

Formation of Company under Companies Act, 2013**Application for Reservation of Name.-**

An application for the reservation of a name shall be made in **Form No. INC.1** along with the fee as provided in the **Companies (Registration offices and fees) Rules, 2014**.

Rule 10. Where the articles contain the provisions for entrenchment, the company shall give notice to the Registrar of such provisions in **Form No.INC.2 (for an One Person Company)** 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. 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.

Rule 12. 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:

Rule 13. 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.

Rule 14. 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.**

Rule 15. 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. 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 specimen signature and latest photograph duly verified by the banker or notary shall be in the prescribed **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 along with the name of the body corporate
- (b) the registered office address or principal place of business;
- (c) E-mail Id;
- (d) 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;

- (e) 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;
- (f) 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;
- (g) in case of foreign bodies corporate, the details relating to-
 - (i) the copy of certificate of incorporation of the foreign body corporate; and the registered office address.

Rule 17. 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. Certificate of incorporation.- On filling the incorporation documents , as mentioned in opening para's The Certificate of Incorporation shall be issued by the Registrar in **Form No.INC.11.**