

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

Government of India
Ministry of Corporate Affairs

NOTIFICATION

New Delhi, 31st May, 2016

G.S.R. .—In exercise of the powers conferred by sub-sections (1) and (2) of section 469 read with section 366 of the Companies Act, 2013 (18 of 2013), Central Government hereby makes the following rules further to amend the Companies (Authorised to Registered) Rules, 2014, namely:—

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

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

2. In the Companies (Authorised to Registered) Rules, 2014 (herein after referred to as the principal rules),-

(a) in rule 1, for sub-rule (1), the following sub-rule shall be substituted, namely:-

“(1) Companies (Authorised to Register) Rules, 2014.”

(b) in rule 2, in sub-rule (1), after clause (f), the following clause shall be inserted, namely :-

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

3. In rule 3 of the principal rules, in sub-rule(2),-

(i) clause (a),-

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

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

(C) for sub-clause (v) the following sub-clause shall be substituted namely:-

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

(D) after sub-clause (viii), the following sub-clauses shall be inserted;

"(ix) an undertaking that the proposed directors shall comply with the requirements of Indian Stamp Act, 1899 (2 of 1899) as applicable;

(x) a statement of assets and liabilities of the Limited Liability Partnership or the firm, as the case may be, duly certified by a chartered accountant in practice made as on a date not earlier than thirty days of the filing of form no.URC-1;

(xi) a copy of latest income tax return of the Limited Liability Partnership or firm as the case may be."

(ii) in clause (b),-

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

(B) for sub-clause (v), the following sub-clause shall be substituted, namely:-

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

(C) after sub-clause (viii), the following sub-clauses shall be inserted;

"(ix) an undertaking that the proposed directors shall comply with the requirements of Indian Stamp Act, 1899 (2 of 1899);

(x) a statement of assets and liabilities of the Limited Liability Partnership or the firm, as the case may be, duly certified by a chartered accountant in practice which is made as on a date not earlier than thirty days of the filing of form no.URC-1;

(xi) a copy of latest income tax return of the Limited Liability Partnership or firm as the case may be."

4. (i). in rule 3 of the principal rules, for sub-rule (3), the following sub-rule shall be substituted, namely;-

"(3) An undertaking, from all the members or partners providing that in the event of registration as a company under Part I of Chapter XXI of the Act, necessary documents or papers shall be submitted to the registering or other authority with which the company was earlier registered, for its dissolution as a firm"

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

5. in rule 4 of the principal rules, in sub-rule (1), for the words "in a newspaper and in English and in the principal vernacular language of the district in which Limited Liability Partnership is in existence and circulated in that district" the words "in a newspaper in English and in ay vernacular language, circulating in the district in which Limited Liability Partnership or the firm as the case may be is situate shall be substituted".

6. in rule 5 of the principal rules,-

(A) for clause (i) the following clause shall be substituted;

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

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

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

7. for Form No.URC-1, the following FormNo.URC-1 shall be substituted, namely:-

FORM NO. URC-1

[Pursuant to rule 3(2) of the Companies
(Authorised to Register) Rules, 2014 read
with section 366 of The Companies Act,
2013



Application by a company for registration
under section 366 (conversion from firm
into company, and LLP into company)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1. (a) *SRN of Form INC-1

Pre-fill

(b) Registration number (if any)

2. (a) *Type of entity

(b) *Name of the entity

(c) *Number of members in the entity

as on the date of application

(d) Name of the proposed company

3. (a) Category of the proposed company

(b) *Whether liability of the members of the company is limited by any Act of Parliament

other than Companies Act

☐

Yes

☐

No

4. (a) *Date of instrument constituting the entity

(DD/MM/YYYY)

(b) *Description of the instrument

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

Equity

Preference

(b) Amount paid on each share

Equity

Preference

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

(b) Particulars of guarantee taken up by each member

7. *Date of general meeting passing the resolution assenting to registration

(DD/MM/YYYY)

with limited liability

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

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

10. *Whether any suit or legal proceedings taken by, or pending against the entity, or any

public officer or member thereof

☐

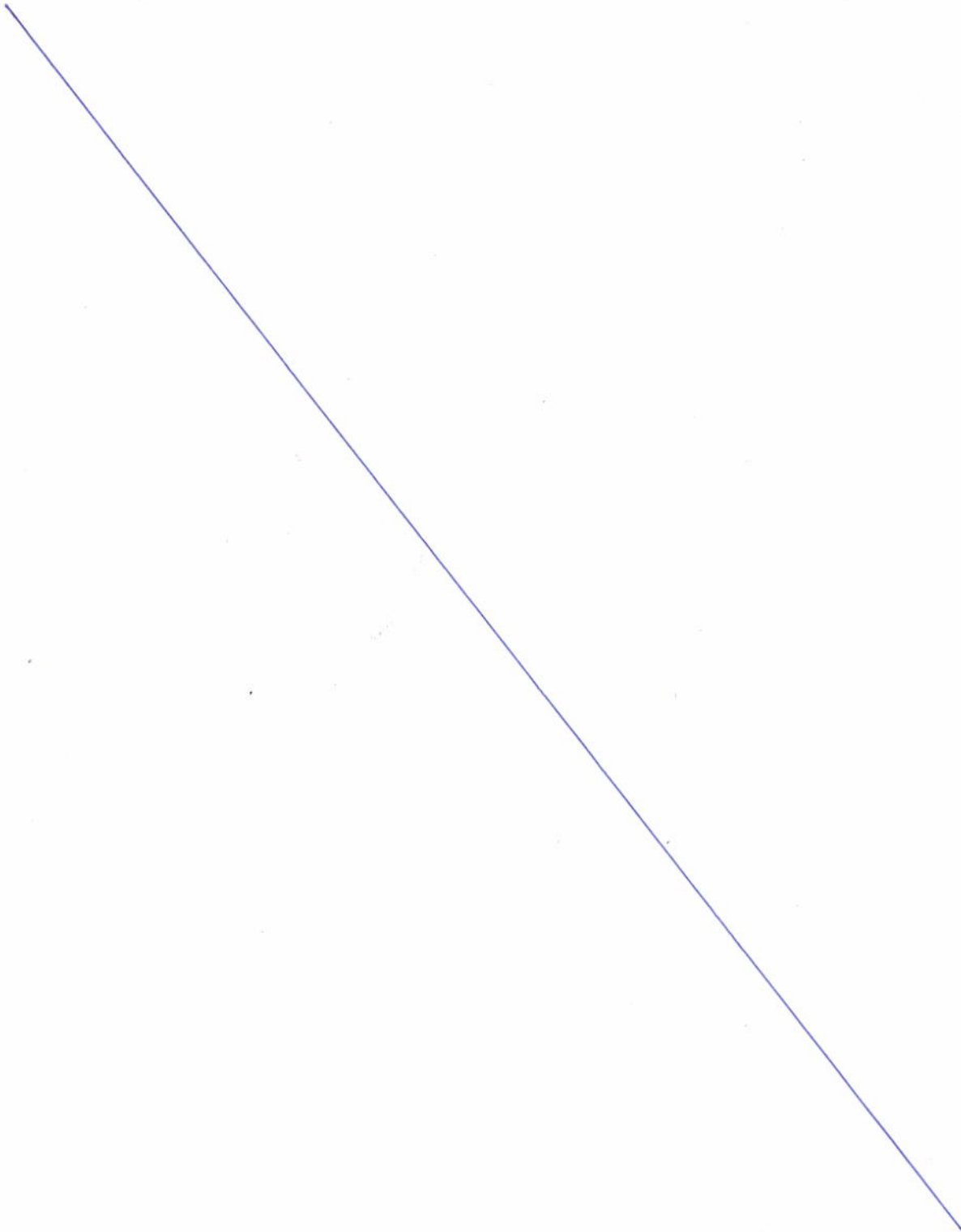
Yes

☐

No

If Yes, give brief details

11. (i) *Whether entity has any secured debt outstanding as on the date of application ☐ Yes ☐ No
- (ii) *Mention the total outstanding amount



Attachments

1. *Particulars of members/partners along with the details of shares held by them;
2. *Declaration of two or more directors verifying the particulars of all members/partners;
3. *Affidavit from all the members/partners for dissolution of the entity;
4. *Copy of the instrument constituting or regulating the entity;
5. *Copy of certificate of registration of the entity; if any;
6. *Copy of Newspaper advertisement;
7. *Certificate from a CA/CS/CWA certifying the compliance with all the provisions of Stamp Act, to the extent applicable;
8. Consent of majority of members;
9. Consent of at least three-fourth of members agreeing for registration under this part;
10. No objection certificate from the concerned Registrar of Firms or Registrar of Companies(LLP);
11. No objection certificate/Consent given by secured creditors;
12. Statement of accounts of the company, prepared not later than 30 days preceding the date of application duly certified by auditor; if applicable
13. Copy of the resolution declaring the amount of guarantee;
14. *Undertaking for compliance with requirements of Indian Stamp Act, 1899
15. *a copy of latest Income Tax Return of the firm
16. Optional attachment(s) (if any)

Attach

Attach

Attach

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List of attachments

Remove Attachment

Declaration

I * , a person

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

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

*To be digitally signed by

*Designation

DSC BOX

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

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder relevant to this form and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter

I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

DSC BOX

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

* Whether associate or fellow ☐ Associate ☐ Fellow

* Membership number

* Certificate of practice number

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

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby registered

Confirm submission

Date of signing

(DD/MM/YYYY)

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

A handwritten signature in blue ink, appearing to read 'Amardeep Singh Bhatia', with a date '31/03/14' written below it.

AMARDEEP SINGH BHATIA, Jt. Secy.

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