

**DRAFT FORMS I.R.O. DRAFT RULES FOR CHAPTER XVIII OF THE
COMPANIES ACT, 2013**

Form No. 18.1

**Notice by Registrar for removal of name from the Register of
companies**

[Pursuant to sub section (1) of Section 248 read with Rule 18.1]

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar Of Companies, (State)

(Address of ROC)

Letter No.-----

Dated:-----

Reference:

In the matter of M/s ----- In the matter of
Companies Act, 2013

To,

.....

.....

(1) Pursuant to sub section (1) of Section 248 of the Companies Act, 2013, notice is hereby given that I am of the view that:

- ☐ the company has failed to commence its business within one year of its incorporation; or
- ☐ the subscribers to the memorandum have not paid the subscription which they had undertaken to pay within a period of one hundred and eighty days from the date of incorporation of the company and a declaration under sub-section (1) of section 11 to this effect has not been filed within one hundred and eighty days of its incorporation; or

- ☐ the company is not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.

(tick whichever is applicable)

- (2) On the basis of aforesaid ground(s), I intend to remove the name of Company from the Register of Companies and request you to send your representation along with copies of the relevant documents, if any, within thirty days from the date of receipt of this notice.
- (3) If no response is received from the company or the directors, the directors of the company shall be liable for appropriate action under the Act.
- (4) Unless a cause to the contrary is shown by the company within the time period above mentioned, the name of the above mentioned company shall be liable to be removed from the Register of companies.

Registrar of Companies/
Deputy Registrar of Companies

Mailing address as per record available in Registrar of Companies Office

Copy to all directors :

Form No. 18.2

**Application by company to ROC for removing its name from
Register of Companies**

[Pursuant to Section 248 (2) and rule 18.2(1)]

1. (a) CIN:

(b) GLN:

2. (a) Name of the company:

(b) Registered office address:

(c) E-mail Id:

3. (a) Whether the company is listed or not:

☐ Yes

☐ No

(b) If yes, then

(i) name of the stock exchanges on which the securities of the
company are listed:

(ii) Whether approval of that stock exchange(s) has been obtained

4. (a) Whether the company is regulated under a special Act:

☐ Yes

☐ No

(b) If yes,

(i) Name of the regulatory body:

(ii) Date of obtaining the approval of regulatory body: (attach a
copy of the approval letter)

5. Date of incorporation of the company:

6. Whether company belongs to any of the following category:

- Collective Investment Management Company

- Plantation Company
- Venture capital Company
- Network Marketing Company

7. If the company is registered with SEBI, give registration No.

8. If company is a Non-Banking Finance Company, give registration No. with Reserve Bank of India

9. (a) Date of passing Board resolution for filing this application:

(b) Date of passing special resolution for removal of name or whether consent of seventy-five percent members in terms of paid-up share capital has been obtained:

(c) SRN No. of Form 7.14 (for filing of special resolution)

10. Brief description of main objects of the company as per Memorandum of Association (MOA):

11. (a) Number of Directors:

(b) Particulars in respect of each director of the company:

(i) Director identification number (DIN):

(ii) Name:

(iii) Designation:

(iv) Category:

(v) Date of appointment:

(c) Whether indemnity bond is filed by each director (either individually or collectively):

☐ Yes

☐ No

(d) If Not,

(i) Name of the director not giving indemnity bond:

(ii) Reason thereof:

13. (a) Whether there are litigation(s) pending against or involving the company or any of its directors Yes No

(b) Details in respect of each pending litigation:

(i) Act under which litigation is pending:

(ii) Name of the authority before which it is pending:

(iii) Case number:

(iv) Whether the offence is compoundable or not:

If compoundable, whether application has been filed with appropriate authority:

If yes, Number and date of filing of application of compounding:

(v) Status of the litigation / compounding application on the date of application:

14. Whether all the liabilities have been extinguished by the company:

☐ Yes

☐ No

15. Ground(s) for making the application:

- ☐ The company has failed to commence its business within one year of its incorporation;
- ☐ The subscribers to the memorandum have not paid the subscription which they had undertaken to pay within a period of one hundred and eighty days from the date of incorporation of the company and the declaration under sub-section (1) of section 11 to this effect has not been filed within one hundred and eighty days of its incorporation;
- ☐ The company is not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.

16. I,, director of the company hereby make this application for removing the name of the company from the Register of Companies under section 248 of the Act and declare that:

- (i) I have been authorized by the Board of Directors' resolution No.....dated to sign and submit this application for removal of name of the company from the Register of Companies;
- (ii) The application has been in accordance with the conditions mentioned under sub-section (1) and (2) of section 248;
- (iii) There is no inspection or investigation ordered and carried out or yet to be carried out or being carried out against the company and where inspection or investigation have been carried out, there is no reply pending on such inspection or investigation, or no prosecution is pending in any court arising out of such inspection or investigation;
- (iv) The company is neither having any public deposits which are either outstanding nor the company is in default in its repayment or interest thereon;
- (v) The company does not have any liability, secured or unsecured, payable to any bank, public financial institutions or any other financial institution ;
- (vi) The company does not have any dues towards income tax, VAT, excise duty, service tax or any other tax or duty, by whatever name called, payable to the Central or any State Government, statutory authority or local authority.
- (vii) All the other liabilities of the company have been settled or discharged or extinguished;
- (viii) All the requirements of the Act and rules made there under relating to removing the name of the company from the

Register of Companies and matters incidental or supplemental thereto have been complied with;

- (ix) To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete;

17. I shall be liable under section 448 of the Companies Act, 2013 and under relevant provisions of the Indian Penal Code, 1860 and any other law as applicable if the contents or any statement made in this application (including attachments) are found to be false or misleading or if any material fact or statement have been omitted to be made in this application.

Name & Signature:

Date:

Place:

Certificate by Chartered Accountant in practice

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 for the subject matter of this form and matters incidental thereto 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;

- a. 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;
- b. All the required attachments have been completely and legibly attached to this form;
- c. It is understood that I shall be liable for action under Section 448 of the Companies Act, 2013 for wrong certification, if any found at any stage.

Signature

Chartered Accountant in practice whether Associate or Fellow
Membership No. and also CP No.

Attachments:

1. A statement of accounts showing the assets and liabilities of the Company made up to a day, not more than seven days before the date of application and certified by a Chartered Accountant;
2. Copy of Board resolution authorizing the filing of this application;
3. Copy of special resolution passed or copies of consent obtained under sub-section (2) of section 248, as applicable;
4. Copy of order of the concerned regulatory authority, if any, approving the filing of this application;
5. Indemnity bonds (to be given individually or collectively by the director(s)) in Form No. 18.3;
6. Copy of application made for compounding of offence, if any;
7. Copy of proof of filing upto date financial statements and annual returns and other relevant eforms.
8. Copy of relevant order for delisting from the concerned Stock Exchange
9. Affidavit in Form No. 18.5
10. Other attachments as per Rule 18.2(2)
11. Optional attachment(s), if any.

Note : Attention is also drawn to provision of section 448 which provide for punishment for false statement and certification.

Form No. 18.3

Indemnity Bond

(To be drawn on Stamp Paper of appropriate value)
(to be given individually or collectively by every Director)

[Pursuant to rule 18.2(2)(i)]

To,

The Registrar of Companies,

1. I/We, the Director(s) of (mention name of the Company), incorporated on.....under the Companies Act, 2013 having its registered office at..... do hereby declare that:
2. I/WeS/o D/o Shri/Smt.....am/are Director(s) of this Company.
3. That I/We have made an affidavit dated the..... duly sworn before First Class Judicial Magistrate or Executive Magistrate or Oath Commissioner or notary, affirming that the Company Private/Limited have nil assets and liabilities as on date.
4. Further, the Company has been inoperative from the date of its incorporation./The Company commenced business/operations/commercial activity after incorporation but has been inoperative for the pastyear(s) (strike out whichever is not applicable). Thus the Company is defunct and I request the Registrar of Companies,..... to strike off the name of the Company from the Register of Companies under Section 560 of the Companies Act, 2013.
5. I/We do hereby undertake and indemnify in writing:
 - a. To pay and settle all lawful claims arising in future after the striking off the name of the Company.

- b. To indemnify any person for any losses that may arise pursuant to striking off the name of the Company.
- c. To settle all lawful claims and liabilities which have not come to our notice up to this state, even after the name of the Company has been struck off in terms of Section 560 of the Companies Act, 2013.

Place:

Date:

(Name, Father's name, Address & Signature)

(To be given by every Director)

WITNESSES:

1. Signature:

Name:

Father's name:

Address:

Occupation:

2. Signature:

Name:

Father's name:

Address:

Occupation:

FORM No. 18.4

PUBLIC NOTICE

[Pursuant to sub section (1) or (2) of section 248 and rule 18.3]

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar Of Companies

(Address of RoC)

Public Notice No.-----

Dated:-----

Reference:

In the matter of M/s ----- under section
248 (1) or (2) of the Companies Act, 2013

(1) Notice is hereby given that:

- a notice has been issued under section 248(1) of the Companies Act, 2013 for removal of its name from the Register of Companies on the ground mentioned hereunder to the following companies;

or

- Applications have been made under section 248(2) of the Companies Act, 2013 to the Registrar of Companies(State) for removal of name from the Register of Companies by the following companies:

(If consolidated notice is issued, the grounds mentioned above will vary from company to company, causing difficulty in drafting the public notice; hence deleted)

- (2) On being satisfied that sufficient grounds exist for removal of name of the company from the register of companies, notice is hereby given in pursuance to section 248 of the Companies Act, 2013 that unless cause is shown to the contrary, the name of the above named companies, will be removed from the Register of Companies and the said Company(ies) will be dissolved at the expiration of three months from the date of the notice.
- (3) Any person objecting to the proposed removal of name of the company(ies) from the register of companies may send his objection to the office of the Registrar of Companies, (address of ROC)(State) within thirty days from the date of this notice.

Sd / -

Registrar of Companies/
Deputy Registrar of Companies

FORM No. 18.5

AFFIDAVIT

(to be given individually by every Director)

[Pursuant to sub section (2) of section 248 and rule 18.2(iii)]

1. I/..... Director of..... (hereinafter called “the Company”), incorporated on under the Companies Act, 2013 having its registered office at..... and having CIN No..... do solemnly affirm and state as under:
2. I/..... S/o D/o Shri/Smt..... Holder of DIN/Income Tax PAN/Passport number (copy of Income Tax PAN/Passport duly attested by a Gazetted Officer or a whole time practicing professional (Chartered Accountant/Company Secretary/Cost Accountant) or a Company Secretary in full time employment of the Company is enclosed) am Director of the Company stated above since..... (mention date of appointment).
3. My present residential address is..... (copy of documentary evidence duly attested by a Gazetted Officer or a whole time practicing professional (Chartered Accountant/Company Secretary/Cost Accountant) or a Company Secretary in full time employment of the Company is enclosed. Alternatively, an affidavit sworn before Magistrate may be enclosed).
4. My permanent address is..... (copy of documentary evidence duly attested by a Gazetted Officer or a whole time practicing professional (Chartered Accountant/Company Secretary/Cost Accountant) or a Company Secretary in full time

employment of the Company is enclosed. Alternatively, an affidavit sworn before Magistrate may be enclosed).

5. The Company does not maintain any bank account as on date.
6. I affirm that the Company (mention name of the Company) do not have any assets and liabilities as on date.
7. The Company has been inoperative from the date of its incorporation/The Company commenced business/operations/commercial activity after incorporation but has been inoperative for the past..... year(s) due to following reasons..... (give the reasons here).
8. As on date, the Company does not have any dues towards Income Tax/Sales Tax/Central Excise/Banks and Financial Institutions; and other Central or State Government Departments/Authorities or any Local Authorities.
9. Strike out whichever is not applicable:-
 - (i) There is no litigation pending against or involving the Company
 - (ii) There are litigations pending against the Company, details of which are mentioned under serial number 9 of form FTE.
10. Materials as required under Rule 18.2(2)(iii)(a) to (g).
11. In case of any loss (Equity shares) to any person or any valid claim and liability arising from any person after the striking off the name of the Company(mention name) from the Registrar of Companies, I, the Director of the Company, undertake to indemnify any person for such losses, valid claim and liability

and the indemnity bond to this effect is being submitted separately with the application form.

I solemnly state that the contents of this affidavit are true to the best of my knowledge and belief and that it conceals nothing and that no part of it is false.

Signature: _____
(Deponent)

Verification:-

I verify that the contents of this affidavit are true to the best of my knowledge and belief.

Place: _____ Signature _____
(Deponent)

Date:

Note : Attention is also drawn to provisions of section 449 which provide for punishment for false evidence.
