

[To be published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i)]

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION

New Delhi, 29th December, 2016

G.S.R (E)- In exercise of the powers conferred by sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Incorporation) Rules, 2014, namely: -

1. (1) These rules may be called the Companies (Incorporation) Fifth Amendment Rules, 2016.
(2) They shall come into force on the **1st day of January, 2017**.
2. In the Companies (Incorporation) Rules, 2014 (hereinafter referred to as the principal rules),
3. In the principal rules,
 - (a) in rule 4, in sub-rule (2), for the words and figures 'such nomination in Form No.INC-2 along with consent of such nominee obtained in Form No.INC-3' the words and figures 'such nomination in Form No.INC-32 (SPICe) along with consent of such nominee obtained in Form No.INC-3' shall be substituted.
 - (b) in rule 10, for the words and figures 'Form No.INC-7' the words and figures 'Form No.INC-7 or Form No.INC-32(SPICe)' shall be substituted.
 - (c) in rule 12, for the words and figures 'Form No.INC-2 (for One Person Company) and Form No.INC-7 (other than One Person Company)' the words and figures 'Form No.INC-7 (Part I company and company with more than seven subscribers) and Form No.INC-32 (SPICe)' shall be substituted.
 - (d) rule 36 shall be omitted.

(e) for rule 38, the following rule shall be substituted, namely:-

“38. Simplified Proforma for Incorporating Company Electronically (SPICe).-

(1) The application for incorporation of a company under this rule shall be in FORM No. INC-32 (SPICe) alongwith e-Memorandum of Association (e-MOA) in Form No. INC-33 and e-Articles of Association (e-AOA) in Form no. INC-34.

Provided that in case of incorporation of a company falling under section 8 of the Act, FORM No. INC-32 (SPICe) shall be filed along with FORM No. INC-13 (Memorandum of Association) and FORM No. INC-31 (Articles of Association) as attachments.

(2) For the purposes of sub-rule (1), the application for allotment of Director Identification Number upto three Directors, reservation of a name, incorporation of company and appointment of Directors of the proposed **for One Person Company, private company, public company and a company falling under section 8 of the Act**, shall be filed in **FORM No. INC-32 (SPICe)**, with the Registrar, within whose jurisdiction the registered office of the company is proposed to be situated along with the fee of **rupees five hundred** in addition to the registration fee as specified in the Companies (Registration of Offices and Fees) Rules, 2014:

Provided that where an applicant has applied for reservation of a name under Rule 9 and which has been approved therein, he may fill the reserved name as proposed name of the company.

(3) For the purposes of filing SPICe Form, the particulars of maximum of three directors shall be allowed to be filled in FORM No. INC-32 (SPICe), and allotment of Director Identification Number of maximum of three proposed directors shall be permitted in FORM No. INC-32 (SPICe) in case of proposed directors not having approved Director Identification Number.

(4) The promoter or applicant of the proposed company shall propose only one name in FORM No. INC-32 (SPICe).

(5) The promoter or applicant of the proposed company shall prepare Memorandum of Association (e-MoA) in FORM No. INC-33 and Articles of Association (e-AoA) in FORM No. INC-34, in accordance with rule 13.

Provided that the subscribers and witness or witnesses shall affix their digital signatures to the e-MoA and e-AoA.

(6) For incorporation using application as provided in this rule, provisions of the sub-clause (i) of sub-section (5) of section 4 of the Act, rule 9, and clause (a) of sub-rule (1) of rule 16 to the extent of affixing recent photograph shall not apply.

(7) A company using the provisions of this rule may furnish verification of its registered office under sub-section (2) of section 12 of the Act by filing FORM No. INC-32 (SPICe) in which case the company shall attach along with such FORM No. INC-32 (SPICe), any of the documents referred to in sub-rule (2) of rule 25.

(8) FORM No. INC-22 shall not be required to be filed in case the proposed company maintains its registered office at the given correspondence address.

(9) (a) Where the Registrar, on examining FORM No. INC-32 (SPICe), finds that it is necessary to call for further information or finds such application or document to be defective or incomplete in any respect, he shall give intimation to the applicant to remove the defects and re-submit the e-form within fifteen days from the date of such intimation given by the Registrar.

(b) After the resubmission of the document, if the registrar still finds that the document is defective or incomplete in any respect, he shall give one more opportunity of fifteen days to remove such defects or deficiencies.

Provided that the total period for re-submission of documents shall not exceed thirty days.

(10) The Certificate of Incorporation of company shall be issued by the Registrar in Form No. INC-11."

4. In the principal rules , -

(a) Form No.INC-2 shall be omitted;

(b) for Form No.INC-7 the following form shall be substituted, namely:-

FORM NO. INC-7

[Pursuant to Section 7(1) of the Companies Act, 2013 and pursuant to Rule 10, 12, 14, and 15 of the Companies (Incorporation) Rules, 2014]



Application for Incorporation of Company (Part I company and company with more than seven subscribers)

Form language English Hindi

Refer the instruction kit for filing the form.

1. *Service Request Number (SRN) of Form INC-1

Dr. Fill

2. (a) Name of the company

(b) Type of Company is

(c) Class of Company

(d) Category

(e) Sub category

(f) Section 8 license number

* (g) Company is Having share capital Not having share capital

3. (a) Name of the state/Union territory in which the company is to be registered

(b) Name of the office of the Registrar of Companies in which the company is to be registered

(c) *Whether the address for correspondence will be the address of Registered office of the Company

Yes No

(d) Address for correspondence till the registered office of the company is established

*Line I	<input type="text"/>
Line II	<input type="text"/>
*City	<input type="text"/>
*State/Union Territory	<input type="text"/>
*District	<input type="text"/>
*Pin code	<input type="text"/>
ISO Country code	<input type="text"/>
Country	<input type="text"/>
*Phone (With STD/ISD code)	<input type="text"/> - <input type="text"/>
Fax	<input type="text"/>
*email ID of the company	<input type="text"/>

4. I. *Capital structure of the company

(a) Authorized capital of the company (in Rs.)

(i) No. of classes of equity shares Total number of equity shares
Total amount of equity shares (in Rs.)

Number of equity shares	Nominal amount per equity share	Total amount of equity shares
<input type="text"/>	<input type="text"/>	<input type="text"/>

(ii) No. of classes of preference shares Total number of preference shares
Total amount of preference shares (in Rs.)

Number of preference shares	Nominal amount per preference share	Total amount of preference shares
<input type="text"/>	<input type="text"/>	<input type="text"/>

(b) Subscribed capital of the company (in Rs.)

(i) No. of classes of equity shares Total number of equity shares
Total amount of equity shares (in Rs.)

Number of equity shares	Nominal amount per equity share	Total amount of equity shares
<input type="text"/>	<input type="text"/>	<input type="text"/>

(ii) No. of classes of preference shares Total number of preference shares
Total amount of preference shares (in Rs.)

Number of preference shares	Nominal amount per preference share	Total amount of preference shares
<input type="text"/>	<input type="text"/>	<input type="text"/>

II. *Details of number of members

- (a) Enter the maximum number of members
(b) Maximum number of members excluding proposed employees
(c) Number of members
(d) Number of members excluding proposed employee(s)

5. *Main division of industrial activity of the company

Description of the main division

6. *(a) Whether the proposed company shall be conducting any activities which require approval from any sectoral regulator (Like RBI in case of NBFI and Banking activities) to commence such activities Yes No

(b) If yes, please enter the name of such Regulatory authority and proposed activity

7. *Enter the number of promoters (first subscribers to the Memorandum of Association (MOA))

Particulars of Promoters (first subscribers to the MOA)

*Category	<input type="text"/>	<input type="text"/>
* Director Identification number(DIN) or Income -tax permanent account number (Income- tax PAN) or passport number or corporate identity number(CIN) Or foreign company registration number(FCRN) or any other registration number		
	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>
*Father's Name <input type="radio"/> Mother's Name <input type="radio"/> Spouse's name <input type="radio"/>		
<input type="text"/>		
*Nationality	<input type="text"/>	*Date of Birth <input type="text"/>
*Gender <input type="checkbox"/> Male <input type="checkbox"/> Female <input type="checkbox"/> Transgender		
*Place of Birth (District & State)	<input type="text"/>	
*Occupation type	<input type="text"/>	
*Area of Occupation	<input type="text"/>	
*Educational qualification	<input type="text"/>	
*Name of the entity	<input type="text"/>	
Income tax permanent Account Number (PAN) <input type="text"/>		
Permanent Address/Registered address/Principal place of business		
*Line I	<input type="text"/>	
Line II	<input type="text"/>	
*City	<input type="text"/>	
*State /Union Territory	<input type="text"/>	*Pin code <input type="text"/>
*ISO Country code	<input type="text"/>	
Country	<input type="text"/>	
*Phone (With STD/ISD code)	<input type="text"/>	- <input type="text"/>
Mobile	<input type="text"/>	Fax <input type="text"/>
*email id	<input type="text"/>	
*Whether present address is same as the permanent address <input type="radio"/> Yes <input type="radio"/> No		
Present Address		

*Line I
Line II
*City

*State/Union Territory *Pin code
*ISO Country code

Country

*Phone(With STD/ISD code)

Mobile

Fax

*Duration of stay at present address Years Months

If Duration of stay at present address is less than one year then address of previous residence

*Proof of identity

*Residential Proof

If already a director or promoter of a company(s), specify details of such company(s) (In case director or promoter in more than three companies, attach separate sheet as an optional attachment)

Director	Promoter	CIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
Name of the company <input type="text"/>		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
Name of the company <input type="text"/>		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
Name of the company <input type="text"/>		
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
Name of the company <input type="text"/>		

Pre-fill all

* Number of shares subscribed * Total amount of shares subscribed (in Rs.)

* Particulars of authorised person

a) Name of the authorised person

b) Father's Name Mother's Name Spouse's name

c) Gender Male Female Transgender

d) Nationality f) Date of Birth

f) Phone (With STD/ISD code) -

g) email ID

8. (a) *Whether the Articles are entrenched or not Yes No

(If yes, entrenched Articles should be annexed thereto)

(b) Number of Articles to which provisions of entrenchment shall be applicable

Details of Articles to which provisions of entrenchment shall be applicable

Sr. No.	Article Number	Content

9. Particulars of payment of stamp duty

(a) State or Union territory in respect of which stamp duty is paid or to be paid

(b) * Whether stamp duty is to be paid electronically through MCA21 system

Yes No Not applicable

(i) Details of stamp duty to be paid

Type of document/ Particulars	Form INC-7	Memorandum of association	Articles of association
Amount of stamp duty to be paid (in Rs.)	<input type="text"/>	<input type="text"/>	<input type="text"/>

(ii) Provide details of stamp duty already paid

Type of document/ Particulars	Form INC-7	Memorandum of association	Articles of association	Others
Total amount of stamp duty paid (in Rs.)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Name of vendor or Treasury or Authority or any other competent agency authorised to collect stamp duty or to sell stamp papers or to emboss the documents or to dispense stamp vouchers on behalf of the Government				
Serial number of embossing or stamps or stamp paper or treasury challan number				
Registration number of vendor				
Date of purchase of stamps or stamp paper or payment of stamp duty (DD/MM/YYYY)	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Place of purchase of stamps or stamp paper or payment of stamp duty				