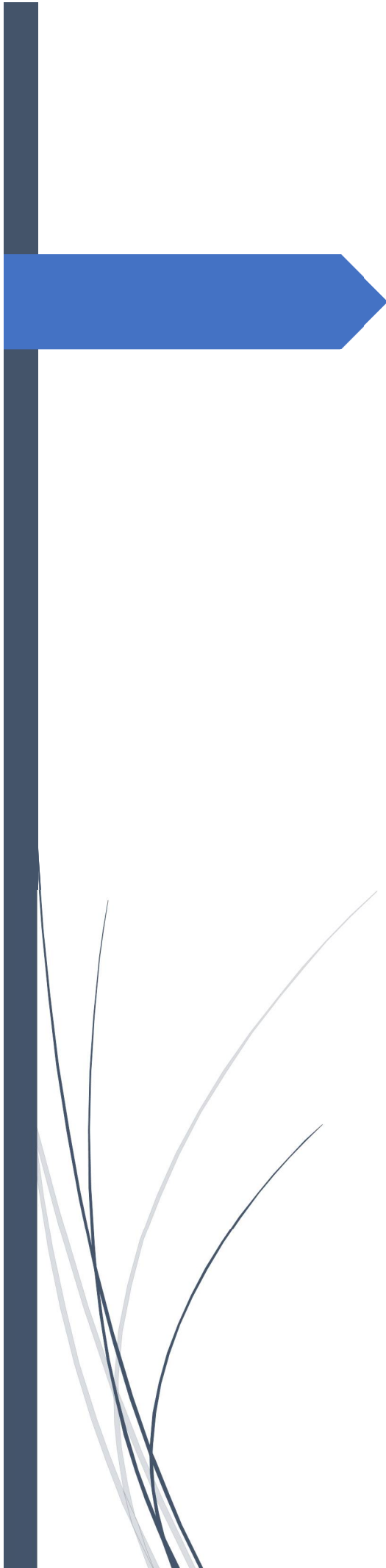




Quick Reference on Incorporation of Section 8 Companies

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Simplification of process for Incorporation of Section 8 Companies:

A **“limited company”** registered under Companies Act, 2013 or under any previous company law may convert itself into a company licensed under Section 8 of the Companies Act, 2013.

1. The company shall make an application in Form INC – 12 along with the fee as provided to the Registrar for a license under sub-section (5) of section 8. ***But with the introduction of Companies (Incorporation) Sixth Amendment Rules, 2019 dated 7th June, 2019 requirement of prior filing of INC-12 for new section-8 companies has been dispensed with.***
2. ***Henceforth, Section 8 Companies can be incorporated by either reserving names through Run and filing SPICe thereafter or by directly filing SPICe. Licence No. for a section 8 company shall henceforth be allotted at the time of incorporation itself.***
3. In view of the above, all pending INC-12 SRNs for new Companies pending at respective RoCs were marked as ‘Rejected’ on 15th August 2019. ***Such applicants may thereafter directly file SPICe for obtaining License Number and for incorporation of Section 8 Companies.***
4. According to Section 8 of the Act, the applicant has to prove to the satisfaction of the concerned RoC that association is: -
 - a. already in existence as a limited company;
 - b. promoting social welfare activities
 - c. that it prohibits the distribution of any dividend to its members.
5. The following documents are also required to be attached while filling of SPICe:
 - a. The MoA and AoA of the company in e-form SPICe MoA and SPICe AoA;
 - b. The declaration as given in Form INC – 14 by an Advocate, a Chartered accountant, Cost Accountant or Company Secretary in Practice;
 - c. For each of the two financial years immediately preceding the date of the application, or when the company has functioned only for one financial year, for such year
 - i. the financial statements,
 - ii. the Board’s reports, and
 - iii. the audit reports, relating to existing companies



- iv. A statement showing in detail the assets (with the values thereof), and the liabilities of the company, as on the date of the application or within thirty days preceding that date;
 - v. An estimate of the future annual income and expenditure of the company for next three years, specifying the sources of the income and the objects of the expenditure;
 - vi. The certified copy of the resolutions passed in general/ board meetings approving registration of the company under section 8; and
 - vii. A declaration by each of the persons making the application in Form INC – 15.
 - viii. List of proposed promoters.
 - ix. List of proposed directors.
 - x. List of key managerial personnel.
6. The company shall, within a week from the date of making the application to the Registrar, publish a notice, and a copy of the notice, as published, shall be sent forthwith to the Registrar in Form INC – 26
7. It shall be published –
- a. At least once in a vernacular newspaper in which the registered office of the proposed company is to be situated or is situated,
 - b. At least once in English newspaper circulating in that district; and
8. The Registrar may require the applicant to furnish the approval or concurrence of any appropriate authority, regulatory body, department or Ministry of the Central Government or the State Government(s).
9. The Registrar shall, after considering the above compliances may, in its discretion, decide whether the license should or should not be granted.
10. The licence shall be in Form INC – 16 or Form INC – 17, as the case may be, and the Registrar shall have power to include in the licence such other conditions as may be deemed necessary by him.
11. The Registrar can also direct the company to insert in its memorandum, or in its articles, or partly in one and partly in the other, such conditions of the license as may be specified by the Registrar in this behalf.
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Contact Information

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