

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

Ministry of Corporate Affairs
Notification

New Delhi, dated 05.07.2018

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

1. Short title and commencement.- (1) These rules may be called the Companies (Authorised to Register) Second Amendment Rules, 2018.

(2) They shall come into force **with effect from 15th August 2018**.

2. In the Companies (Authorised to Register) Rules, 2014 (hereinafter referred to as the said rules), in rule 2, in sub-rule (1), after clause (g), the following clauses shall be inserted, namely:-

“(h) “society” means a society registered under the Societies Registration Act, 1860 (21 of 1860) and includes a society registered under or deemed to be registered under any other law for the time being in force;

(i) “trust” means an irrevocable public charitable or religious trust registered under any law for the time being in force and represented by its trustees, in whom the trust property is vested, as members;

(j) “Registrar of Firms” means the Registrar appointed under section 57 of the Indian Partnership Act, 1932 (9 of 1932);

(k) “Registrar of Trusts” includes a Charity Commissioner, an Inspector-General of Registration or such other authority having the duty of registering trusts in a State.”.

3. In the said rules, for rule 3, the following rule shall be substituted, namely:-

“3 (1) For the purposes of sub-section (2) of section 366 of the Act, the provision of Chapter II of the Act relating to incorporation of company and matters incidental thereto shall be applicable *mutatis mutandis* for such registration:

Provided that there shall be two or more members for the purposes of registration of a company under this sub-rule:

Provided further that a company with less than seven members shall register as a private company.

(i) a list showing the names, addresses, and occupations of all persons named therein as partners with details of shares held by them respectively, showing separately shares allotted for consideration in cash and for consideration other than cash along-with the source of consideration and distinguishing, in cases where the shares are numbered, each share by its number, who on a day, not being more than six clear days before the day of seeking registration, were partners of the Limited Liability Partnership or firm as the case may be;

(ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith Director Identification Number (DIN), passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;

(iii) in case of a firm, deed of partnership, bye-laws or other instrument constituting or regulating the firm 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 the Registrar of Firms, in case the firm is registered;

(iv) written consent or No Objection Certificate from all the secured creditors of the applicant;

(v) written consent, from the majority of members whether present in person or by proxy at a general meeting, agreeing for such registration;

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

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

(b) In case of an application by a Limited Liability Partnership or firm for registration as a company limited by guarantee or as an unlimited company-

(i) a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were partners of the Limited Liability Partnership or firm, as the case may be with proof of membership;

(ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;

(iii) in case of a firm, deed of partnership, bye laws or other instrument constituting or regulating the company 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 the Registrar of Firms, in case the firm is registered;

(iv) in the case of a company intended to be registered as a company limited by guarantee, a copy of the resolution declaring the amount of guarantee;

(v) written consent or No Objection Certificate from all the secured creditors of the applicant;

(vi) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration;

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

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

(c) In case of an application by a society for registration as a company limited by guarantee under section 8-

(i) a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were members of the society with proof of membership;

(ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firms or bodies corporate along with their consent to act as directors of the company;

(iii) a list containing the names and addresses of the members of the governing body of the society;

(iv) a certified copy of the certificate of registration of the society;

(v) written consent or No Objection Certificate from all the secured creditors of the applicant;

(vi) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration, and the resolution shall also provide for declaration of the amount of guarantee;

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

(viii) a copy of the latest income tax return of the society;

(ix) details of the objects of the company alongwith a declaration from all the members that the restrictions and prohibitions as mentioned in clause (b) and clause (c) of sub-section (1) of section 8 of the Act shall be complied.

(d) In case of an application by a trust for registration as a company limited by guarantee under section 8-

(i) a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were trustees of the trust with proof thereof;

(ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;

(iii) a certified copy of the certificate of registration of the trust and the trust deed;

(iv) written consent or No Objection Certificate from all the secured creditors of the applicant;

(v) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration, and the resolution shall also provide for declaration of the amount of guarantee;

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

(vii) a copy of the latest income tax return of the trust;

(viii) details of the objects of the company alongwith a declaration from all the members that the restrictions and prohibitions as mentioned in clause (b) and clause (c) of sub-section (1) of section 8 of the Act shall be complied.

(3) Where an application is made by a society or trust for registration as a company limited by guarantee and it has been proved to the satisfaction of the Registrar that the proposed company has its objects in accordance with clause (a) of sub-section (1) of section 8 of the Act and it intends to comply with the restrictions and prohibitions as mentioned respectively in clause (b) and clause (c) of that sub-section, the Registrar shall issue a license in Form No. INC. 16 to allow such society or trust to be registered as a limited company without the addition to its name of the word "Limited", or as the case may be, the words "Private Limited" and thereupon issue a certificate of incorporation in terms of sub-rule (4) of rule 4 on an application submitted under Chapter II of the Act for incorporation of a company:

Provided further that a society which has not filed the annual or other returns, statutorily required to be filed with the Registrar of Societies, shall not be eligible to apply for registration under section 366 of the Act.

(4) An undertaking from all the members or partners or trustees 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:

Provided that no such undertaking shall be required to be submitted in case the application for registration under Part I of Chapter XXI of the Act has been made by a Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008 (6 of 2009).

(5) The list of members and directors and any other particulars relating to the company which are required to be delivered to the Registrar shall be duly verified by the declaration of any two or more proposed directors.”.

4. (i) In the said rules, in rule 4,-

(a) in sub-rule (1), for the words “Limited Liability Partnership or the firm as the case may be is situate” the words “Limited Liability Partnership, firm, society or trust, as the case may be, is situated” shall be substituted;

(b) in sub-rule (2), after the words, brackets and letters “Registrar (LLP)”, the words “Registrar of Firms, Registrar of Societies or Registrar of Trust, as the case may be”, shall be inserted.

5. In the said rules, in rule 5,

(a) for clause (i), the following clause shall be substituted, namely:-

“(i) where a firm, society or trust has obtained a certificate of registration under section 367 of the Act, an intimation to this effect shall be given within fifteen days of such registration to the concerned Registrar of Firms, Registrar of Societies or Registrar of Trusts, as the case may be, under which it was originally registered, along with documents for its dissolution as a firm, society or trust as the case may be;

(b) in clause (iii), after the words “Registrar of Firms”, at both the places, where they occur, the words, “Registrar of Societies or Registrar of Trusts, as the case may be” shall be inserted;

(c) in clause (v), for the words “Limited Liability Partnership or the firm”, the words “Limited Liability Partnership, firm, society or trust” shall be substituted;

(d) after clause (v), the following clauses shall be inserted, namely:-

“(vi) in case a society or trust intending to register as a company under section 366 of the Act is registered under section 12A of the Income Tax Act, 1961 (43 of 1961) for claiming exemption on its income, an intimation in this regard shall be sent to the Income- tax authorities and proof of its service shall be attached with Form No. URC. 1;.

(vii) upon registration of a society or trust as a company under the Act, no application for conversion into a company of any other kind, except conversion from a private company to a public company or vice-versa, shall be made till the expiry of a period of ten years from the date of incorporation under the Act.

(viii) no application for registration as a company under the Act shall be made by a trust during the pendency of any proceedings under section 92 of the Code of Civil Procedure (5 of 1908).”.

6. In the said rules, for Form No.URC-1 and URC-2, the following forms shall be substituted, namely:-

FORM NO. URC-1

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



Application by a company for registration
under section 366

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1. (a) SRN of **RUN**

Pre-fill

(b) * Type of company

2. (a) *Type of existing entity

(b) LLPIN// Registration Number

Pre-fill

(c) * Name of the existing entity

(d) * Address of the existing entity

(e) *Email Id of the existing entity

(f) * Number of members in the existing entity as on the date of application

(e) 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 existing 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;

List of attachments

Attach

Attach

Attach

Attach

Attach

Attach

Attach

9. Consent of at least three-fourth of members agreeing for registration under this part;
10. No objection certificate from the concerned Registrar of Firms or Registrar of Companies(LLP);
11. No objection certificate/Consent given by secured creditors;
12. Statement of accounts of the existing entity, prepared not later than 15 days preceding the date of application duly certified by auditor; if applicable
13. Copy of the resolution declaring the amount of guarantee;
14. *Undertaking by the proposed directors for compliance with requirements of Indian Stamp Act, 1899.

Attach

Remove Attachment

Attach

Attach

Attach

Attach

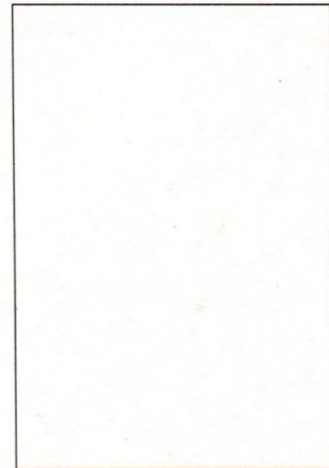
15. *A copy of latest Income Tax Return of the firm

Attach

16. Declaration from all the members regarding compliance as per section 8(1)(b) and section 8(1)(c) of the Act and detailed objects of the company.

Attach

17. Optional attachment(s) (if any)



Declaration

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

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

*To be digitally signed by

* Designation

DSC BOX

* DIN/ DPIN or PAN of the director

Certificate by practicing professional

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

I further certify that:

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

*To be digitally signed by

DSC BOX

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

* Whether associate or fellow

☐ Associate ☐ Fellow

* Membership number

* Certificate of practice number

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

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby registered

Confirm submission

Date of signing

(DD/MM/YYYY)

"FORM NO. URC-2

**Advertisement giving notice about registration under Part I of Chapter XXI of the Act
[Pursuant to section 374(b) of the Companies Act, 2013 and rule 4(1) of the Companies
(Authorised to Register) Rules, 2014]**

1. Notice is hereby given that in pursuance of sub-section (2) of section 366 of the Companies Act, 2013, an application is proposed to be made after fifteen days hereof but before the expiry of thirty days hereinafter to the Registrar at that a partnership firm /LLP/Co-operative Society/Society/Trust/a business entity(delete whichever is not applicable) may be registered under Part I of Chapter XXI of the Companies Act 2013, as a company limited by shares, or as a company limited by guarantee or as an unlimited company (delete whichever is not applicable).
2. The Principal objects of the company are as follows:-
.....
.....
.....
3. A copy of the draft memorandum and articles of association of the proposed company may be inspected at the office at] [give the address here].
4. Notice is hereby given that any person objecting to this application may communicate their objection in writing to the Registrar at Central Registration Centre (CRC), Indian Institute of Corporate Affairs (IICA), Plot No. 6,7, 8, Sector 5, IMT Manesar, District Gurgaon (Haryana), Pin Code-122050, within twenty one days from the date of publication of this notice, with a copy to the company at its registered office.

Dated this day of 20.....

Name(s) of Applicant

1.....

2.....".

[File No. 01/04/2016 CL V]


(K V R Murty)

Joint Secretary to the Government of India

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 and subsequently amended vide the following notifications:-

Serial Number	Notification Number	Notification Date
1.	G.S.R.563 (E)	31 st May, 2016
2.	G.S.R 173 (E)	16 th February, 2018