

E-FILING ISSUES UNDER MCA FOR COMPANIES AND LLPS


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Organized by
J. B.NAGAR CPE STUDY CIRCLE
WIRC-ICAI

A Presentation by
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DISCLAIMER

Views contains in the Presentation are the personal views of presenter and should not be construed as Professional Advice. To Avoid any doubts, Participants are requested to Cross Check all prevailing facts/ laws & Notifications from the Regulators.



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The **ILLITERATE** of the 21st CENTURY are **not** those who do not know how to Read or write..... but those who refuse..... to Learn, Unlearn and Relearn.

-Arthur Koestler

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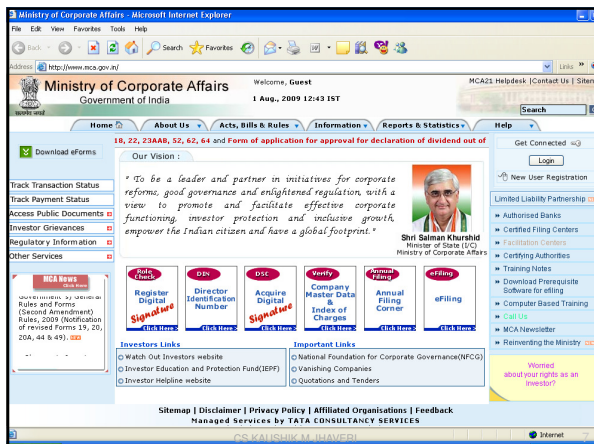
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The screenshot shows the official website of the Ministry of Corporate Affairs, Government of India. It features a navigation bar with links for Home, About Us, Acts, Bills & Rules, Information, Reports & Statistics, and Help. A central banner displays the vision of the ministry: "To be a leader and partner in initiatives for corporate reform, good governance and enlightened regulation with a view to promote and facilitate effective corporate functioning and investor protection." Below this, there are several service buttons for e-filing, including Register Digital Signature, Director Identification Number, Acquire Digital Signature, Verify Company Master Data & Index of Charges, and Annual Filing Center. The page also includes sections for Investors Links and Important Links.



Abstract of Defaulter Companies List currently displayed by MCA Portal

CIN	Company Name
U70100MH2006PLC161675	AAKRUTI NIRMITI LIMITED
U70100MH1996PTC104774	BIRLA PROPERTIES PRIVATE LIMITED
U55101AP2007PTC056340	FINE TEA PLANTATION RESORT PRIVATE LIMITED

Sample of Defaulter Directors List currently displayed by MCA Portal

Signatory ID	Name	CIN	Company Name	Defaulting Year
00001233	Mr. ABC	U74999MH2004 PTC123456	AAA Enterprises Pvt. Ltd.	2006 -07, 2009 - 10
00011111	MR. PQR	U51909MH2006 GAP654321	ABC Private Limited	2007- 08, 2009 - 10

Pre – requisites Hardware and Software for e-filing

- Windows 2000 / Windows XP/ Windows Vista/ Windows 7
- Web Browser-Internet Explorer v6.0 and above
- Internet access
- Adobe Reader V 9.4 (Software is freely available on MCA Portal for day to day use)- (For filling up Eforms)
- WinZip 8.0 - (For opening the downloaded Eforms)
- Java Runtime Environment (JRE)- (For uploading the Eforms on MCA website.)
- Printer (for printing paid copy of challan)
- Digital Signature
- Scanner (for scanning of documents to be filed as attachments to e Form (Scanning to be done in 200 dpi to avoid MB problem)

CORPORATE IDENTITY NUMBER [CIN]

Components of CIN:

- U** – Unlisted Company e.g.- **U 63090 MH 1997 PLC 108197**
or
L – Listed Company e.g- **L 17110 MH 1973 PLC 019786**
- 5 Digit Code Number** – As per the activity of the Company.
- Name of State** in which Company is registered in Two letters
e. g MH for Maharashtra , WB for West Bengal etc.

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CORPORATE IDENTITY NUMBER [CIN]

(Conti...)

- Year of Incorporation.**
e.g. a.) U45203WB2007PTC112537
b.) U15174GJ1996PTC029369
- Status of the Company**
i.e Private/Public/ Section 25 Company/Foreign
Subsidiary Company e.g PTC/PLC etc.
- Six Digit Company Registration Number.**
E.g U15174GJ1996PTC029369

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CIN OF DIFFERENT TYPES OF COMPANIES.

SR. NO.	TYPE OF COMPANY [Sample]	CIN
1.	Private Company Red Chillies Entertainments Private Limited	U92130MH2002PTC135790
2.	Unlisted Public Company IDFC Asset Management Company Limited	U65993MH1999PLC123191
3.	Listed Public Company Hindustan Unilever Limited	L15140MH1933PLC002030
4.	Section 25 Company Bombay Incorporated Law Society of India	U99999MH1895NPL000121

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CIN OF DIFFERENT TYPES OF COMPANIES (Cont...)

SR. NO.	TYPE OF COMPANY	CIN
5.	Subsidiary of Foreign Company incorporated in India. Emhart Technologies India Private Limited	U72900MH2008FTC186575
6.	Part IX Company Expanded Polymer Systems Private Limited	U24134MH2007PTC175657
7.	FCRN of Foreign Company having branch in India Richards Hogg Lindlay (India) Limited (Company Incorporated in Hong Kong)	F00888

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Company Master Data

Company Master data is statement providing basic and key information relating to each company Registered with Registrar of Companies of respective states across India. It includes following details:

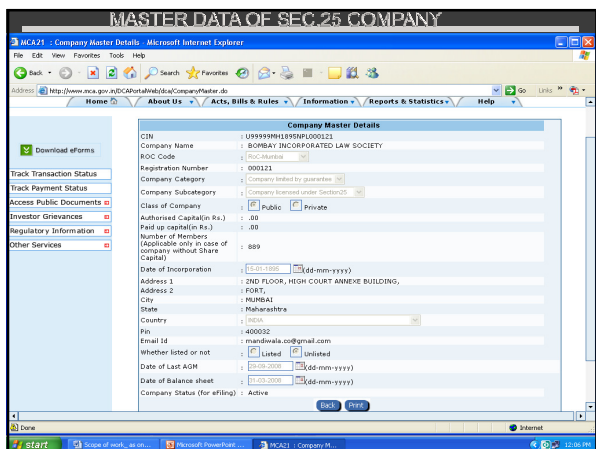
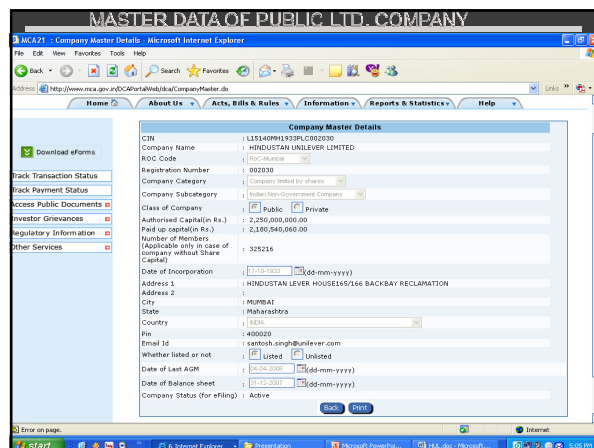
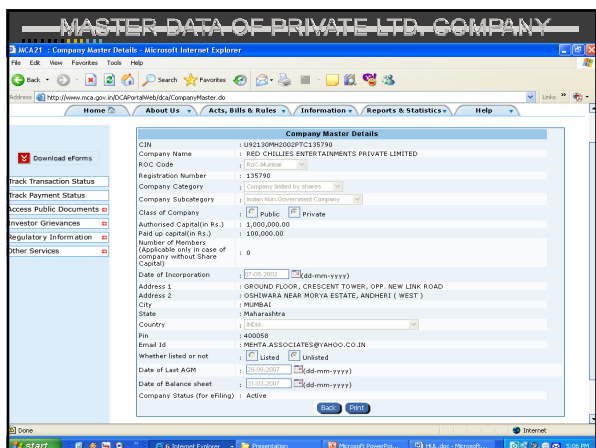
- CIN
- ROC Code – (State in which company is Registered)
- Registration Number
- Company Category : (For e.g. Company Limited by Guarantee/ Company Limited Shares)
- Company Subcategory : (For e.g. Indian Non – Government Company/ Company Licensed under Section 25/ Subsidiary of Foreign Company)

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Company Master Data (Cont...)

- Class of Company : (Whether Private/ Public)
- Authorized & Paid up Capital
- Number of Members (Applicable to Section 25 Company)
- Date of Incorporation
- Registered Office Address
- Email ID of the company
- Whether Listed (At Stock Exchange) or not
- Date of Last AGM
- Date of Balance Sheet last filed
- Status of the Company- Active, inactive, merged etc.

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DIRECTOR'S IDENTIFICATION NUMBER (Revised Process w.e.f 27.3.2011)

- ❑ Every Individual either Indian or NRI intending to be appointed as director of an Indian company or the existing Directorship is required to make an application for allotment of DIN
- ❑ DIN is mandatory pre-requisite for filing of every E-forms under Companies Act.
- ❑ With effect from 27th March, 2011, only online application of DIN is being accepted.

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REQUIREMENTS FOR OBTAINING DIRECTOR'S IDENTIFICATION NUMBER (DIN)

I. Requirement of obtaining DIN of Indian /Foreign Directors

Scanned copies of the following documents duly attested by Practising Company Secretary or Chartered Accountant should be attached.

- A. IDENTITY PROOF (Any one)**
 - ❑ PAN Card (Mandatory for Indian Directors), Driving License, Passport (Mandatory for Foreign Director), Voter Id Card
- B. RESIDENCE PROOF (Any one)**
 - ❑ Driving License, Passport, Voter Id Card, Telephone Bill, Ration Card, Electricity Bill, Bank Statement
- C. One Passport Size Photograph (Scanned in JPG format)**
- D. Valid and active email ID of the Director.**
- E. Mobile Number of Applicant.**
- F. Whether Resident in India or not**

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REQUIREMENTS FOR OBTAINING DIRECTOR'S IDENTIFICATION NUMBER (DIN)

Note:

In Case of Indian Director, Identity Proof provided should contain the Father's Name in it else any other proof which contains Father's name should be provided separately as under.

- ❑ Birth Certificate
- ❑ Marriage Certificate
- ❑ Any other proof which contains Father's Name

❑ In case of Foreign Director, Fathers name proof is not required.

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Revised Procedure for Obtaining On- line DIN

- E-Form DIN-1 has to be filed with all filled up information with duly attested Identity and Residence proof as mentioned in earlier slides.

Physical documents are discontinued for submission at DIN Cell, New Delhi.

- The eForm DIN - 1 shall have to be digitally signed and shall be uploaded on MCA21 portal.

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ATTESTATION OF DIN DOCUMENTS/ SUPPORTINGS

Sr. No.	Digital Signature on DIN Form	Attestation of supporting documents
1.	If eForm is digitally signed by a Company Secretary (CS) or Chartered Accountant (CA) or Cost Accountant (CWA) (in whole time practice)	SUPPORTING documents shall either be self attested by the Indian applicant or duly attested by the Practising Professional (CS/CA/CWA) signing the form

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ATTESTATION OF DIN DOCUMENTS/ SUPPORTINGS (Conti....)

Sr. No.	Digital Signature on DIN Form	Attestation of documents
2.	If eForm is digitally signed by any other signatory (i.e. other than a CS/CA/ CWA (in whole time practice)	The supporting documents attached shall be attested by either Public Notary or a Gazette Officer of a Government or a Practising professional (CS/ CA/ CWA) or a Company Secretary in full time employment of the company. The attesting authority must indicate the following while attesting the documents:- (i) Signatures; (ii) Name in full in Capitals; (iii) Registration No.; and (iv) Seal/ Stamp.

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ATTESTATION OF DIN DOCUMENTS/ SUPPORTINGS (CONT....)

Sr. No.	Digital Signature on DIN Form	Attestation of documents
3.	In case, the director is residing outside India (Either Foreign National/ NRI)	The attached supporting documents should be attested by the Consulate of the Indian Embassy, Foreign public notary or Company secretary in full time employment / CEO / Managing director of the Indian company in which he / she proposed to be a director.

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Digital Signature on DIN Form

Digital Signature on DIN Form

By Company Secretary / Chartered Accountant / Cost Accountant (In whole time Practice)

Secretary in whole time Employment of existing Company in which the applicant is proposed to be a director

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Revised Procedure for Obtaining On- line DIN (Conti....)

- Upon uploading of Form DIN 1, Pay the Statutory fees of Rs. 100/-

Only electronic payment of the fees shall be acceptable. (i.e. Net banking/Credit Card). (w.e.f 27/03/2011)

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Additional requirement in DIN 1

New Amendment & Introduction - Copy of the verification by applicant in Form DIN - 1

The format of verification is provided in the Annexure – 1 to DIN Form

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VERIFICATION OF THE APPLICANT IN CASE OF FORM DIN – 1 AS PER ANNEXURE 1 OF THE DIN RULES

I, _____ (name of applicant) Son/ Daughter* of _____ (applicant's father's name), born on _____ (date of birth), resident of _____ (present residential address of the applicant) hereby confirm and verify that the particulars given in the Form DIN – 1 are true and correct and also are in agreement with the documents being attached to the Form DIN - 1.

I further confirm that:

(i) The photograph and documents being attached to the Form DIN – 1 belong to me. I further confirm that all required documents have been duly attested by me or duly attested by either Public Notary or a Gazetted officer of a Government and are attached to the Form DIN-1 and

(ii) I am not restrained /disqualified/ removed of, for being appointed as director of a company under the provisions of Companies Act, 1956 including Sections 203, 274, 284 and 388 (E) of the said Act or for being appointed as a designated partner of a Limited Liability Partnership under the provisions of the Limited Liability Partnership Act, 2008 including section 5 of the said Act and.

(iii) I have not been declared as proclaimed offender by an Economic Offence Court or Judicial Magistrate Court or High Court or any other Court and

(iv) I have not been already allotted a Director Identification Number (DIN) under Section 266B of the Companies Act, 1956 or a Designated Partner Identification Number (DPIN) under section 7 of the Limited Liability Partnership Act, 2008.

(v) Mr./Ms _____ CA/ CS/ CWA in practice has been authorized to digitally sign DIN application on my behalf.

*Note: Strike out whichever is not applicable.

Signature:
CS KAUSHIK M JHAVERI (name) 32

STATUS OF APPROVAL OF DIN IN DIFFERENT CASES

Upon upload and successful payment,

In case Form DIN 1 is signed by a practising professional and details have not been identified as potential duplicate, **Approved DIN** shall be generated and if the details have been identified as potential duplicate, Provisional DIN shall be generated.

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APPROVAL OF DIN (Cont...)

In case Form DIN 1 is signed by Secretary (who is member of ICSI), in whole-time employment, of existing company in which applicant is proposed to be Director or details have been identified as a potential duplicate, **provisional DIN shall be generated.**

In this case, the MCA DIN cell will examine the e-Form DIN 1 and same shall be disposed of **within one or two days.**

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Requirement of DIN Form Indian Director V/S Foreign Director

Sr. No.	Indian Director	Foreign Director
1.	Pan Card is mandatory as proof.	Passport is mandatory in case of Foreign Director
2.	Proof of Father's name is mandatory to be provided.	Proof of Fathers name is not mandatory.
3.	Proof's can be self attested, notarized or can be attested by Practicing CA or CS	Proofs has to be notarized in Home country in case of prospective Foreign directors or it can be attested by Managing Director /CEO/ CS in Employment, if any for existing Directors

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INTIMATION OF CHANGE IN PARTICULARS OF DIRECTOR TO BE GIVEN TO THE MINISTRY OF CORPORATE AFFAIRS (DIN – 4)

Purpose :
For making following correction / Change in approved DIN

- a. Director Name/ Designated Partner Name.
- b. Father's Name.
- c. Nationality
- d. Date of Birth
- e. Gender
- f. Income – Tax PAN
- g. Voters Identity Card Number
- h. Passport Number
- i. Driving License Number
- j. Email ID/ Mobile
- k. Permanent residential address
- l. Present residential address.
- m. Photograph
- n. Residential Status
- o. Verification as per Annexure 1 of DIN rules.
- p. Verification as per Annexure 2 of DIN rules

2. Select the type of change(s). Based on the type of change, appropriate field(s) shall be enabled.

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POINTS TO BE NOTED IN DIN 4

1. No filing fees
2. No requirement for physical submission of DIN documents at DIN Cell, NOIDA
3. It shall be mandatory to enter following in all cases:
 - i. email ID and
 - ii. mobile number
4. Copy of Verification by the director to be attached as mentioned in Annexure – 2
5. Intimation of PAN in Existing DIN –
(Vide MCA Circular No. 4/2012 dated: 9th March, 2012)

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Verification of director/ designated partner in case of Form DIN-4 as per Annexure- 2 of the DIN rules

I, the undersigned (director/ designated partner, Son/Daughter* of (director/ designated partner's father's name), born on..... of (present residential address of the director/ designated partner) hereby confirm and verify that the particulars in the Form DIN-4 are true and correct and also are in agreement with the document being attached to the Form DIN-4.

(i) I have not applied for change of:-

- a) Director/ Designated Partner Name (along with proof and in case of change of name a copy of Notification published in the Gazette)
- b) Father's Name (along with proof)
- c) Nationality (along with proof)
- d) Date of Birth (along with proof and in case of change in date of birth, copy of Notification published in the Gazette)
- e) Gender (along with proof)
- f) Income – Tax Permanent Account Number (along with proof)
- g) Voters Identity Card Number (along with proof)
- h) Passport Number (along with proof)
- i) Driving License Number (along with proof)
- j) Email ID/ Mobile (along with declaration)
- k) Permanent residential address (along with proof)
- l) Present residential address (along with proof)
- m) Photograph of director/ designated partner
- n) Residential status
- o) Verification as per Annexure-1 of DIN rules
- p) Verification as per Annexure-2 of DIN rules

I further confirm that

- (i) The photograph and document attached to the Form DIN-4 belongs to me. I further confirm that all required documents have been duly attested by me or duly attested by either Public Notary or a Gazetted Officer of a Government and are attached to the Form DIN-4 and
- (ii) I am not restrained/ disqualified/ removed of, for being appointed as director of a company under the provisions of Companies Act, 1956 including Section 203, 274, 284 and 388 (E) of the said Act or for being appointed as a designated partner of a limited liability partnership under the provisions of the Limited Liability Partnership Act, 2008 including section 5 of the said Act and
- (iii) I have not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court and
- (iv) I have no any other allotted Director Identification Number (DIN) other than DIN in which changes are intimated under Section 266 B of the Companies Act, 1956 or a Designated Partner Identification Number (DPIN) under section 7 of the Limited Liability Partnership Act, 2008.
- (v) Mr/ Ms CA/ CS/ CWA in practice has been authorised to digitally sign DIN application on my behalf.

*Note: Strike out whichever is not applicable.

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Signature: _____

SUMMARY OF DIN FORMS

Sr. No	DIN Form	Matter	Time Limit of Filing	Filing Fees
1	DIN 1	Application for Allotment of DIN	It has to be applied before being appointed as Director.	Rs. 100/- for each Application
2	DIN 2	Intimation of allotment of DIN to the Company by the Director	Within One Month of receipt of intimation from Central Government	Not Applicable
3	DIN 3	Intimation of DIN by the Company to the Registrar	Within one week of receipt of intimation from Directors	Based on Authorized Share Capital
** DIN 2 and DIN 3 is applicable only if date of appointment is before 01.09.2007				
4	DIN 4	Intimation of Change in particulars of Director to be given to the Central Government	Within 30 days of date of change in particulars.	Not applicable

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Various E-Forms on Important Events

Sr. No.	Matter	u/s	Forms
1.	Application form for availability or Change of Name	Section 20 and 21	Form 1A
2.	Return of Allotments	Section 75	Form 2
3.	Notice of consolidation, division, etc. or increase in share capital or increase in number of members	Section 95, 97 or 94A (2) or 81 (4)	Form 5
4.	Change of Name	Section 21	Form 23 & Form 1B

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Various E-Forms on Important Events

5.	Notice of situation or change of situation of registered office	Section 146 , 17(1) & 17A	Form 18
6.	Particulars of appointment of managing director, directors, manager and secretary and the changes among them	Section 303 (2), 264 (2) or 266 (1) (a) and 266 (1) (b) (iii)	Form 32
7.	Particulars towards the Creation/ Modification of Charges	Section 125, 127, 130, 132 and 135	Form 8
8.	Particulars for satisfaction of charges	Section 138	Form 17
9.	Registration of resolution(s) and agreement(s)	Section 192	Form 23
10.	Information by Auditor to Registrar	Section 224 (1A)	Form 23B

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APPLICATION FOR AVAILABILITY OR CHANGE OF NAME

Applicable Form :
Form 1A

Filing Fees : **Rs. 1000/- (Earlier Rs. 500/-)**

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Name Availability Guidelines, 2011 Major Highlights

(vide MCA Circular No. 48/2011 dated 22.7.2011)

- Came into effect from 24th July, 2011
- The Application fee for 1A shall be Rs. 1000/-
- When Form 1A will be certified by Practising Company Secretary, Chartered Accountant, Cost Accountant the Form shall be processed and examined electronically under MCA 21 system and Name will be approved immediately online.

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Name Availability Guidelines, 2011 Major Highlights

- Where e-form 1A has not been certified by the professional, the proposed name will be processed at the back end office of ROC and availability or non availability of name will be communicated to the applicant.
- The name, if made available to the applicant, shall be reserved for sixty days from the date of approval. If, the proposed company has not been incorporated within such period, the name shall be lapsed and will be available for other applicants.

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CASE STUDIES FOR NAME APPLICATION (ABSTRACT OF FORM 1A) THROUGH INDIAN PROMOTERS

Sr. No	PARTICULARS	CASE - I	CASE - II	CASE - III
1.	Applicant Name and Address	Ranbir Kapoor	Paresh Rawal	Tata India Limited
2.	Proposed Name	1. Barfee Limited 2. RP Barfee Limited	1. OMG Private Limited 2. OMG India Private Limited	Tata Infocom Overseas Limited
3.	Main Objects	Providing trading, import, export and other services relating to import export	Hire Purchase, finance and Investments	Telecom, Internet, mobile and providing other services of Information Technology and communication Media etc
4.	Authorised Capital	Rs. 1,00,000/-	Rs.1,00,000/-	Rs. 5,00,000/-
5.	List of Promoters	1) Ranbir Kapoor 2) Priyanka Chopra	1) Paresh Rawal 2) Sonakshi Sinha	1) Tata India Limited 2) Mr. Ratan Tata
6.	List of Directors	1) Ranbir Kapoor 2) Priyanka Chopra	1) Paresh Rawal 2) Akshay Kumar	1) Mr. Ratan Tata 2) Mr. Navroz Tata
7.	Enclosure	?	?	?
8.	Signed By	1) Priyanka Chopra	Akshay Kumar	Ratan Tata

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CASE STUDIES FOR NAME APPLICATION BY FOREIGN PROMOTERS ABSTRACT OF FORM 1A

Sr. No	PARTICULARS	CASE-IV (Foreign Individual as Promoters)	CASE -V (Foreign Body Corporate as Promoters)
1.	Applicant Name and Address	MR. BILL GATES	1234 DOT COM INC.
2.	Proposed Name	EXPANDED DOT COM BPO SERVICES INTERNATIONAL LTD.	1234 DOT COM BPO SERVICES OVERSEAS PVT. LTD.
3.	Main Objects	To collect data, information, providing services of call centers to U.S. Clients from India.	To collect data, information, providing services of call centers to U.S. Clients from India.
4.	Authorised Capital	Rs. 1,00,000/-	Rs. 5,00,000/-
5.	List of Promoters / Directors	1) Mr. Bill Gates 2) Ms. Diana Bill Gates	1) 1234 DOT COM INC. through Mr. A. B. THOMSON 2) Mr. A. B. THOMSON, as nominee of 1234 DOT COM INC.
6.	Enclosures	?	?
7.	Signed By	?	?

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POSSIBILITY OF REJECTION DUE TO KEY WORDS / REQUIRED ENCLOSURES

- Absence of proper prefix eg. Tour and Travel Pvt. Ltd.
- Absence of Proper Justification of name proposed eg. "Riviera" – A very famous place in France
- Enclosures to Form 1A are incomplete
- Where Suffix contains name of group companies, NOC and Board resolution of the existing company is not enclosed with Form 1A
- The proposed name is not allowed, if it identical with or too nearly resembles the name of a firm within the knowledge of the Registrar

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FORM 1A

(pursuant to sections 20 and 21 of the Companies Act, 1956)

Application form for availability or change of name

Form Language: English Hindi

Note: All fields marked in * are to be mandatorily filled.

* Application for Incorporating a new company Changing the name of an existing company

Part A: Availability of name

2. Details of applicant

(a) Director identification number (DIN) or Income tax department account number (PAN) or passport number: [AANPJ3344F]

(b) Name: KAUSHIK M JHAVERI

(c) Occupation: PRACTISING COMPANY SECRETARY

(d) Address: Line I: DOY. KAPADIA CHAMBERS, 596, JES ROAD, Line II: MARINE LINES (EAST)

(e) City: MUMBAI

(f) State: Maharashtra-MH

(g) Pin code: 400002

(h) ISO country code: IN

(i) Country: INDIA

(j) e-mail ID: [kajm@indico@gmail.com]

(k) Phone: _____ (l) Fax: _____

3.(a) Type of company: New Company(others) Section 25 company Part IX company Producer/Part(XA)company

(b) State whether the proposed company is public or private: Public Private

(c) State the category of proposed company: Company limited by shares Company limited by guarantee

(d) State the sub-category of proposed company: Indian Non Government Company Other

4. * Whether the proposed company is: Having share capital Not having share capital

5. * Name of the state in which the proposed company is to be registered: [Maharashtra-MH]

6. * Name of office of the Registrar of Companies in which the proposed company is to be registered: _____

7. Details of promoters (proposed first subscribers to Memorandum of association (MoA))

* Enter the number of promoters (proposed first subscribers to MoA): [3]

1. * Category: Individual Body Corporate

DIN or Income tax PAN or passport number or corporate identity number (CIN) or foreign company registration number (FCRN) or any other registration number: [AANPJ3344F]

Name: KAUSHIK M JHAVERI

2. * Category: Individual Body Corporate

DIN or Income tax PAN or passport number or corporate identity number (CIN) or foreign company registration number (FCRN) or any other registration number: [AANPJ3344F]

Name: KAUSHIK M JHAVERI

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iii. Category Individual

*DIN or Income-tax PAN or passport number or corporate identity number (CIN) or foreign company registration number (FCRN) or any other registration number

AJPPD4026P Pre-fill

*Name
CAJINA DOSHI

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Whether the applicant is being certified by a practicing professional Yes No

10. Whether the proposed name(s) is/are based on a registered trade mark or is the subject matter of an application pending for registration under the trade marks Act

(a) Yes No Yes

(b) If yes, furnish particulars of trade mark or application

Part B: In case of change of name

17. (a) Name of the company

(b) Date of incorporation (DD/MM/YYYY) of company

18. (a) Name of the company

(b) Address of the registered office of the company

(c) E-mail ID of the company

(d) Present authorised capital (in Rs.)

(e) Present authorised capital (in words)

(f) Maximum number of members

19. (a) Whether the change in name requires change in main objects of the company? Yes No

(b) If change in name in case of yes, also, mention proposed main objects of the company

Attachments

- Copy of board resolution of the existing company or foreign holding company as a proof of no objection
- Copy of approval from Central Government as a proof of no objection
- Statement of authorization to use trade mark, if the name of the company is based on trade mark or application for trade mark
- In case of change of name of an existing company, a copy of board resolution
- If change is due to a direction received from the Central Government, then a copy of such direction
- Optional attachments, if any

CS KAUSHIK M JHAVERI 54

14. (a) Proposed authorised capital (in Rs.) 100,00,000

(b) Proposed authorised capital (in words)
Rupees One Lacs only

15. *Particulars of proposed director(s) (specify information of two directors in case the proposed company is a private company or specify information of three directors in case the proposed company is a public company or specify information of five directors in case the proposed company is a producer company)

*DIN 02568628 Pre-fill

Name
KAUSHIK MADHUSUDAN JHAVERI

Father's Name
MADHUSUDAN VITHALDAS JHAVERI

Nationality IN Date of birth (DD/MM/YYYY) 15/09/1960

Income-tax PAN AANPJ3344F Passport number

Voter identity card number

Present residential address
A/23, INDRASUKH, CONVENT AVENUE,
4 BUNGLOWS, ANDHERI (WEST)
MUMBAI
Maharashtra
India 400053

16. Whether the proposed name(s) contains any word or expression which is likely to give the impression that the company is in any way connected with, or deriving the patronage of, the Central Government, State Government or any local authority or corporation or body

Yes No

17. (a) Name of the company

(b) Date of incorporation (DD/MM/YYYY) of company

18. (a) Name of the company

(b) Address of the registered office of the company

(c) E-mail ID of the company

(d) Present authorised capital (in Rs.)

(e) Present authorised capital (in words)

(f) Maximum number of members

19. (a) Whether the change in name requires change in main objects of the company? Yes No

(b) If change in name in case of yes, also, mention proposed main objects of the company

Attachments

- Copy of board resolution of the existing company or foreign holding company as a proof of no objection
- Copy of approval from Central Government as a proof of no objection
- Statement of authorization to use trade mark, if the name of the company is based on trade mark or application for trade mark
- In case of change of name of an existing company, a copy of board resolution
- If change is due to a direction received from the Central Government, then a copy of such direction
- Optional attachments, if any

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I am a promoter (proposed first subscriber to the MOA) and I am also authorised by the other proposed first subscribers to sign and submit this application

I have gone through the provisions of the Companies Act, 1956, the rules and regulations and provisions framed there under in respect of availability of name, understood the meaning thereof and the proposed name(s) shall conform thereto.

I have used the search facilities available on the portal of the Ministry of Corporate Affairs (MCA) for checking the resemblance of the proposed name(s) with the companies and Limited Liability Partnerships (LLPs) respectively already registered or the names already reserved.

The proposed name(s) is/are not in violation of the provisions of Emblem and Names (Protection of Insurer) Act, 1963 as amended from time to time.

The proposed name(s) is/are not offensive to any section of people, e.g., proposed name does not contain profanity or words or phrases that are derogatory, defamatory or disparaging to any group, nation, gender or religion.

The proposed name(s) is/are not such that its use by the company will constitute an offence under any law for the time being in force.

I have complied with all the mandated requirements of the respective regulatory, such as MCA 21, RBI, SEBI, MCA 21, applicable in case of proposed name includes words like "insurance", bank, trust, exchange, venture capital, AMC, Management, Fund, Mutual Fund, Finance, Investment, Loans, Hire purchase etc. or any combination thereof.

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete, and the proposed name does not infringe the registered trademark rights, of any entity or person or a trademark which is subject of an application for registration, of any other person under the Trade Marks Act, 1999.

I have been assisted by the Chartered Accountant/Chartered Accountant (CA) (DDMMYYYY)

I undertake to be fully responsible for the consequences, in case the name is subsequently found to be in contravention of the provisions of sections 20 and 21 of the Companies Act, 1956 and the prescribed guidelines.

To be digitally signed by
Application or managing director or director or manager or secretary of the company

Designation Pre-fill

DIN or Income-tax PAN or passport number of the applicant or DIN of the director or Managing Director or Income-tax PAN of the partner or Member's number, if applicable or Income-tax PAN of the secretary, proprietor or a partner who is not a member of ICL, may quote his/her Income tax PAN

Certificate by Practising professional

I hereby certify that I have verified the above particulars (including attachments) from the records maintained by the Chartered Accountant/Chartered Accountant (CA) (DDMMYYYY)

and I certify that to be true and correct. I further certify that

All required attachments have been completely attached in this form

I have used the search facilities available on the portal of Ministry of Corporate Affairs (MCA) for checking the resemblance of the proposed name(s) with the companies and LLPs respectively already registered or the name already approved

I am aware with MCA 21, applicable in case of proposed name includes words like "insurance", bank, trust, exchange, venture capital, AMC, Management, Fund, Mutual Fund, Finance, Investment, Loans, Hire purchase etc. or any combination thereof.

Chartered Accountant (in full-time practice) or Chartered Accountant (in part-time practice) or Company secretary (in full-time practice)

Whether associate or fellow Associate Fellow

Member's number or certificate of practice number

CS KAUSHIK M JHAVERI

ISSUES RELATING TO FORM 1A

- When the name of the company is rejected, the form 1A has to be re-submitted within 30 days of rejection, without filing fees. In such case SRN Number (Challan no.) of Form 1A filed earlier is required to be provided.
- Where the authorized share capital of company is mentioned in Form 1A is Rs. 5 Lakhs and subsequently after obtaining name approval letter but before filing of documents for incorporation, it is proposed to increase the Capital to Rs. 10 Lakhs, it can be done by filing a letter with Registrar of Companies at the time of filing documents for incorporation intimating such increase. Under no circumstances the Authorized Capital filed under Form 1A can be reduced.
- In case where there were 5 directors proposed to be appointed as mentioned in Form 1A and subsequently, before filing the documents for incorporation, one of the directors withdraws from directorship, then outgoing director is required to give no objection letter which can be filed with Registrar of Companies at the time of filing documents for incorporation.

CS KAUSHIK M JHAVERI 54

MESSAGE FROM REGIONAL DIRECTOR, WESTERN REGION

Dear Professionals,

Sub: NAMES THROUGH STP

As you are all aware, the facility to obtain names for registering a company through STP (Straight Through Process) by getting the Form 1A certified by professionals is available in the MCA-21 portal. However, in practice it is seen that majority of applications are still being sent to ROC offices for processing. As a result the work in ROC offices are getting accumulated. It is, therefore, necessary for the professionals to avail the STP route so that names are availed immediately and unnecessary clogging of work items in the MCA-21 portal is avoided. The professionals have to take the responsibility to ensure that the name guidelines are complied while certifying the Form 1A and that in case of inadvertent mistake, they withdraw the name availed and apply afresh with new names.

CS KAUSHIK M JHAVERI

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APPEAL FROM REGIONAL DIRECTOR, WESTERN REGION

The professionals have a fear that Ministry would proceed against them in case of wrong certification. Such a fear is misplaced. As long as the guidelines are followed while certifying Form 1A and in case of advertent mistake if the names obtained are withdrawn forthwith the chances of the action against the professionals are remote.

The intention of the Ministry is not to punish but to guide. The intention of the professional should accordingly relate to compliance and not violation of the guideline issued.

We hope to see more and more professionals adopting the STP route for getting the names approved for registering a company in future.

(S.M.AMEERUL MILLATH)
REGIONAL DIRECTOR.

CS KAUSHIK M JHAVERI

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Return of Allotment [Sec 75 (1)]

- Form required: Form 2
- Time Limit: Within 30 days of passing the resolution.

Details required to be filled in:

- ✓ Date of Allotment
- ✓ No. Of Shares Allotted.
- ✓ Amount per Share
- ✓ Amount of Premium, if any
- ✓ Amount of Discount, if any
- ✓ Revised Authorized and Paid up capital after such Allotment .

- ❖ List of Allottees in Prescribed Format of Table A & Table B should be attached to E-form 2

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Increase In Authorized Capital of the Company (Sec 16, 94 & 97)

1. If company propose to increase its authorised capital, memorandum of Association of the Company will have to be amended by passing resolution in General meeting and Form 5 has to be filed with ROC within 30 days of the Meeting.
2. The Increase in Authorised Capital will involve alteration of articles of association also if Authorised capital of the Company is mentioned in Articles in the Figure as below " Authorized Capital of The Company shall be Rs. 5,00,000/- only"
3. In this case Form 23 for alteration of articles also to be filed with ROC, within 30 days of the Meeting.
4. When capital clause of article is altered then, Form 23 SRN number needs to be inserted in Form 5.

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Increase in Authorized Capital (Cont...)

- Formula for Stamping fees to be paid on Increase in authorized capital in the state of Maharashtra is Rs. 1,000/- for Rs. 5,00,000/- and part thereof.
- If Form 5 is not filed within 30 days of the EOGM/ AGM then additional fees on the same is calculated on daily basis. (Fee Calculator is available in the other Services on MCA Portal)
- Once Form 5 is Filed online, in case of any defect or immediate Increase in Authorized capital, second Form 5 of the same company can not be filed unless the earlier Form is approved by ROC or is cancelled by ROC.

- ❑ Stamp Duty payment through physical mode is discontinued from 24th July, 2011 in all the States .

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Increase in Authorized Capital Selective calculations in MH (Section 94, 97)

Sr. No.	Amount of Increase in Capital	Stamp Duty Payable	ROC Fees payable
1.	1,00,000/- to 5,00,000/-	1000	12,000
2.	4,00,000/- to 5,00,000/-	1000	3,000
3.	6,00,000/- to 11,00,000/-	1000	10,000
4.	10,00,000/- to 20,00,000/-	2000	20,000

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Change of Name of Company (Section 21)

❖ Procedure

- I. Application for availability of Name to be given to Concerned ROC
- II. To call Extra Ordinary General meeting of the Company for approval of Shareholders.
- III. To Pass the Resolution for Change of Name of the Company

❖ Forms to be Filed

- I. Form 1A with Board Resolution as attachment.
- II. Form 23 for registration of Special Resolution with ROC.
- III. Form 1B for approval of Central Government (Delegated power to ROC) for change of Name

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CASE STUDIES ON CHANGE OF REGISTERED OFFICE

SEVEN CASE STUDIES WILL BE DISCUSSED DURING THE PRESENTATION

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CASE STUDIES ON CHANGE OF REGISTERED OFFICE

Sr. No	Cases of Change in Registered Office	Nature of Approval require	Nature of Resolution	Forms Applicable.	Which Region CLB involved
1.	Thane to Mulund	?	?	?	?
2.	Dahisar to Mira road	?	?	?	?
3.	Coimbatore to Chennai	?	?	?	?
4.	Dahisar to Vashi	?	?	?	?
5.	Mumbai to Ahemdabad	?	?	?	?
6.	Pune to Mumbai	?	?	?	?
7.	Mumbai to Punjab	?	?	?	?
8	Delhi to Haryana (ROC Delhi)	?	?	?	?

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CHANGE IN REGISTERED OFFICE OF THE COMPANY (Sec 17, 17(1) &146)

Location	Section	Forms Applicable	Time Limit	Resolution require
Change within the local limit of City, town or Village.	Sec 146	Form 18	30 Days	Board resolution
Change outside the Local Limit of City, town or Village	Sec 146	i. Form 18 ii. Form 23	30 Days	1. Board Resolution 2. Special Resolution
Change of Registered office from jurisdiction of one ROC to jurisdiction of another ROC within a same state.	Section 17A	i. Form 18 ii. Form 23 iii. Form 1AD	30 Days	1. Board Resolution 2. Special Resolution 3. RD Approval
Change of Registered office from One State to Another State	Form 17	i. Form 18 ii. Form 23 iii. Form 24AAA	30 Days	1. Board Resolution 2. Special Resolution 3. Central Government Approval (Delegated power from CLB to RD vide Notification dated 10.7.2012)

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SHIFTING OF REGISTERED OFFICE (Sec 146 & 17, 17A)

There are Five different Situation in Shifting of Registered office of the Company.

1. Change within local limit of City, Town or Village
2. Change outside Local Limits of City, town or Village
3. Change in office of ROC within same State.
4. Change in state within office of same ROC.
5. Change in State outside office of existing ROC.

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Particulars of Appointment of Director/Managing Director/Manager/Secretary (Sec. 303)

❖ Form 32 can be filed for following purposes.

- > Appointment
- > Change in Designation
- > Resignation
- > Vacation of Office
- > Removal etc.

❖ Approved DIN number and Active Email ID of the Director is Mandatory to File Form 32

❖ As per New introduced Form 32 on 14th March, 2010, Directors resigned before 31.10.2006 and not obtained DIN can also intimate to ROC regarding resignation without obtaining DIN

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Creation/Modification and Satisfactions of Charges (Sec 125, 138)

Sr. No	Type of Form	Time Limit	Fees	Attestation of Practising Professionals
1.	Form 8 for Creation of Charge	i. 30 Days	i. Normal fees	Attestation of CA/CS is now required
		ii. Additional 30 days.	ii. Late fees	
		iii. If delay is for more than 60 days	iii. CLB petition u/s 141 for condonation of Delay	
2.	Form 8 for Modification of charge	i. 30 Days	i. Normal fees	Attestation of CA/CS is now required
		ii. Additional 30 days.	ii. Late fees	
		iii. If delay is for more than 60 days	iii. CLB petition u/s 141 for condonation of Delay	
3.	Form 17- Satisfaction of Charge	i. 30 Days	i. Normal fees	Attestation of CA/CS is required
		ii. If delay is for more than 30 days	iii. CLB petition u/s 141 for condonation of Delay	

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- ### Appointment/Re-Appointment... of Auditor [Sec 224]
- As per Sec 224(5), The First Auditor of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company.
 - It is mandatory for the company to inform to Auditor about his re-appointment within 7 days of AGM in which he has been appointed. [Sec.224(1)]
 - Form 23B has to be filed by Auditor within one month of the receipt from the company of the intimation of his re-appointment, with ROC about his re-appointment as Auditor.[Sec.224(1A)]
 - Form 23B has to be filed before filing of Form 23AC, as SRN no. of form 23B is pre-requisite for filing E- Form 23AC.
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- ### Appointment/Re-Appointment... of Auditor [Sec 224] cont...
- Re - appointment letter received from the Company is to be scanned and attached to E-form 23B
 - Now ROC fees is to be paid on filing of Form 23B vide circular dated 21st June, 2012. ROC fees payable on filing of Form 23B is based on the Authorised Capital of The Company.
(The same can be calculated through fees calculator available on MCA site.)
(Earlier no fees was payable on filing of Form 23B)
- This is not obligatory on the Part of the Company to file Form 23B.
- Incoming auditor has to ensure filing and provide SRN to Company Secretary/ Management.
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ANNUAL FILING

Every Company incorporated under the Companies Act 1956, are required to file Balance Sheet (u/s 210), Annual return (u/s 159) and Compliance Certificate (u/s 383A (1)), as applicable

Sr. No.	Document	Forms	Applicability
1	Balance-Sheet	Form 23AC	all Companies
2	Profit & Loss Account/ Income & Expenditure Statement	Form 23ACA	all Companies
3	Annual Return	Form 20B	Companies having share capital
4	Annual Return	Form 21A	Companies without share capital
5	Compliance Certificate	Form 66	Companies having paid up capital of Rs. 10 lakhs & more but less than to Rs. 5 Crore (As per Circular dated 15 th March, 2009)

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Compliance Certificate(Form 66)

Purpose:
Form 66 – Form for filing Compliance Certificate with Registrar

Filed by: the company

Filing Fees: Based on Authorized Share Capital

Due Date of filing: within 30 days from the date of Annual General Meeting.

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Form 23AC & 23ACA

Purpose:
Form 23AC - Form for filing Balance Sheet and other documents with the Registrar
Form 23ACA - Form for filing Profit and Loss account and other documents with the Registrar

Filed by: the company

Filing Fees: Based on Authorized Share Capital

Due Date of filing: within 30 days from the date of Annual General Meeting.

The due date for filling Form 23

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New Forms 23AC & 23ACA (for Non-XBRL companies) for the financial year commencing after 01.04.2011, as per revised Schedule VI are made available by Ministry of Corporate Affairs from 30th September, 2012 vide notification dated 21st September, 2012.

The due date for filling the above forms without late fees is as under as per circular dated 28th September, 2012:

Sr. No.	Forms	Section	Date of AGM	Due date of filing
1.	Form 23AC & 23ACA	u/s 220	For AGM held on or before 20 th September, 2012 For AGM held on or after 21 st September, 2012	3 rd November, 2012 or due date of filing, whichever is later 22 nd November, 2012 or due date of filing whichever is later

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Points to be kept in mind for filling up Form 23AC

- > In Column 3 (c), fill up details of only those Directors who have signed the Balance sheet and not all Directors.
- > In Column 4 (b) fill up details of only those Directors who have signed the Directors' Report.
- > Due date of AGM to be filled up correctly otherwise filing fees may come different.
- > Sources of Funds and Applications of Funds in Part B to be tallied and to be matched with Balance Sheet.
- > In Part B-II, Financial Parameters amount of Related Party Transaction to be shown as per the Notes to accounts in Balance Sheet
- > In Part B-IV, Auditor's Qualifications, Adverse remarks to be stated and Director's comment on the same also to be stated.

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Points to be kept in mind for filling up Form 23AC

- > If Balance Sheet has been signed by more than 5 Directors, than scanned page of other Directors can be attached.
- ❖ **Mandatory Attachments to Form 23AC**
 - ✓ Balance Sheet & its Schedules
 - ✓ Auditor's Report
 - ✓ Directors' Report

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Points to be kept in mind for filling up Form 23ACA

- > If it is a First year of Annual filing then in Point 3 (a), put date one day after incorporation in "From" Column
Eg: If date of Incorporation is 12/03/2008 then put 13/03/2008.
- > In Point No. 6, Financial Parameters only Rent paid is to be filled up and not rent received.
- > Column III- Turnover details, ITC Codes and description of Product & Services to be filled in as per the Notes to Accounts.
- > Total Expenditure arrived in after filling up all the Heads and amount of Net Profit is to be matched with Profit & Loss a/c.

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Points to be kept in mind for filling up Form 23ACA

- ❖ **Mandatory Attachments**
 - ✓ Profit & Loss a/c and Schedules thereto
 - ✓ Notes to accounts

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COMMON challenges – EXCEEDING MB SOLUTION- Additional Attachment

If the file size of Form 23AC exceeds 2.5MB, use the Additional Attachment Sheet available in the Annual Filing Corner of MCA Portal

Step by Step Process for Additional Attachments to form 23AC :

1. If the size of Form 23AC exceeds 2.5 MB, remove some attachments or split and attach only a small part of the attachment to limit the Form size to 2.5 MB.

You can upload the remaining/ other parts of attachments separately using 'Additional Attachment Sheet' as below.

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Additional Attachment (Cont...)

2. Enter the CIN and click 'Pre-fill' button to automatically fill the name and address of the Company in the eForm.
3. Fill the date of relevant Balance Sheet.
4. Select the type of document from the dropdown list and click 'Attach' button to 'browse and select' the file to be attached. At a times we can attach only 5 documents
5. Fill the signatory details i.e. Designation and DIN/ Membership No.
6. Affix the Digital Signature Certificate of the signatory

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Additional Attachment (Cont...)

7. Click 'Verify' button. In case of any error, rectify the same and repeat this step.
8. Please ensure that size of 'Additional Attachment Sheet' does not exceed 2.5 MB.
9. If there are more than 5 attachments, then follow (2 to 7) steps once again. We can upload maximum two 'Additional Attachment Sheet' against one Form 23AC.
10. After uploading of Form 23AC on MCA portal, system will prompt for following options:
 - File Form 23ACA
 - File additional attachments to Form 23AC
11. Select the second option and upload saved 'Additional Attachment Sheet'.

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Additional Attachment (Cont...)

12. After uploading of one 'Additional Attachment Sheet', system will again prompt for making a selection.
If we have the second 'Additional Attachment Sheet' for uploading, select the second option again and upload the same.

Otherwise select the first option and upload Form 23ACA to complete the filing and proceed to 'payment option' screen.
13. If we have uploaded two 'Additional Attachment Sheets' system will prompt you to file Form 23ACA to complete the filing and proceed to payment option screen.
14. In Form 23AC, 23ACA and Form 20B at place for membership number or COP number of Practising Professional, Put COP number only as the membership number is not accepted by the system.
15. If Balance Sheet figures are in Thousand, In 23AC, 23ACA put original figures in Rs. And not the converted figures from Thousand to Rupees.

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Filing of Balance Sheet and Profit & Loss Account in XBRL Mode (Vide MCA Circular No. 16/ 2012 dated 06.07.2012)

Applicability: (Phase I)

- i. All companies listed with any Stock Exchange(s) in India & their Indian Subsidiaries; or
- ii. All Companies having paid up capital of Rs. 5 Crores and above; or
- iii. All Companies having turnover of Rs. One Hundred Crores and above; or
- iv. All companies who were required to file their financial statements for FY 2010-2011, using XBRL mode. (Any change in status of above applicability subsequently will also have to file the forms in XBRL form)

For Financial Statements closing on or after 31.03.2011

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Filing of Balance Sheet and Profit & Loss Account in XBRL Mode conti..

Companies falling under following categories are exempted:

(Vide MCA Circular 16/2012 dated 6.7.2012)

1. Banking Companies
2. Insurance Companies
3. Power Companies
4. Non – Banking Financial Companies (NBFCs)

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Filing of Balance Sheet and Profit & Loss Account in XBRL Mode conti..

Verification & Certification of the XBRL Document :

1. Practising Company Secretaries
2. Practising Chartered Accountant
3. Practising Cost Accountant

Due Date & Filing Fees:

All the Companies falling in above class of companies are permitted to file their financial statements without any additional fee up to 15.11.2012 or within 60 days of their due date, whichever is later.

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Annual Return (Form 20B & Form 21A)

Purpose:
Form 20B – for Companies having a share capital
Form 21A- for Companies not having share capital

Filed by: the company

Filing Fees : Based on Authorized Share Capital

Due Date of filing: within 60 days from the date of Annual General Meeting.

CS KAUSHIK M JHAVERI 85

POINTS TO BE KEPT IN MIND FOR FILLING UP FORM 20B

- Date of AGM and Due date of AGM should match with uploaded Form 23AC and 23ACA, otherwise the Form will not get accepted on Portal
- Indebtedness Figure to be shown in rupees and as on the date of AGM.
- Details of All the Directors on Board as on the date of AGM to be filed up in Form 20B.
- Details of Directors who have resigned from the last AGM to current AGM to be filled in Column V, point 13.
- ❖ **Mandatory Attachments**
- ✓ Manually signed Annual Return (Schedule V)

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POINTS TO BE KEPT IN MIND FOR FILLING UP FORM 21A

- Number of Members in Master Data is to be corrected every year before filing Form 21A
- Statement of Indebtedness as on the date of AGM is mandatory to Attach in this Form.
- ❖ **Mandatory Attachments.**
- ✓ Manually signed Form 21A in a prescribed format
- ✓ Indebtedness Figure statement as on the date of AGM
- ✓ List of members as on the date of AGM.

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Pre-Requisite of SRN No. in following forms

Sr. No.	Forms	Pre-requisite SRN No. of :	Matter
1.	Form 18	Form 23	In case of change in registered office from i. the local limit of one city, town or village to another city town or village
2.	Form 18	Form 1AD	In case of change in registered office from i. From Jurisdiction of One ROC to another ROC, within the same state.
3.	Form 1AD	Form 23	In case of change in registered office from i. From Jurisdiction of One ROC to another ROC, within the same state.
4.	Form 18	Form 21	In case of change in registered office from i. One state to another state
5.	Form 1B	Form 23	In case of Change of name of Company

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Pre-Requisite of SRN No. in following forms

Sr. No.	Forms	Pre-requisite SRN No. of :	Matter
6.	Form 5	Form 23	In case of Increase in authorized capital with alteration in Articles of Association.
7.	Form 2	Form 23	In case of Special Resolution passed u/s 81
8.	Form 23AC	Form 66	In case Compliance Certificate is applicable to the Company, Paid SRN number of Form 66 to be filled in Form 23AC

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SELECTIVE IMPORTANT E-FORMS FOR CA

SR. NO.	DESCRIPTION	E-FORMS
Approval Services (Headquarters)		
1.	Application to Central Government for modification in the matters to be stated in the company's balance sheet or profit and loss account	Form 23AAA
2.	Application for exemption from attaching the annual accounts of the subsidiary companies	Form 23AAB
3.	Application to Central Government for not providing depreciation	Form 23AAC
4.	Form of application for approval for declaration of dividend out of reserves	Form [u/s 205A (3)]

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SELECTIVE IMPORTANT E-FORMS FOR CA (Cont...)

SR. NO.	DESCRIPTION	E-FORMS
APPROVAL SERVICES (HEADQUARTERS)		
5.	Form of application to the Central Government for appointment of cost auditor	Form 23C
COMPLIANCE RELATED FILING		
6.	Information by Auditor to Registrar	Form 23B
7.	Return of appointment of Managing Director or Whole time Director or Manager	Form 25C
8.	Form for filing cost audit report and other documents with the Central Government	Form (Form 1-CAR)

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SELECTIVE IMPORTANT E-FORMS FOR CA (Cont...)

SR. NO.	DESCRIPTION	E-FORMS
Annual Filing E- forms		
9.	Form for filing balance sheet and other documents with the Registrar	Form 23AC
10.	Form for filing Profit and Loss account and other documents with the Registrar	Form 23ACA
11.	Form for filing annual return by a company having a share capital with the Registrar	Form 20B
12.	Particulars of annual return for the company not having share capital	Form 21A

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RECENT UPDATES

Pay Later facility has been provided to the User on the payment gateway of the MCA portal. (mca.gov.in)

- A Payment Option "Pay Later" facility has been provided to the stakeholder, which will allow the user to upload the form in one step and do the payment at a later point of time (within 7 days of uploading the form) through Credit Card/Net Banking.
- Initially Pay Later facility was not available on MCA portal. The User who used to upload Forms on the portal only need to make payment immediately on uploading

CS KAUSHIK M JHAVERI 93

UPDATES (Continue..)

Sr. No	Provision	Existing	Revised
1	Director's Relatives (Office or Place of Profit) (Amendment) Rule, 2011	Approval of the Central Government in case of Appointment of Relatives of Directors which carries monthly remuneration exceeding Rs. 50,000/- p.m.	In the Directors' Relatives (Office or Place of Profit) Rules, 2003, ("the said rules"), in Rule 3, for the figures "50,000" the figures "2,50,000" shall be substituted
2	The Companies (Particulars of Employees) Amendment Rules, 2011	The directors' report should contain statement showing the name of every employee whose remuneration is not less than Rs. 24 lakhs for their financial year and if employed for a part of the financial year at Rs. 2 lakhs or more per month	In the Companies (Particulars of Employees) Rules, 1975 (hereinafter referred as the said rules), in rule 1A, in clause (a), for the words "rupees twenty-four lakhs", the words "sixty lakh rupees" shall be substituted; in clause (b), for the words " rupees two lakhs", the words "five lakh rupees" shall be substituted.

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Introduction to LLP

- The Limited Liability Partnership (LLP) Bill, 2006 was introduced in the Rajya Sabha on 15th December, 2006. The Bill was referred to the Lok Sabha Standing Committee on Finance, for examination. The Standing Committee consulted various chambers of commerce, professional institutes and other experts and also heard the M/o Corporate Affairs.
- The said Committee presented/submitted its report to the Parliament on 27th November, 2007. Based on such report the Ministry of Corporate Affairs revised the LLP Bill and the revised LLP Bill, 2008 was introduced in the Rajya Sabha on 21st October, 2008. This was passed by the Rajya Sabha on 24th October, 2008. The Bill was passed by Lok Sabha on 12th December, 2008. The President has given assent to this Bill on 7th January, 2009.
- First LLP was registered on 2nd April, 2009.
- The number of LLP's registered is in India are 9395.

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The screenshot shows the official website of the Ministry of Corporate Affairs, Government of India. The page features a navigation menu with options like Home, Services, Acts, Bills, Rules, Information, RTI, Reports, and Help. There are several service tiles for 'Register a new LLP', 'Manage LLP information', 'Compliance/Approval Filing', and 'Close a LLP'. A prominent 'Important Notice' section states: 'Notice for filing Form-8 (Statement of Account & Solvency) for the Financial Year ended 31-03-2012'. It mentions that all LLPs registered upto 30-September-2011 have to mandatorily close their financial year as on 31-03-2012 and file Form-8 by 30th October-2012. It also notes that LLPs registered from 01-10-2011 to 31-03-2012 have an option either to close financial year as on 31-03-2012 or 30-September-2011. The page also includes a 'Log In' button and a 'Prerequisite Software for e-filing' section.

Features of LLP

- The LLP shall be a **body corporate** and a legal entity separate from its partners. Any change in partnership will not affect the existence, rights and liabilities of the LLP.
- The LLP will have a **perpetual succession**.
- The LLP itself will be responsible for any debts that it runs, not the individual partners.
- The mutual rights and duties of partners of an LLP *inter se* and those of the LLP and its partners shall be governed by an agreement between partners or between the LLP and the partners subject to the provisions of the LLP Act 2008.
- Every LLP shall have at least two partners and shall also have at least two individuals as Designated Partners, of whom at least one shall be resident in India.
- A firm, private company or an unlisted public company is allowed to be converted into LLP in accordance with the provisions of the Act.
- The Indian Partnership Act, 1932 shall not be applicable to LLPs.

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LLP -Delegation

- The Ministry of Corporate Affairs has integrated LLP system into MCA-21 in the month of June, 2012 by allowing filing and approval of LLP forms at MCA -21 website (www.mca.gov.in) for better E-governance for better E-governance facility for stakeholders and to make E-forms user Friendly.
- Consequently LLP Forms will be approved by concerned ROC of a particular state and not by Central Delhi office.

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Forms Applicable

Sr. No	Forms	Purpose
1.	Form 1	Form for application for reservation or change of name
2.	Form 2	Form of Incorporation Document
3.	Form 3	Information with regard to limited liability partnership agreement and changes, if any, made therein
4.	Form 4	Notice of appointment, cessation, change in name/ address/designation of a designated partner or partner and consent to become a partner./designated partner
5.	Form 5	Notice of Change of place of Registered office
6.	Form 8	Statement of Account & Solvency
7.	Form 11	Annual Return of a Limited Liability Partnership.
8.	Form 17	Application by a firm for its conversion into Limited liability partnership.

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Forms Applicable

Sr. No	Forms	Purpose
9.	Form 18	Application and Statement for conversion of a private company/ unlisted public company into limited liability partnership (LLP)
10.	Form 24	Application to the Registrar for striking off name
11.	Form 31	Application for compounding of an offence under the Act

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Incorporation of LLP

1. **Application towards name:**
 Form applicable: Form 1
 Filing Fees : Rs. 200/-
 Details to be filled in:
 - i. DIN and name of the Designated partners (at least two, one of them should be resident in India)
 - ii. Proposed contribution
 - iii. Proposed name of the LLP
 - iv. Proposed Activity to be carried out by the LLP.
(Board resolution to be attached in case, one of the designated partner is a body corporate)

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Incorporation of LLP (Cont..)

2. **Registration of LLP**
 Form applicable: Form 2
 Details to be filled in:
 - i. State in which registered office is to be situated
 - ii. Address of Registered office.
 - iii. main division of industrial activity of the LLP
 - iv. Total number of designated partners and total Number of partners
 - v. Details of all designated partners and other partners

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Incorporation of LLP (Cont..)

Attachments required:

- i. Where the appointed partner is a body corporate, copy of resolution on the letterhead of such body corporate.
- ii. Proof of address of registered office of LLP
- iii. Subscribers' sheet including consent

Filing fees: Based on the Contribution.

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Incorporation of LLP (Cont..)

3. LLP Agreement

Form applicable: Form 3

Details to be filled in as per the signed and stamped LLP agreement.

Stamp Duty applicable: Rs. 500 for every Rs. 50,000/- of contribution, maximum of Rs. 5,000/-

Form is to be filled within 30 days of registration.

Penalty applicable for late filling is Rs. 100/- per day.

- Attachment: i. Signed and scanned copy of Agreement
ii. Copy of Board Resolution towards ratification, if agreement is signed before date of incorporation of LLP

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Points To Be Taken care

- DSC of the Designated Partners needs to be Registered on the LLP website before filling of Form 1.
- Residential Status of all the Designated Partners needs to be updated, incase of DIN is obtained before 11th June, 2012 by filing DIN 4.
- Form 2 needs to be filed within 90 days of name approval.
- Form 3 needs to be filed within 30 days of registration of LLP. Penalty payable on late filling is Rs. 100/ per day.
- Form 11 needs to be filed within 60 days of end of financial year . Penalty payable on late filing is Rs. 100/- per day.

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THANKS FOR PARTICIPATION



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