.com](http://www.thepancard.com)
- ✓ After visiting the site, Click on the option : Apply for new PAN Card
- ✓ Application Form for New PAN Card - Resident Indian Citizen will be displayed
- ✓ After filling the desired details in the form, click on “submit”
- ✓ Make the payment of desired amount
- ✓ The payment acknowledgement will be displayed
- ✓ Send the hard copy of Documents by post/courier

**Note:** the name in proof of identity and proof of address should exactly match with the name in application

**Status Track for PAN application :**

You can track the status of your application for new PAN/reprint of PAN card/Changes or Correction in PAN details using the 15 digit unique Acknowledgment Number after three days of application using this facility.

**Annexure II****ATTACHMENTS to InC-7/INC-29****1. Memorandum of Association**

Memorandum of Association is a document which contains certain information in accordance with provision of Section 4 of the Companies Act, 2013. Memorandum of a company shall be in one of the form specified in Table – A to Table – E of Schedule I of the Companies Act, 2013 applicable to it.

**A COMPANY LIMITED BY SHARES**

- Table A

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

- Table B

**A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL**

- Table C

**AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL**

- Table D

**AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL**

- Table E

Memorandum contains following clauses:

1. Name Clause,
2. Registered Office Clause,
3. Objects Clause,
  - (a) Main Objects Clause,
  - (b) Matters necessary for furtherance of main objects,
4. Liability Clause,
5. Capital Clause/Contribution Clause,
6. Subscription clause,
7. Nomination clause (In case of One Person Company).



Name Clause states the name of the company as approved by ROC in e form INC-1.

Registered Office Clause contain only the name of State in which Registered Office of the company shall situate.

In Objects Clause brief detail of the main objects of the company shall be mentioned.

Liability clause is a declaration about liability of the members Capital/Contribution Clause declare the authorised share capital of the company or amount of contribution towards company by the members.

Subscription clause is a declaration by its subscriber to form a company.

Nomination Clause is a declaration by nominee to a member of company in the event of death of the member.

## 2. Article of Association

The Articles of company contains regulation for management of the company and other matter prescribed. A company may adopt all or any of the Regulation contain in model articles applicable to the company. Table–F to Table–J Contain model articles for the companies of different categories.

### A COMPANY LIMITED BY SHARES

- Table F

### A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

- Table H

### A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

- Table G

### AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

- Table J

### AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL

- Table I

It is advisable for promoters to read carefully model articles applicable to the company and make suitable modification as per the objects of the company and its vision in alignment with the model articles.

The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures.

### 3. Declaration by Professional

This is a declaration under Section 7(1)(b) read with Rule 14 of the Companies (Incorporation) Rules 2014 to be submitted by the professional which may be an advocate, a chartered accountant, cost accountant or company secretary in practice, who is engaged in the formation of the company, and by a person named in the articles as a director, manager or secretary of the company, that all the requirements of this Act and the rules made thereunder in respect of registration and matters precedent or incidental thereto have been complied with.

#### The Format of the Declaration is Form INC – 8.

#### Form No. INC-8 Declaration

*[Pursuant to section 7(1)(b) and rule 14 of the Companies (Incorporation) Rules, 2014]*

Name of the Company:

I, .....a ..... in practice in India who is engaged in the formation of the company declare that all the requirements of Companies Act, 2013 and the rules made thereunder relating to registration of the company under the Act and matters precedent or incidental thereto have been complied with.

Date:

Signature:

Place:

Membership No.:

### 4. Affidavit by Subscribers and Directors

This is an affidavit to be submitted under Section 7(1)(c) read with Rules 15 of the Companies (Incorporation) Rules, 2014 from each of the subscribers to the memorandum and from persons named as the first directors, if any, in the articles that he is not convicted of any offence in connection with the promotion, formation or management of any company, or that he has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years and that all the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of his knowledge and belief.

**The Format of the Declaration is in Form INC – 9.**

**Form No. INC-9  
Affidavit**

*[Pursuant to section 7(1)(c) of the Companies Act, 2013 and rule 15 of the Companies (Incorporation) Rules, 2014]*

Name of the proposed company: \_\_\_\_\_

I -----, being the subscriber to the memorandum /named as first director in the articles, of the above named proposed company, hereby solemnly declare and affirm that

I have not been convicted of any offence in connection with the Promotion, formation or management of any company during the preceding five years; and

I have not been found guilty of any fraud or Mifeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years; and

All the documents filed with the Registrar for registration of the company

contain information that is correct and complete and true to the best of my knowledge and belief.

Date:

Signature:

Place:

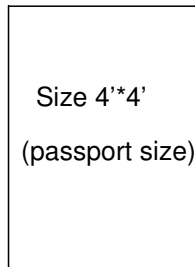
**5. Verification of Signature**

Verification of Signature of Subscribers and Directors of the company is required under Rule 16(1)(q). In this form all subscribers and directors shall self – verify their own signature used while signing all physical documents.

**The Format is given in Form INC – 10.**

**Form No. INC - 10**  
**Form for verification of signature of subscribers**

*[Pursuant to rule 16 (1) (q) of Companies (Incorporation) Rules, 2014]*



SR. NO.	PARTICULARS	DETAILS
1.	NAME (in full)	
2.	FATHER'S NAME (in full)	
3.	ADDRESS	
4.	NATIONALITY	
5.	DATE OF BIRTH	
6.	PLACE OF BIRTH	
7.	INCOME TAX PAN NO	
8.	EDUCATIONAL QUALIFICATION	
9.	OCCUPATION	
10.	SPECIMEN SIGNATURES:	

Attestation  
 (To be self attested with address)

**Note:** Person who is attesting should indicate his/her name, address and ID number.

**6. Declaration by first Director**

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

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

NAME  
DIN:  
ADDRESS:

**7. Declaration Of Deposit**

I -----, Proposed Subscriber/Director of the Company M/s -----, do hereby declare and affirm that Company/ Directors shall not accept deposits unless compliance with the applicable provisions of the Companies Act, 2013, RBI Act, 1934 and SEBI Act, 1992 and rules/ directions/regulations made there under are duly complied and filed with the concerned authorities.

This declaration is true and I know that it is an offence to make a declaration knowing that it is false in a material particular.

Signature of Witness  
(NAME)

Signature of declarant

**8. General Declaration by Subscribers**

I, ----- being the subscriber to the memorandum of M/s. ----- (A Proposed Company) hereby declare and affirm that the following information belongs to me and are true to the best of my knowledge and belief:

Sl. No.	Particulars	Information
1.	Place of Birth	
2.	Occupation	
3.	Area of Occupation	
4.	Educational Qualification	
5.	Name of the entity from where the qualification acquired	
6.	Phone No. Mobile No.	
7.	e-mail ID	
8.	i) Current Address	
	ii) Duration of stay at present address	
	iii) whether the duration of stay at present address is less than one year	Yes/No
	iv) If yes then address of previous residence (with Address proof)	

9.	ID Proof (Any one of the following) Voter ID Passport Driving License Adhar Card	
10.	Residential Proof (Any one of the following) Mobile Bill Telephone Bill Electricity Bill Bank Statement	

(NAME)

**This Form is also required attaching proof of identity and proof of residence. This requirement is in addition of any such attachment in Form DIR – 12 as well as Form INC – 7.**

**Annexure III**

List of Main Industrial Division:(business code activity)

Categories	Divisions (Codes)
Agriculture and Allied Activities	Agriculture, Hunting and related Service activities (01); Forestry, logging and related Service activities(02); Fishing, Operation of fish hatcheries and fish farms; Service activities incidental to fishing (05)
Mining & Quarrying	Mining of coal and lignite, extraction of peat (10); Extraction of crude petroleum and natural gas, service activities incidental to oil and gas extraction excluding surveying (11); Mining of uranium and thorium ores (12); Mining of metal ores (13); Other Mining and Quarrying (14)
Manufacturing (Food stuffs)	Manufacture of food products and beverages (15); Manufacture of tobacco products (16)
Manufacturing (Textiles)	Manufacture of textiles (17); Manufacture of wearing apparel, dressing and dyeing of fur (18)
Manufacturing (Leather & products thereof)	Tanning and dressing of leather, manufacture of luggage handbags, saddlery & harness and footwear (19)
Manufacturing (Wood Products)	Manufacture of wood and of products of wood and cork, except furniture; manufacture of articles of straw and plating materials (20)
Manufacturing (Paper & Paper products; Publishing, printing and reproduction of	Manufacture of paper and paper products (21); Publishing, printing and reproduction of recorded media (22)



recorded media)	
Manufacturing (Metals & Chemicals, and products thereof)	<p>Manufacture of coke, refined petroleum products and nuclear fuel (23);</p> <p>Manufacture of chemicals and chemical products (24);</p> <p>Manufacture of rubber and plastic products (25);</p> <p>Manufacture of other non-metallic mineral products (26) ;</p> <p>Manufacture of basic metals (27);</p> <p>Manufacture of fabricated metal products, except machinery and equipments (28)</p>
Manufacturing (Machinery & Equipments)	<p>Manufacture of machinery and equipment n.e.c (29);</p> <p>Manufacture of office, accounting and computing machinery (30);</p> <p>Manufacture of electrical machinery and apparatus n.e.c (31);</p> <p>Manufacture of radio, television and communication equipment and apparatus (32);</p> <p>Manufacture of medical, precision and optical instruments, watches and clocks (33);</p> <p>Manufacture of motor vehicles, trailers and semi-trailers (34);</p> <p>Manufacture of other transport equipment (35)</p>
Manufacturing (Others)	<p>Manufacture of furniture; manufacturing n.e.c (36);</p> <p>Recycling (37)</p>
Electricity, Gas & Water companies	<p>Electricity, gas, steam and hot water supply (40);</p> <p>Collection, purification and distribution of water (41)</p>
Construction	Construction (45)
Trading	Sale, maintenance and repair of motor

	<p>vehicles and motor cycles; retail sale of automotive fuel (50);</p> <p>Wholesale trade and commission trade, except of motor vehicles and motorcycles (51);</p> <p>Retail trade, except of motor vehicles and motorcycles, repair of personal and household goods (52);</p> <p>Hotels and Restaurants (55)</p>
Transport, storage and Communications	<p>Land transport; transport via pipelines (60);</p> <p>Water Transport (61);</p> <p>Air Transport(62);</p> <p>Supporting and auxiliary transport activities, activities of travel agencies (63);</p> <p>Post and telecommunications (64)</p>
Finance	<p>Financial intermediation, except insurance and pension funding (65);</p> <p>Activities auxiliary to financial intermediation (67)</p>
Insurance	<p>Insurance and pension funding, except compulsory social security (66)</p>
Real Estate and Renting	<p>Real estate activities (70);</p> <p>Renting of machinery and equipment without operator and of personal and household goods (71)</p>
Business Services	<p>Computer and related activities (72);</p> <p>Other Business Activities (74)</p>

**List of Business/Profession Codes:**

Code	Business/Prof ession	Code	Business/Prof ession
01	Medical Profession and Business	11	Films, TV and such other entertainment
02	Engineering	12	Information Technology
03	Architecture	13	Builders and Developers
04	Chartered Accountant/ Accountancy	14	Members of Stock Exchange, Share Brokers and Sub- Brokers
05	Interior Decoration	15	Performing Arts and Yatra
06	Technical Consultancy	16	Operation of Ships, Hovercraft, Aircrafts or Helicopters
07	Company Secretary	17	Plying Taxis, Lorries, Trucks, Buses or other Commercial Vehicles
08	Legal Practitioner and Solicitors	18	Ownership of Horses or Jockeys
09	Government Contractors	19	Cinema Halls and Other Theatres
10	Insurance Agency	20	Others

***Annexure IV*****IMPORTANT PROVISIONS OF COMPANIES ACT, 2013 AND THE RULES THEREUNDER GOVERNING INCORPORATION OF COMPANY AND MATTERS INCIDENTAL THERETO****Section 3 - Formation of company**

(1) A company may be formed for any lawful purpose by—

- (a) seven or more persons, where the company to be formed is to be a public company;
- (b) two or more persons, where the company to be formed is to be a private company; or
- (c) one person, where the company to be formed is to be One Person Company that is to say, a private company, by subscribing their names or his name to a memorandum and complying with the requirements of this Act in respect of registration:

Provided that the memorandum of One Person Company shall indicate the name of the other person, with his prior written consent in the prescribed form, who shall, in the event of the subscriber's death or his incapacity to contract become the member of the company and the written consent of such person shall also be filed with the Registrar at the time of incorporation of the One Person Company along with its memorandum and articles:

Provided further that such other person may withdraw his consent in such manner as may be prescribed:

Provided also that the member of One Person Company may at any time change the name of such other person by giving notice in such manner as may be prescribed:

Provided also that it shall be the duty of the member of One Person Company to intimate the company the change, if any, in the name of the other person nominated by him by indicating in the memorandum or otherwise within such time and in such manner as may be prescribed, and the company shall intimate the Registrar any such change within such time and in such manner as may be prescribed:

Provided also that any such change in the name of the person shall not be deemed to be an alteration of the memorandum.

(2) A company formed under sub-section (1) may be either—

- (a) a company limited by shares; or
- (b) a company limited by guarantee; or
- (c) an unlimited company.

### **Rule 3 of Companies (Incorporation) Rules, 2014**

#### **Rule 3 - ONE PERSON COMPANY**

1. Only a natural person who is an Indian citizen and resident in India- (a) shall be eligible to incorporate a One Person Company; (b) shall be a nominee for the sole member of a One Person Company. Explanation.- 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.
2. No person shall be eligible to incorporate more than a One Person Company or become nominee in more than one such 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.
6. 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.

#### **Rule 4 of Companies (Incorporation) Rules, 2014 - Nomination by the subscriber or member of One Person Company.- [related to sec 3(1)]**

For the purposes of first proviso to sub-section (1) of section 3-

1. The subscriber to the memorandum of a One Person Company shall nominate a person, after obtaining prior

written consent of such person, who shall, in the event of the subscriber's death or his incapacity to contract, become the member of that One Person Company.

2. The name of the person nominated under sub-rule (1) shall be mentioned in the memorandum of One Person Company and such nomination in Form No INC.2 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.
3. The person nominated by the subscriber or member of a One Person Company may, withdraw his consent by giving a notice in writing to such sole member and to the One Person Company: Provided that the sole member shall nominate another person as nominee within fifteen days of the receipt of the notice of withdrawal and shall send an intimation of such nomination in writing to the Company, along with the written consent of such other person so nominated in Form No. INC.3.
4. The company shall within thirty days of receipt of the notice of withdrawal of consent under sub-rule (3) file with the Registrar, a notice of such withdrawal of consent and the intimation of the name of another person nominated by the sole member in Form No INC.4 along with fee as provided in the Companies (Registration offices and fees) Rules, 2014 and the written consent of such another person so nominated in Form No. INC.3.
5. The subscriber or member of a One Person Company may, by intimation in writing to the company, change the name of the person nominated by him at any time for any reason including in case of death or incapacity to contract of nominee and nominate another person after obtaining the prior consent of such another person in Form No INC.3: Provided that the company shall, on the receipt of such intimation, file with the Registrar, a notice of such change in Form No INC.4 along with fee as provided in the Companies (Registration offices and fees) Rules, 2014 and with the written consent of the new nominee in Form No.INC.3 within thirty days of receipt of intimation of the change.
6. Where the sole member of One Person Company ceases to be the member in the event of death or incapacity to contract and his nominee becomes the member of such One Person Company, such new member shall nominate within fifteen days of becoming member, a person who shall in the event

of his death or his incapacity to contract become the member of such company, and the company shall file with the Registrar an intimation of such cessation and nomination in Form No INC.4 along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 within thirty days of the change in membership and with the prior written consent of the person so nominated in Form No.INC.3.

#### **Section 4 - MEMORANDUM**

(1) The memorandum of a company shall state—

- (a) the name of the company with the last word “Limited” in the case of a public limited company, or the last words “Private Limited” in the case of a private limited company:

Provided that nothing in this clause shall apply to a company registered under section 8;

- (b) the State in which the registered office of the company is to be situated;
- (c) the objects for which the company is proposed to be incorporated and any matter considered necessary in furtherance thereof;
- (d) the liability of members of the company, whether limited or unlimited, and also state,—
  - (i) in the case of a company limited by shares, that liability of its members is limited to then amount unpaid, if any, on the shares held by them; and
  - (ii) in the case of a company limited by guarantee, the amount up to which each member undertakes to contribute—
    - (A) to the assets of the company in the event of its being wound-up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member, as the case may be; and
    - (B) to the costs, charges and expenses of winding-up and for adjustment of the rights of the contributories among themselves;
- (e) in the case of a company having a share capital,—
  - (i) the amount of share capital with which the company is to be registered and the division thereof into shares of a fixed amount and the number of shares which the

subscribers to the memorandum agree to subscribe which shall not be less than one share; and

- (ii) the number of shares each subscriber to the memorandum intends to take, indicated opposite his name;
  - (f) in the case of One Person Company, the name of the person who, in the event of death of the subscriber, shall become the member of the company.
- (2) The name stated in the memorandum shall not—
- (a) be identical with or resemble too nearly to the name of an existing company registered under this Act or any previous company law; or
  - (b) be such that its use by the company—
    - (i) will constitute an offence under any law for the time being in force; or
    - (ii) is undesirable in the opinion of the Central Government.
- (3) Without prejudice to the provisions of sub-section (2), a company shall not be registered with a name which contains—
- (a) any word or expression which is likely to give the impression that the company is in any way connected with, or having the patronage of, the Central Government, any State Government, or any local authority, corporation or body constituted by the Central Government or any State Government under any law for the time being in force; or
  - (b) such word or expression, as may be prescribed, unless the previous approval of the Central Government has been obtained for the use of any such word or expression.
- (4) A person may make an application, in such form and manner and accompanied by such fee, as may be prescribed, to the Registrar for the reservation of a name set out in the application as—
- (a) the name of the proposed company; or
  - (b) the name to which the company proposes to change its name.
- (5) (i) Upon receipt of an application under sub-section (4), the Registrar may, on the basis of information and documents furnished along with the application, reserve the name for a period of sixty days from the date of the application.
- (ii) Where after reservation of name under clause (i), it is found that name was applied by furnishing wrong or incorrect



information, then,—

- (a) if the company has not been incorporated, the reserved name shall be cancelled and the person making application under sub-section (4) shall be liable to a penalty which may extend to one lakh rupees;
  - (b) if the company has been incorporated, the Registrar may, after giving the company an opportunity of being heard—
    - (i) either direct the company to change its name within a period of three months, after passing an ordinary resolution;
    - (ii) take action for striking off the name of the company from the register of companies; or
    - (iii) make a petition for winding up of the company.
- (6) The memorandum of a company shall be in respective forms specified in Tables A, B, C, D and E in Schedule I as may be applicable to such company.
- (7) Any provision in the memorandum or articles, in the case of a company limited by guarantee and not having a share capital, purporting to give any person a right to participate in the divisible profits of the company otherwise than as a member, shall be void.

#### **Sec 5. Articles**

- (1) The articles of a company shall contain the regulations for management of the company.
- (2) The articles shall also contain such matters, as may be prescribed: Provided that nothing prescribed in this sub-section shall be deemed to prevent a company from including such additional matters in its articles as may be considered necessary for its management.
- (3) The articles may contain provisions for entrenchment to the effect that specified provisions of the articles may be altered only if conditions or procedures as that are more restrictive than those applicable in the case of a special resolution, are met or complied with.
- (4) The provisions for entrenchment referred to in sub-section (3) shall only be made either on formation of a company, or by an amendment in the articles agreed to by all the members of the company in the case of a private company and by a special resolution in the case of a public company.
- (5) Where the articles contain provisions for entrenchment, whether made on formation or by amendment, the company

shall give notice to the Registrar of such provisions in such form and manner as may be prescribed.

- (6) The articles of a company shall be in respective forms specified in Tables, F, G, H, I and J in Schedule I as may be applicable to such company.
- (7) A company may adopt all or any of the regulations contained in the model articles applicable to such company.
- (8) In case of any company, which is registered after the commencement of this Act, in so far as the registered articles of such company do not exclude or modify the regulations contained in the model articles applicable to such company, those regulations shall, so far as applicable, be the regulations of that company in the same manner and to the extent as if they were contained in the duly registered articles of the company.
- (9) Nothing in this section shall apply to the articles of a company registered under any previous company law unless amended under this Act.

#### **Rule 10 of Companies (Incorporation) Rules, 2014**

##### **Where article contains entrenchment provision related to section sec 5(5)**

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 Form No.INC.7, 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.

##### **Rule 11 related to sec 5(2)**

##### **Model articles**

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.

#### **Section 7- Incorporation of Company**

(1) There shall be filed with the Registrar within whose jurisdiction the registered office of a company is proposed to be situated, the following documents and information for registration, namely:—

- (a) the memorandum and articles of the company duly signed by

all the subscribers to the memorandum in such manner as may be prescribed;

- (b) a declaration in the prescribed form by an advocate, a chartered accountant, cost accountant or company secretary in practice, who is engaged in the formation of the company, and by a person named in the articles as a director, manager or secretary of the company, that all the requirements of this Act and the rules made thereunder in respect of registration and matters precedent or incidental thereto have been complied with;
- (c) an affidavit from each of the subscribers to the memorandum and from persons named as the first directors, if any, in the articles that he is not convicted of any offence in connection with the promotion, formation or management of any company, or that he has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years and that all the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of his knowledge and belief;
- (d) the address for correspondence till its registered office is established;
- (e) the particulars of name, including surname or family name, residential address, nationality and such other particulars of every subscriber to the memorandum along with proof of identity, as may be prescribed, and in the case of a subscriber being a body corporate, such particulars as may be prescribed;
- (f) the particulars of the persons mentioned in the articles as the first directors of the company, their names, including surnames or family names, the Director Identification Number, residential address, nationality and such other particulars including proof of identity as may be prescribed; and
- (g) the particulars of the interests of the persons mentioned in the articles as the first directors of the company in other firms or bodies corporate along with their consent to act as directors of the company in such form and manner as may be prescribed.

(2) The Registrar on the basis of documents and information filed under sub-section (1) shall register all the documents and information referred to in that subsection in the register and issue a certificate of incorporation in the prescribed form to the effect that the

proposed company is incorporated under this Act.

(3) On and from the date mentioned in the certificate of incorporation issued under sub-section (2), the Registrar shall allot to the company a corporate identity number, which shall be a distinct identity for the company and which shall also be included in the certificate.

(4) The company shall maintain and preserve at its registered office copies of all documents and information as originally filed under sub-section (1) till its dissolution under this Act.

(5) If any person furnishes any false or incorrect particulars of any information or suppresses any material information, of which he is aware in any of the documents filed with the Registrar in relation to the registration of a company, he shall be liable for action under section 447.

(6) Without prejudice to the provisions of sub-section (5) where, at any time after the incorporation of a company, it is proved that the company has been got incorporated by furnishing any false or incorrect information or representation or by suppressing any material fact or information in any of the documents or declaration filed or made for incorporating such company, or by any fraudulent action, the promoters, the persons named as the first directors of the company and the persons making declaration under clause (b) of subsection (1) shall each be liable for action under section 447.

(7) Without prejudice to the provisions of sub-section (6), where a company has been got incorporated by furnishing any false or incorrect information or representation or by suppressing any material fact or information in any of the documents or declaration filed or made for incorporating such company or by any fraudulent action, the Tribunal may, on an application made to it, on being satisfied that the situation so warrants,—

- (a) pass such orders, as it may think fit, for regulation of the management of the company including changes, if any, in its memorandum and articles, in public interest or in the interest of the company and its members and creditors; or
- (b) direct that liability of the members shall be unlimited; or
- (c) direct removal of the name of the company from the register of companies; or
- (d) pass an order for the winding up of the company; or
- (e) pass such other orders as it may deem fit:

Provided that before making any order under this sub-section,—

- (i) the company shall be given a reasonable opportunity of

being heard in the matter; and

- (ii) the Tribunal shall take into consideration the transactions entered into by the company, including the obligations, if any, contracted or payment of any liability.

**Rule 12 of Companies (Incorporation) Rules, 2014 related to sec 7(1)**

**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.2 (for One Person Company) and Form no. INC.7 (other than One Person Company)** 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

**Rule 1 of Companies (Incorporation) Rules, 2014 related to sec 7(1)(a)**

**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.

- (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.

**Rule 14 of Companies (Incorporation) Rules, 2014 related to sec 7(1)(b)**

**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.

**Rule 15 of Companies (Incorporation) Rules, 2014 related to sec 7(1)(c)**

**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

**Rule 16 of Companies (Incorporation) Rules, 2014 related to sec 7(1)(e)**

**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
- (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;
- (q) the promoter or first director shall self attest his signature



and latest photograph in Form No.INC.10.

(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 or partnership firm, 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.

**Rule 17 of Companies (Incorporation) Rules, 2014 related to sec 7(1)(f), (g)**

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.

**Rule 18 of Companies (Incorporation) Rules, 2014 related to sec 7(2)**

Certificate of incorporation.-

The Certificate of Incorporation shall be issued by the Registrar in Form No.INC.11.

**Section 8 - Formation of companies with charitable objects, etc.**

8. (1) Where it is proved to the satisfaction of the Central Government that a person or an association of persons proposed to be registered under this Act as a limited company—

- (a) has in its objects the promotion of commerce, art, science, sports, ducation, research, social welfare, religion, charity, protection of environment or any such other object;
  - (b) intends to apply its profits, if any, or other income in promoting its objects;
- And
- (c) intends to prohibit the payment of any dividend to its members,

the Central Government may, by licence issued in such manner as may be prescribed, and on such conditions as it deems fit, allow that person or association of persons to be registered as a limited company under this section without the addition to its name of the word "Limited", or as the case may be, the words "Private Limited", and thereupon the Registrar shall, on application, in the prescribed form, register such person or association of persons as a company under this section.

(2) The company registered under this section shall enjoy all the privileges and be subject to all the obligations of limited companies.

(3) A firm may be a member of the company registered under this section.

(4) (i) A company registered under this section shall not alter the provisions of its memorandum or articles except with the previous approval of the Central Government.

(ii) A company registered under this section may convert itself into company of any other kind only after complying with such conditions as may be prescribed.

(5) Where it is proved to the satisfaction of the Central Government that a limited company registered under this Act or under any

previous company law has been formed with any of the objects specified in clause (a) of sub-section (1) and with the restrictions and prohibitions as mentioned respectively in clauses (b) and (c) of that sub-section, it may, by licence, allow the company to be registered under this section subject to such conditions as the Central Government deems fit and to change its name by omitting the word "Limited", or as the case may be, the words "Private Limited" from its name and thereupon the Registrar shall, on application, in the prescribed form, register such company under this section and all the provisions of this section shall apply to that company.

**Rule 19 of Companies (Incorporation) Rules, 2014 related to section 8**

**License for new companies with charitable objects etc.-**

(1) A person or an association of persons (hereinafter referred to in this rule as "the proposed company"), desirous of incorporating a company with limited liability under sub-section (1) of section 8 without the addition to its name of the word "Limited", or as the case may be, the words "Private Limited", shall make an application in Form No.INC.12 along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014 to the Registrar for a license under sub-section (1) of section 8.

(2) The memorandum of association of the proposed company shall be in Form No.INC.13.

(3) The application under sub-rule (1) shall be accompanied by the following documents, namely:—

- (a) the draft memorandum and articles of association of the proposed company;
- (b) the declaration in Form No.INC.14 by an Advocate, a Chartered Accountant, Cost Accountant or Company Secretary in practice, that the draft 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 in Form No. INC.15.

**Section 9 -Effect of registration**

From the date of incorporation mentioned in the certificate of incorporation, such subscribers to the memorandum and all other persons, as may, from time to time, become members of the company, shall be a body corporate by the name contained in the memorandum, capable of exercising all the functions of an incorporated company under this Act and having perpetual succession and a common seal with power to acquire, hold and dispose of property, both movable and immovable, tangible and intangible, to contract and to sue and be sued, by the said name.

### **Section 152 Appointment of directors.**

(1) Where no provision is made in the articles of a company for the appointment of the first director, the subscribers to the memorandum who are individuals shall be deemed to be the first directors of the company until the directors are duly appointed and in case of a One Person Company an individual being member shall be deemed to be its first director until the director or directors are duly appointed by the member in accordance with the provisions of this section.

(2) Save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting.

(3) No person shall be appointed as a director of a company unless he has been allotted the Director Identification Number under section 154.

(4) Every person proposed to be appointed as a director by the company in general meeting or otherwise, shall furnish his Director Identification Number and a declaration that he is not disqualified to become a director under this Act.

(5) A person appointed as a director shall not act as a director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as may be prescribed:

Provided that in the case of appointment of an independent director in the general meeting, an explanatory statement for such appointment, annexed to the notice for the general meeting, shall include a statement that in the opinion of the Board, he fulfils the conditions specified in this Act for such an appointment.

### **Rule 8 of The Companies (Appointment and Qualification of Directors) Rules, 2014**

#### **Consent to act as director**

Every person who has been appointed to hold the office of a director

shall on or before the appointment furnish to the company a consent in writing to act as such in Form DIR-2:

Provided that the company shall, within thirty days of the appointment of a director, file such consent with the Registrar in Form DIR – 12 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014

- (6) (a) Unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company shall—
- (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
  - (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
- (b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.
- (c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.
- (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- (e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.
- Explanation.*—For the purposes of this sub-section, “total number of directors” shall not include independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.
- (7)(a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day

in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

- (b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—
- (i) at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;
  - (ii) the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;
  - (iii) he is not qualified or is disqualified for appointment;
  - (iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
  - (v) section 162 is applicable to the case.

*Explanation.*—For the purposes of this section and section 160, the expression “retiring director” means a director retiring by rotation.

## **INCORPORATION OF PRODUCER COMPANIES (Companies Act, 1956)**

### **Section 581C.**

#### **FORMATION OF PRODUCER COMPANY AND ITS REGISTRATION**

(1) Any ten or more individuals, each of them being a producer or any two or more Producer institutions, or a combination of ten or more individuals and Producer institutions, desirous of forming a Producer Company having its objects specified in section 581B and otherwise complying with the requirements of this Part and the provisions of this Act in respect of registration, may form an incorporated Company as a Producer Company under this Act.

(2) If the Registrar is satisfied that all the requirements of this Act have been complied with in respect of registration and matters precedent and incidental thereto, he shall, within thirty days of the receipt of the documents required for registration, register the memorandum, the articles and other documents, if any, and issue a certificate of incorporation under this Act.

(3) A Producer Company so formed shall have the liability of its Members limited by the memorandum to the amount, if any, unpaid on the shares respectively held by them and be termed a company limited by shares.

(4) The Producer Company may reimburse to its promoters all other direct costs associated with the promotion and registration of the company including registration, legal fees, printing of a memorandum and articles and the payment thereof shall be subject to the approval at its first general meeting of the Members.

(5) On registration under sub-section (1), the Producer Company shall become a body corporate as if it is a private limited company to which the provisions contained in this Part apply, without, however, any limit to the number of Members thereof, and the Producer Company shall not, under any circumstance, whatsoever, become or be deemed to become a public limited company under this Act.

**Section 581K.**

**EFFECT OF INCORPORATION OF PRODUCER COMPANY**

Every shareholder of the inter-State co-operative society immediately before the date of registration of Producer Company (hereafter referred to as the transformation date) shall be deemed to be registered on and from that date as a shareholder of the Producer Company to the extent of the face value of the shares held by such shareholder.

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**State wise stamp duty rules for eForm INC-2/ INC-7/ INC-29, Memorandum of Association (MoA), Articles of Association (AoA), eForm SH-7 and eForm FC-1)**  
**Stamp duty rules for Form INC-2/ INC-7/ INC-29, MoA, AoA, and SH-7**

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	Mo A	AoA	SH-7	Remarks
Delhi (companies having share capital other than section 8)	10	200	0.15% of authorised capital subject to a maximum stamp duty of ₹25 lakhs of stamp duty	Stamp duty shall be: 0.15% of amount of <b>increase in authorized capital</b> subject to maximum of ₹25 Lakhs.	
Delhi (companies not having share capital other than section 8)	10	200	200	NIL	
Delhi (Section 8 companies)	10	NIL	NIL	NIL	
Haryana (companies having share capital other than section 8)	15	60	60 if authorised capital is less than or equal to ₹ 1 lakh 120 if authorised capital is greater than ₹ 1 lakh	NIL	
Haryana (companies not having share capital other than section 8)	15	60	60	NIL	
Haryana (Section 8 companies)	15	NIL	NIL	NIL	



Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Maharashtra (companies having share capital other than section 8)	100	200	1000 on every ₹5 lakhs of authorised capital or part thereof subject to a maximum of 50 lakhs of stamp duty.	Stamp duty shall be ₹1000 on every ₹5 Lakhs of amount of increase in authorised capital or part thereof subject to a maximum of 50 Lakhs of stamp duty.  However, in the case of increase of Authorised Capital beyond ₹ 2,50,00,00,000/, No Stamp duty shall be payable.	For eg- For SH-7, If auth. Capital is increased from ₹ 240 crores to ₹300 crores then stamp duty payable shall be calculated on ₹10 crores (i.e. ₹ 250 crores - ₹ 240 crores) and not on ₹60 crores (i.e. ₹300 crores- ₹240 crores) as no stamp duty is payable beyond authorised capital of ₹250 crores.
Maharashtra (companies not having share capital other than	100	NIL	NIL	NIL	
Maharashtra (Section 8 companies)	100	NIL	NIL	NIL	
Orissa (companies having share capital other than Section 8)	10	300	300	NIL	These rules shall also apply to companies not having share capital other than section 8 and Section 8 companies.

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Andhra Pradesh (companies having share capital other than section 8)	20	500	0.15% of the authorized capital subject to a minimum of ₹1000/- and a maximum of ₹5 lakhs	0.15% of amount of <b>increase in authorised capital</b> subject to a minimum of ₹1000/- and maximum of ₹ 5 Lakhs.	These rules shall also apply to section 8 companies having share capital. Stamp rule for SH-7 implies that the maximum limit of ₹5 Lakhs shall be calculated every time there is any increase in share capital, even if the company has already paid ₹ 5 Lakhs of stamp duty.
Andhra Pradesh (companies not having share capital other than section 8)	20	500	1000	1000	These rules shall also apply to section 8 companies not having share capital
Telangana (companies having share capital other than section 8)	20	500	0.15% of the authorized capital subject to a minimum of ₹1000/- and a maximum of ₹5 lakhs	0.15% of amount of <b>increase in authorised capital</b> subject to a minimum of ₹ 1000/- and maximum of ₹ 5 Lakhs.	These rules shall also apply to section 8 companies having share capital. Stamp rule for SH-7 implies that the maximum limit of ₹5 Lakhs shall be calculated every time there is any increase in share capital, even if the company has already paid ₹5 Lakhs of stamp duty.
Telangana (companies not having share capital other than section 8)	20	500	1000	1000	These rules shall also apply to section 8 companies not having share capital

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Bihar (companies having share capital other than section 8)	20	500	0.15% of authorised capital or 1000, whichever is more subject to a maximum of 5 lakhs of stamp duty.	Stamp duty shall be higher of (i) or (ii), (i) ₹ 1000/- (ii) 0.15% of amount of increased authorised capital subject to maximum of ₹5 lakhs of stamp duty <b>Less</b> 0.15% of amount of existing authorised capital subject to maximum of ₹ 5 lakhs of stamp duty However, If 0.15% of amount of existing authorised capital is ₹ 5 lakhs or more then no stamp duty shall be payable.	
Bihar (companies not having share capital other than section 8)	20	500	1000	NIL	
Bihar (Section 8 companies)	20	NIL	NIL	NIL	
Jharkhand (companies having share capital other than section 8)	5	63	105	NIL	These rules shall also apply to companies not having share capital other than section 8.

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Jharkhand (Section 8 companies)	5	NIL	NIL	NIL	
Jammu and Kashmir (companies having share capital other than section 8)	10	150	150 if authorised capital is less than equal to ₹1 lakh and 300 if authorised capital is greater than ₹ 1 lakh	NIL	
Jammu and Kashmir (companies not having share capital other than section 8)	10	150	150	NIL	
Jammu and Kashmir (Section 8 companies)	10	NIL	NIL	NIL	
Tamil Nadu (companies having share capital other than section 8)	20	200	300	NIL	These rules shall also apply to companies not having share capital other than section 8.

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Tamil Nadu (Section 8 companies)	20	NIL	NIL	NIL	
Puducherry (companies having share capital other than section 8)	10	200	300	NIL	These rules shall also apply to companies not having share capital other than section 8.
Puducherry (Section 8 companies)	10	NIL	NIL	NIL	
Assam (companies having share capital other than section 8)	15	200	310	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8
Meghalaya (companies having share capital other than section 8)	10	100	300	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Manipur (companies having share capital other than section 8)	10	100	150	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8
Nagaland (companies having share capital other than section 8)	10	100	150	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8
Tripura (companies having share capital other than section 8)	10	100	150	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8
Arunachal Pradesh (companies having share capital other than section 8)	10	200	500	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Mizoram (companies having share capital other than section 8)	10	100	150	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8
Kerala (companies having share capital other than section 8)	25	1000	For Companies having Authorized Capital up to ₹ 10 Lakhs – ₹ 2,000/- For Companies having Authorized Capital above ₹ 10 Lakhs and up to ₹ 25 Lakhs- ₹ 5,000/- For Companies having Authorized Capital above ₹ 25 Lakhs - 0.5% of the Authorized Capital	NIL	These rules shall also apply to section 8 companies having share capital.
Kerala (companies not having share capital other than section 8)	25	1000	2000	NIL	These rules shall also apply to section 8 companies not having share capital
Lakshadweep (companies having share capital other than section 8)	25	500	1000	NIL	These rules shall also apply to section 8 companies and companies not having share capital other than section 8

Name of state/union territory	Amount in Rupees				Remarks
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	
Madhya Pradesh (companies having share capital)	50	2500	0.15% of authorized capital subject to minimum of rupees 5000 and maximum of Rupees 25 lakh of stamp duty.	Stamp duty shall be 0.15% of amount of increased authorized capital subject to minimum of ₹ 5000 and maximum of ₹ 25 lakhs of stamp duty <b>less</b> 0.15% of amount of existing authorized capital subject to minimum of ₹ 5000 and maximum of ₹ 25 lakhs of stamp duty (in case the last capital increase occurred on or after 16th Sept 14) <b>OR</b> 0.15% of amount of existing authorized capital subject to minimum of ₹ 1000 and maximum of ₹ 5 lakhs of stamp duty (in case the last capital increase occurred prior to 16th sept 14) as the case may be.	
Madhya Pradesh (companies not having share capital)	50	2500	5000	NIL	
Chhattisgarh (companies having share capital other than section 8)	10	500	0.15% of authorised capital or 1000, whichever is more subject to a maximum of 5 lakhs of stamp duty	Stamp duty shall be higher of (i) or (ii), (i) ₹ 1000/- (ii) 0.15% of amount of increased authorised capital subject to maximum of ₹ 5 lakhs of stamp duty <b>Less</b> 0.15% of amount of existing authorised capital subject to maximum of ₹ 5 lakhs of stamp duty (iii) However, If 0.15% of amount of existing authorised capital is ₹ 5 lakhs or more then no stamp duty shall be payable	



Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Chhattisgarh (companies not having share capital other than section 8)	10	500	1000	NIL	
Chhattisgarh (Section 8 companies)	10	NIL	NIL	NIL	
Rajasthan (companies having share capital other than section 8)	10	500	0.5% of authored capital	0.2% of amount of increase in authorised capital subject to maximum stamp duty of ₹ 25 lakhs.	These rules shall also apply to Section 8 companies having share capital Stamp rule for SH-7 implies that the maximum limit of ₹ 25 Lakhs shall be calculated every time there is any increase in share capital, even if the company has already paid ₹ 25 Lakhs of stamp duty.

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Rajasthan (companies not having share capital other than section 8)	10	500	500	NIL	These rules shall also apply to Section 8 companies not having share capital
Punjab (companies having share capital other than section 8)	25	5000	5000 if authorised capital is less than equal to ₹ 1 lakh and 10,000 if Authorized capital is greater than ₹ 1 lakh	NIL	
Punjab (Companies not having share capital other than section 8)	25	5000	5000	NIL	
Punjab (Section 8 Companies)	25	NIL	NIL	NIL	
Himachal Pradesh (companies having share capital other than section 8)	3	60	60 if authorised capital is less than equal to ₹1 lakh and 120 if authorized capital is greater than ₹1 lakh	NIL	

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Himachal Pradesh (companies not having share capital other than section 8)	3	60	60	NIL	
Himachal Pradesh (Section 8 companies)	3	NIL	NIL	NIL	
Chandigarh (companies having share capital other than section 8)	3	500	1000	NIL	
Chandigarh (companies not having share capital other than section 8)	3	500	1000	NIL	
Chandigarh (Section 8 companies)	3	NIL	NIL	NIL	

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Uttar Pradesh (companies having share capital other than section 8)	10	500	500	NIL	These rules shall also apply to companies not having share capital (other than section 8) and to Section 8 companies having share capital
Uttar Pradesh (Section 8 companies)	NIL	NIL	NIL	NIL	These rules shall be applicable only to section 8 companies not having share capital.
Uttarakhand Companies having share capital other than section 8)	10	500	500	NIL	These rules shall also apply to companies not having share capital (other than section 8) and to Section 8 companies having share capital
Uttarakhand Section 8 companies)	Nil	Nil	Nil	NIL	These rules shall be applicable only to section 8 companies not having share capital.

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
West Bengal (companies having share capital other than section 8)	10	60	300	NIL	These rules shall also apply to companies not having share capital other than section 8
West Bengal (Section 8 companies)	10	NIL	NIL	NIL	
Karnataka (companies having share capital other than section 8)	20	1000	500 on every ₹10 lakhs of authorised capital or part thereof	500 on every ₹10 lakhs of amount of increase in authorised capital or part thereof, subject to a minimum of 500.	
Karnataka (companies not having share capital other than section 8)	20	1000	500	NIL	
Karnataka(Section 8 companies)	20	NIL	NIL	NIL	

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Gujarat (companies having share capital other than section 8)	20	100	0.5% of authorized capital subject to maximum of 5 lakhs	Stamp duty shall be- 0.5% of amount of increased authorised capital subject to maximum of ₹ 5 lakhs of stamp duty  <b>Less</b> 0.5% of amount of existing authorised capital subject to maximum of ₹ 5 lakhs of stamp duty	
Gujarat (companies not having share capital other than section 8)	20	100	1000	NIL	
Gujarat (section 8 companies)	20	NIL	NIL	NIL	
Dadra and Nagar Haveli (companies having share capital other than section 8)	1	15	25	NIL	These rules shall also apply to companies not having share capital other than section 8.
Dadra and Nagar Haveli (section 8 companies)	1	NIL	NIL	NIL	

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Goa (companies having share capital other than section 8)	50	150	₹1000/- for every ₹5 lakhs or part thereof authorized capital.	₹ 1000/- for every ₹ 5 lakhs of amount of increase in authorised capital or part thereof.	
Goa (companies not having share capital other than section 8)	50	150	1000	NIL	
Goa (section 8 companies)	50	NIL	NIL	NIL	
Daman and Diu (companies having share capital other than section 8)	20	150	₹ 1000/- for every ₹ 5 lakhs or part thereof authorized capital.	₹ 1000/- for every ₹ 5 lakhs of amount of increase in authorised capital or part thereof	
Daman and Diu (companies not having share capital other than section 8)	20	150	1000	NIL	
Daman and Diu (section 8 companies)	20	NIL	NIL	NIL	

Name of state/union territory	Amount in Rupees				
	INC-2/ INC-7/ INC-29	MoA	AoA	SH-7	Remarks
Andaman and Nicobar (companies having share capital other than section 8)	20	200	300	NIL	
Andaman and Nicobar (companies not having share capital other than section 8)	20	200	300	NIL	
Andaman and Nicobar (section 8 companies)	20	NIL	NIL	NIL	

### **Stamp duty rules for FC-1**

₹100 for Delhi and ₹ 50 for all other states/UTs.

### **Disclaimer**

All initiatives have been taken to make the database in respect of stamp duty as authentic as possible. However, users are requested to refer the relevant Stamp Act/ Rules of the concerned State/ Union Territory Government for the authentic version. Along with the above, Ministry of Corporate Affairs or its service provider shall not be responsible for any loss to any person caused by any shortcoming, discrepancy or inaccuracy in the information regarding such database. Any discrepancy found in this regard may be brought to the notice of office of respective Registrar or MCA immediately.