

[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, the _____ 2014

G.S.R.- In exercise of the powers conferred by sub section (1) of section 164, sub section (1) of section 466, section 367, and section 374 read with sub-section (1) and sub-section (2) of section 469 of the Companies Act, 2013 (18 of 2013) and in supersession of Companies (Central Government's) General Rules and Forms, 1956 prescribed under the Companies Act, 1956 (1 of 1956) in so far as they relate to the matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely: -

1. Short title and commencement

- (1) These rules may be called the Companies (Authorised to Registered) Rules, 2014.
- (2) They shall come into force on 1st day of April, 2014.

2. Definitions (1) In these rules, unless the context otherwise requires,-

- (a) "Act" means the Companies Act, 2013 (18 of 2013);
- (b) "Schedule" means the schedule annexed to these Rules;
- (c) 'fees' means the fees as specified in the Companies (Registration Offices and Fees) Rules, 2014;
- (d) "Form" or "e-form" means the form in the schedule to these rules which shall be used for the matter to which it relates;

- (e) 'Regional Director' means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director;
- (f) "Registrar(LLP)" means the Registrar dealing with the matters relations to Limited Liability Partnership.

(2) Words and expressions used in these rules but not defined and defined in the Act or in Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act and said rules.

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

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

(2) A company after obtaining availability of name in terms of the provisions of section 4 of the Act, shall attach the required documents and information to the Registrar along with **Form No. URC. 1** in the following manner, namely:-

(a) For registration as a company limited by shares:

(i) A list showing the names, addresses, and occupations of all persons named therein as members 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;

(ii) a list showing the particulars of persons proposed as the first directors of the company, their names, including surnames or family names, the 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) an affidavit from each of the persons proposed as the first directors, that he is not disqualified to be a director under sub section (1) of section 164 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;

(iv) a list containing the names and addresses of the Partners of the Limited Liability Partnership;

(v) a copy of the Act of Parliament or other Indian law, deed of partnership, bye laws or other instrument constituting or regulating the company and duly verified in the manner provided in sub-rule(4)

(vi) a statement specifying the following particulars:—

- (i) the nominal share capital of the company and the number of shares into which it is divided;
- (ii) the number of shares taken and the amount paid on each share;
- (iii) the name of the company, with the addition of the word "Limited" or "Private Limited" as the case may require, as the last word or words thereof;

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

(viii) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for registration under this part.

(b) 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 members of the company with proof of membership;

- (ii) a list showing the particulars of persons proposed as the first directors of the company, their names, including surnames or family names, the 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) an affidavit from each of the first directors, that he is not disqualified to be a director under sub section (1) of section 164 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;
- (iv) a list containing the names and addresses of the Partners of the Limited Liability Partnership;
- (v) a copy of the Act of Parliament or other Indian law, bye-laws or other instrument constituting or regulating the company duly verified in the manner provided in rule (4);
- (vi) in the case of a company intended to be registered as a company limited by guarantee, a copy of the resolution declaring the amount guarantee.

(vii) Written consent or No Objection Certificate from all the secured creditors of the applicant.

(viii) Written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for registration under this part.

(3) An affidavit, duly notarised, 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 Limited Liability Partnership.

(4) 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 , or two or more designated partners of the Limited Liability Partnership

4. Obligation of companies seeking registration to make

publication.- (1) For the purpose of clause (b) of section 374 of the Act, every 'company' seeking registration under the provision of Part I of Chapter XXI shall publish an advertisement about registration under the said Part, seeking objections, if any within twenty one clear days from the date of publication of notice and the said advertisement shall be in **Form No. URC. 2**, which shall be published in a newspaper and in English and the in the principal vernacular language of the district in which Limited Liability Partnership is in existence and circulated in that district.

(2) A copy of the notice, as published and the copy of the notice served on Registrar (LLP) along with proof of service, shall be attached with **Form No. URC. 1**.

(3) The Registrar shall, after considering the application and the objections, if any, received by him within thirty days from the date of publication of advertisement, and after ensuring that the company has addressed the objections, suitably decide whether the registration should or should not be granted.

(4) If the Registrar is satisfied on the basis of documents and information filed by the applicants, decides that the applicant should be registered, he shall issue a certificate of incorporation in **Form No. INC.11**.

5. Other obligations of companies seeking registration.- For the purpose of clause (d) of section 374 of the Act,-

(i) where a Limited Liability Partnership 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 (LLP) under which it was originally registered, along with necessary documents or papers for its dissolution as Limited Liability Partnership;


(ii) statement of accounts, prepared not later than fifteen days preceding the date of seeking registration and certified by the Auditor together with the Audited Financial Statements of the previous year, wherever applicable shall be attached with **Form No. URC. 1**

Provided that if the assets of the existing company during the immediately preceding three years are revalued for the purpose of vesting of its assets with the company to be incorporated under this Act, the surplus arising out of such revaluation shall not be deemed to have been credited to the capital account or current account of partners.

(iv) notice shall be given to the concerned Registrar (LLP) under which it was originally registered and shall require that objections, if any to be made by such concerned Registrar of Companies (LLP) to the Registrar, shall be made within a period of twenty-one days from the date of such notice, failing which it shall be presumed that they have no objection and the notice shall disclose the purpose and substance of matters in relation to objections.

(iv) in case of the registration of Limited Liability Partnership into a company under these rules, a declaration by the said Limited Liability Partnership that it has filed all documents which are required to be filed under the Liability Partnership Act with the Registrar (LLP) and the declaration shall be attached with **Form No. URC. 1;**

(v) a statement of proceedings, if any, by or against the Limited Liability Partnership which are pending in any court or any other Authority shall be attached with **Form No. URC. 1**

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| <p>FORM NO. URC-1 <i>[Pursuant to rule 21.1 of The Companies Rules, 2013 read with section 366 of The Companies Act, 2013]</i></p> |  सत्यमेव जयते | <p>Application by a company for registration under section 366</p> |
| <p>Form language <input type="radio"/> English <input type="radio"/> Hindi Refer the instruction kit for filing the form.</p> | | |
| <p>1. (a) *SRN of Form 2.1 <input type="text"/> Pre-fill</p> <p>(b) Registration number (if any) <input type="text"/></p> | | |
| <p>2. (a) *Type of entity <input type="text"/> Specify 'others' <input type="text"/></p> <p>(b) *Name of the entity <input type="text"/></p> <p>(c) *Number of members in the entity <input type="text"/> as on the date of application</p> <p>(d) Name of the proposed company <input type="text"/></p> | | |

3. (a) Category of the proposed company
(b) *Whether liability of the members of the company is limited by any Act of Parliament other than Companies Act Yes No

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

5. (a) Number of shares taken up to date
Equity
Preference
(b) Amount paid on each share
Equity
Preference

6. (a) Date of passing resolution for declaring the amount of guarantee
(b) Particulars of guarantee taken up by each member

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

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

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

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

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

Attachments

List of attachments

1. *Particulars of members/partners along with the details of shares held

Attach

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

Remove

Declaration

I , a person named in the articles as a (Drop down – values: director/company secretary/manager) 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

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

For office use only:

eForm Service request number (SRN)

eForm filing date

(DD/MM/Y

Digital signature of the authorising officer

This e-Form is hereby registered

Date of signing

(DD/MM/YYYY)

Form No. URC-2

Advertisement giving notice about registration under Part I
of Chapter XXI

*[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 has been made to the Registrar at that ----- a partnership firm/LLP/Co-operative Society/Society/a business entity(delete what 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:

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.....
.....

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 (address) , 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. 01/35/2013 CL-V

(Renuka Kumar)
Joint Secretary to the Govt of India