

PART II

PRELIMINARY FORMALITIES FOR INCORPORATION OF A COMPANY

Chapter 1

Illegal Association

Synopsis

Important Provisions at a Glance

1. Joint family carrying business activities are not illegal association
2. Object of acquisition of gain is the basic criterion
3. Consequences on the illegal association and its members

Important Provisions at a Glance

Sl. No.	Sections	Matters dealt with	e-Form Nos.
1.	11	Prohibition of associations and partnership exceeding certain number of partners	1, 1A, 18, 32, MOA and AOA for incorporation.

It may be noted that an illegal association under section 11, is not an association for illegal purpose. Section 11 only makes the association illegal that is, the law does not recognise the right of more than 10/20, as the case may be, persons to carry on business as an association, but the business of the association is not unlawful. This section will apply only where a company, association, or partnership carries on business for acquisition of gain either by itself or by any of its members.

1. Joint family carrying business activities are not illegal association

Section 11 does not apply to a joint family. When two or more joint families carry on business, then both the male and female members shall be taken into account, but the minor members of such families shall be excluded for reckoning the number of persons, which is maximum 10/20 as the case may be.

It has been held in the case of *Agrawal & Co. v CIT* by the Supreme Court that two or more joint families as such cannot form a partnership.

2. Object of acquisition of gain is the basic criterion

Section 11 not apply to such associations, which does not have the object of acquisition of gain, therefore charitable, social, religious, scientific, clubs and other associations which do not have the object of acquisition of gain will fall outside the ambit of section 11(2).

3. Consequences on the illegal association and its members

Any business carried on for making gain in contravention of section 11 will be considered illegal and shall be responsible in the following respects:—

- (1) the persons carrying on the said business will be held personally liable for all the debts and obligations incurred in such business;

- (2) an illegal association of more than twenty persons carrying on any such business will not be able to initiate any legal proceedings against a person to recover debts due to the said association [*Pattada Uthayya v Pattada Somappa* (1956) 26 Comp Cas 121 (Mys)];
- (3) illegal association cannot be subject to liquidation under the provisions of the Companies Act, 1956. However, an association of more than 20 persons, can be wound up as an unregistered company;
- (4) every person who is a member of a company, association or partnership formed in contravention of this section will be punishable with fine which may extend to Rs. 10,000;
- (5) the offence under section 11 is compoundable by the Regional Director under the provisions of section 621A of the Companies Act, 1956.

Chapter 2

Preliminary Formalities for Incorporation of a Company

Synopsis

Important Provisions at a Glance

1. Selection of the type of company
 2. Requirement for having DIN
 3. Requirement for having digital signatures
 4. Selection of name
 - 4.1 Applying for ascertaining the availability of the selected name
 - 4.2 Approval of the name
 - 4.3 Preparation of the Memorandum of Association (MOA) and Articles of Association (AOA)
 5. Estimate of registration fees for a new company
 6. Filing of documents with the Registrar
 - 6.1 Submission of e-Form 1
 7. Certificate of Incorporation (Sections 33 and 34)
 8. Commencement of Business
 9. Incorporation of Asset Management Companies (AMC)
 10. Incorporation of Companies proposed to engage as Registrars, Investment Advisers, etc.
- Appendix 1 Calculation of amount of fees payable for incorporation of company
- Appendix 2 Specimen of e-Form 1
- Appendix 3 Specimen of Power of Attorney
- Appendix 4 Specimen of e-Form 18
- Appendix 5 Specimen of e-Form 32

Important Provisions at a Glance

Sl. No.	Sections	Matters dealt with	e-Form Nos.
1.	3(1)	Definition of private and public companies	—
2.	33	Registration of Articles, Memorandum and filing of declaration, Forms, etc.	1, 18, 32, MOA & AOA
3.	149	Restrictions of commencement of business on Public Limited Company.	Prospectus Schedule III
4.	165	Statutory meeting in public companies	22
5.	12	Number of minimum members	—
6.	252	Number of minimum directors	—

A company is a voluntary association of persons formed for the purpose of business activities. A company has distinct name and limited liability, it is a juristic person having a separate legal entity different from its members who constitute it, capable of rights and duties of its own and endowed with a potential or perpetual succession. The Companies Act, 1956 prescribes specific procedures for incorporation and registration of companies. A company can be formed either by:—

- (i) incorporation of a new company; or
- (ii) conversion of existing business (sole proprietorship concern or partnership firm or co-operative societies) into company under the provisions of Chapter IX and Chapter IXA of the Companies Act, 1956; or
- (iii) companies incorporated under section 25 of the Companies Act, 1956.

The incorporation (birth) and winding up and dissolution (death) of a company are governed by the provisions of the Companies Act, 1956. Therefore each company is subject to the provisions of the Companies Act, 1956, as may be amended from time to time. The following procedure involves for incorporation of a company.

STEP BY STEP FORMALITIES FOR FORMATION OF A NEW COMPANY

Persons desirous of forming a company must adhere to the step by step procedure as discussed below:—

- I. Selection of type of the company.
- II. Selection of name for the proposed company.
- III. Apply for Directors Identification Number and Digital Signatures, if does not have
- IV. Drafting of Memorandum and Articles of Association.
- V. Stamping, digitally signing and e-filing of various documents with the Registrar.
- VI. Payment of Fees.
- VII. Obtaining Certificate of Incorporation.
- VIII. Preparation and filing of Prospectus/Statement in lieu of Prospectus and e-Form 19/20 (in case of public companies) for obtaining the certificate of commencement of business.
- IX. Obtaining Certificate of Commencement of business (in case of public limited companies).

1. Selection of the type of company

The promoters of a company may be individual entrepreneurs or bodies corporate engaged in efforts to incorporate a company. They have the power of defining the object of the company and deciding various matters for the company proposed to be incorporated. It is depending upon, the purposes for which the company is to be incorporated, proposed scale of operations, capital involved, etc. the promoters can select type of the company as they wish to form themselves into viz. private company, public company, nonprofit making company, etc.

2. Requirement for having DIN

As per proviso to section 253 of the Companies Act, 1956, inserted by the Companies (Amendment) Act, 2006, w.e.f. 1-11-2006, no company shall appoint or re-appoint any individual as director of the company unless he has been allotted a Director Identification Number under section 266B.

New section 266A has been inserted by the Companies (Amendment) Act, 2006 which provides that every individual, intending to be appointed as director of a company shall make an application for allotment of Director Identification Number (DIN) to the Central Government in the prescribed DIN Form. Therefore, before submission of e-Form 1A all the directors of the proposed company must ensure that they are having DIN and if they are not having DIN, it should be first obtained, however on the basis of the provisional DIN allotted online will serve the purpose.

Specific care should be taken that a person cannot have more than one DIN, therefore, a DIN once obtained shall serve the requirement for all the companies in which he is director or intended to be a director.

3. Requirement for having digital signatures

After 16th Sept., 2006, every documents prescribed under the Companies Act, 1956 is required to be filed with the digital signature of the managing director or director or manager or secretary of the Company, therefore, it is compulsorily required to obtain digital signatures of at least one director to sign the e-Form 1A and other documents. It may be noted that if the director or other persons covered are having digital signatures, their signatures may be used for the above said purposes and there is no need to take new signature again.

4. Selection of name

Six names are required to be selected in order of preference after taking notes of numerous provisions, clarifications, circulars and rules made by the Ministry of Company Affairs (DCA), etc. In case key word is required, significance of each key word should be given in the e-Form 1A.

4.1 Applying for ascertaining the availability of the selected name

The promoters are required to make an application to the concerned Registrar of Companies be submitted electronically to the Ministry of Company Affairs on the portal of MCA. An application shall be in e-Form 1A as prescribed by Notification No. GSR 56(E) dated 10th Feb., 2006 duly digitally signed by any one promoter or managing director or director or manager or secretary of the company alongwith the required fee of Rs. 500 only for ascertaining whether the selected name is available for adoption by the promoters of the proposed company.

4.2 Approval of the name

After receipt of completed application in e-Form 1A, the Registrar shall intimate whether the proposed name is available for adoption or not. The confirmation of the name made available by the Registrar shall be valid for a period of six months from the date of letter issued in these regards. In case, if the promoters fails to submit all the required documents for incorporation within that period, then they are required to submit another application for revalidation of name with fresh filing fee of Rs. 500 only.

4.3 Preparation of the Memorandum of Association (MOA) and Articles of Association (AOA)

Drafting of the MOA and AOA is generally a step subsequent to the availability of name made by the Registrar. It should be noted that the main objects should match with the objects shown in e-Form 1A. These two documents are basically the charter and internal rules and regulations of the company. Therefore, it must be drafted with utmost care and with the advise of the experts and the other object clause should be drafted in a very broader sense.

5. Estimate of registration fees for a new company

The fees payable to the Registrar at the time of registration of a new company varies according to the authorised capital of a company proposed to be registered as per Schedule X to the Act. [See Schedule X in other Part of the Book] Fees can be calculated by the MCA portal.

For the sake of convenience of the promoters, the registration and filing fees with respect to authorised share capital of the company have been worked out in Appendix 1.

6. Filing of documents with the Registrar

Next step for the promoters is to file the following documents with the Registrar for incorporation of the company. The following documents shall be submitted to the Registrar alongwith the adequate filing fees as applicable for registration of the company electronically on line basis within a period of six months from the date of intimation of availability of name:—

- (i) Memorandum of Association, duly signed by the subscribers and witnessed, showing the number of shares against their names electronically attached in PDF file. It should also be properly stamped as per the stamp duty applicable in the State, where the registered office of the company is to be situated. Photographs of the subscribers shall also be attached. Simultaneously original stamped copy of the Memorandum of Association shall be submitted with the Registrar of Companies concerned.
- (ii) Articles of Association should also be duly signed by the subscribers and witnessed, showing the number of shares against their names electronically. It should be properly stamped according to the authorised share capital as per the stamp duty applicable in the state, where the registered office of the company to be situated. Photographs of the subscribers shall also be attached. Simultaneously original stamped copy of the Memorandum of Association shall be submitted with the Registrar of Companies concerned.
- (iii) Copy of the agreement, if any, which the company proposes to enter into with any individual for appointment as its managing or whole-time director or manager shall be attached in the PDF file.

- (iv) Declaration in e-Form 1 by an advocate or company secretary or chartered accountant engaged in whole time practice in India or by a person named in the Articles as a director, manager or secretary of the company, that all the requirements of the Companies Act, 1956 and the rules made thereunder have been complied with in respect of registration and matters precedent and incidental thereto, which may be accepted by the Registrar as sufficient evidence of such compliance. It should be carefully noted that details of all the companies in which directors are also director should be given and the names, addresses and other particulars of directors and promoters should be matched with the information provided in the DIN application Form. [Section 33(2)] (Appendix 2).
- (v) Power of Attorney for should be furnished by all the subscribers in favour of any one subscriber or any other person authorising him to file these documents and to with the Registrar and to obtain certificate of incorporation. The power of attorney should be given on Non-Judicial stamp paper of appropriate value and shall be submitted to the Registrar. (Appendix 3).
- (vi) Other agreement if any, which has been stated in the Memorandum or Articles of Association shall also be filed in the PDF file with the Registrar because in such cases the agreement will form part of this basic document.
- (vii) E-Form 18 is to be filed with the Registrar electronically with the digital signatures in regard to location of the registered office. E-Form 18 shall also be certified by the company secretary or chartered accountant or cost accountant in whole-time practice. [Section 146(2)] (Appendix 4)
- (viii) E-Form 32 is required to be filed with the Registrar electronically for filing particulars of directors. The personal details should match with the information provided in the DIN. Following additional details are also required to given in e-Form 32:
 - (a) Name and CIN of all the companies in which they are directors;
 - (b) Names of partnership concerns in which they are partner;
 - (c) Names of proprietor concerns of them.

In case if the field provided in the e-Form 32 is not sufficient, an annexure may also be enclosed for the required details. As an e-Form 32 provides fields for three directors only, e-Form 32AD *i.e.* Addendum to e-Form 32 shall be submitted for additional appointments. The latest passport size photographs of all the directors shall also be affixed/attached with the e-Form 32. E-Form 32AD, if any is also required to be certified by the company secretary or chartered accountant or cost accountant in practice digitally before filing with the Registrar. Consent to act as director on plain paper and authorization to submit e-Form 32 from all the director should be attached with the e-Form 32.

E-Form 32 is required to be digitally signed by the director or managing director or manager or secretary of the company. E-Form 32 shall be filed along with the adequate filing fee as prescribed under Schedule XIII of the Companies Act, 1956, However, no separate filing fee is required to be paid on the addendum of e-Form 32. (Appendix 5)

6.1 Submission of e-Form 1

E-Form 1 has to be submitted with following enclosures:

- (1) Memorandum of Association (MoA) and Article of Association (AoA) of the company [Not required for a company licensed under section 25 as these are already filed with Regional Director alongwith e-Form 24A];
- (2) Annexure containing details of subscribers (Optional);
- (3) Power of Attorney/Authority letter given by the subscribers/promoters/directors to the professional *i.e.* advocate or attorney or pleader or company secretary or chartered accountant (in whole-time practice) for formation of a company on behalf of promoters'

- (4) Copy of Memorandum of Association (MoA) and Article of Association (AoA) after stamping and physically signed by all the subscribers should be delivered at the RoC office where company is to be registered. Addresses of all the RoC offices are available on the MCA portal www.mca.gov.in and relevant Chapter of the Book.

Note: In case, if any subscriber put his name, and other descriptions and sign in a language other than, in which the Memorandum and Articles of Association are, then it is required by the witness to give statement that he had explained the contents of all the documents in such language and the subscriber has signed the same after proper understanding of the same. Further that an Affidavit on the stamp paper of adequate value that he had been explained the contents of the Memorandum and Articles of Association and all other relevant documents for incorporation of the company and he/she had put his/her signature after proper understanding of the same and this affidavit should also be furnished with the Registrar along with all the documents as described above.

7. Certificate of Incorporation (Sections 33 and 34)

On the satisfaction of the Registrar that the requirements specified in sections 33(1) and 33(2) have been complied with by the company, he shall retain the documents and register the MOA, AOA and other documents. Section 34(1) casts an obligation on the Registrar to issue a Certificate of Incorporation, normally within 7 days of the receipt of documents. It is advisable to authorise some person to collect the certificate personally from the ROC Office.

Once a company is born the only method to extinguish it is not by assailing its incorporation, but by resorting to appropriate provisions of the Act. [*T.V. Krishna v Andhra Prabha (P) Ltd.* (1960) 30 Comp Cas 437 (AP)].

8. Commencement of Business

A Private limited company and a company not having share capital may commence its business activities from the date of its incorporation. However, a Public Limited Company having share capital is also required to obtain a separate certificate of commencement of business according to section 149(2A) of the Companies Act, 1956.

9. Incorporation of Asset Management Companies (AMC)

The Registrar of Companies shall register an AMC only after its draft Memorandum and Articles of Association are vetted and cleared by SEBI. The Ministry of Company Affairs *Vide* its Circular No. 4/92 F.N. 3/14/92/CL-V, dated 2-9-1992 has issued guidelines to Registrar of Companies regarding precautions to be taken before Registering AMC, which is quoted below:

"The primary objective of setting up of an AMC is to manage the assets of the mutual funds and other activities which it can carry out, such as, financial services consultancy which do not conflict with the fund management activity and are only secondary and incidental. That being so, it may not be practical to expect a company to be set up with a paid up capital of Rs. 5 crores to carry on only incidental activities, without any assurance of its receiving an approval from SEBI to act also as an Asset Management Company for a mutual fund. You should therefore, not have any objection in registering an AMC if the authorised capital of such a company is approved by SEBI."

10. Incorporation of Companies proposed to engage as Registrars, Investment Advisers, etc.

Under section 12 of the SEBI Act, 1992, the intermediaries associated with the securities market are required to seek registration by making an application to SEBI as per regulations made thereunder, which *inter alia* requires the applicant to state the date and place of registration, details of directors as also to furnish the Memorandum and Articles of Association, if the applicant is a company. The Ministry of Company Affairs has advised the Registrar of Companies *Vide* Circular No 5/94, dated 15-4-1994 that it is not necessary for the Registrars to insist upon the promoters to carry on the above type of businesses to obtain the prior approval of the SEBI in respect of their Memorandum and Articles of Association.

Appendix 1

Calculation of amount of fees payable for incorporation of company

I. In the state of Madhya Pradesh

<i>Authorised Capital</i>	<i>Reg. fees</i>	<i>Filing Fee per Doc.</i>	<i>Stamp Duty (in Rs.)</i>		
			<i>MOA</i>	<i>AOA</i>	<i>Total</i>
<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6</i>
Upto 1,00,000	4,000	100	500	1000	1500
2,00,000	7,000	200	500	1000	1500
3,00,000	10,000	200	500	1000	1500
4,00,000	13,000	200	500	1000	1500
5,00,000	16,000	300	500	1000	1500
10,00,000	26,000	300	500	1500	2000
15,00,000	36,000	300	500	2250	2750
20,00,000	46,000	300	500	3000	3500
25,00,000	56,000	500	500	3750	4250
30,00,000	66,000	500	500	4500	5000
35,00,000	76,000	500	500	5250	5750
40,00,000	86,000	500	500	6000	6500
45,00,000	96,000	500	500	6750	7250
50,00,000	1,06,000	500	500	7500	8000
55,00,000	1,11,000	500	500	8250	8750
60,00,000	1,16,000	500	500	9000	9500
75,00,000	1,31,000	500	500	11250	11750
1,00,00,000	1,56,000	500	500	15000	15500
2,00,00,000	2,06,000	500	500	30000	30500
3,00,00,000	2,56,000	500	500	45000	45500
4,00,00,000	3,06,000	500	500	60000	60500
5,00,00,000	3,56,000	500	500	75000	75500
6,00,00,000	4,06,000	500	500	90000	90500
7,00,00,000	4,56,000	500	500	105000	105500
8,00,00,000	5,06,000	500	500	120000	120500
9,00,00,000	5,56,000	500	500	135000	135500
10,00,00,000	6,06,000	500	500	150000	150500
11,00,00,000	6,56,000	500	500	165000	165500
12,00,00,000	7,06,000	500	500	180000	180500
13,00,00,000	7,56,000	500	500	195000	195500
14,00,00,000	8,06,000	500	500	210000	210500
15,00,00,000	8,56,000	500	500	225000	225500
20,00,00,000	11,06,000	500	500	300000	300500
25,00,00,000	13,56,000	500	500	375000	375500
30,00,00,000	16,06,000	500	500	450000	450500
40,00,00,000	21,06,000	500	500	500000	500500
50,00,00,000	26,06,000	500	500	500000	500500
75,00,00,000	38,56,000	500	500	500000	500500
100,00,00,000	51,06,000	500	500	500000	500500
150,00,00,000	76,06,000	500	500	500000	500500
200,00,00,000	101,06,000	500	500	500000	500500

Note.—The following fee is also required to be paid for incorporation of the Company:—

1. Rs. 500 only for availability of name with e-Form. 1A.
2. Filing fees for number of documents for incorporation of Companies depends upon the authorised share capital of the company.
3. Stamping for payment of stamp duty on Memorandum and Articles is to be made before submission of documents to the Registrar.
4. Drafting and Printing of Memorandum and Articles of Association
5. Maximum Registration fee payable to the Registrar of Companies shall not exceed Rs. 2.00 Crores.
6. Maximum stamp duty payable on the Articles of Association in the state of Madhya Pradesh is Rs. 5 Lacs only.

II. In the State of Maharashtra

<i>Authorised Capital</i>	<i>Reg. fees</i>	<i>Filing Fee per Doc</i>	<i>Stamp Duty (in Rs.)</i>		
			<i>MOA</i>	<i>AOA</i>	<i>Total</i>
<i>1</i>	<i>2</i>	<i>3</i>	<i>4</i>	<i>5</i>	<i>6</i>
Upto 1,00,000	4,000	100	100	1000	1100
2,00,000	7,000	200	100	1000	1100
3,00,000	10,000	200	100	1000	1100
4,00,000	13,000	200	100	1000	1100
5,00,000	16,000	300	100	1000	1100
10,00,000	26,000	300	100	2000	2100
15,00,000	36,000	300	100	3000	3100
20,00,000	46,000	300	100	4000	4100
25,00,000	56,000	500	100	5000	5100
30,00,000	66,000	500	100	6000	6100
35,00,000	76,000	500	100	7000	7100
40,00,000	86,000	500	100	8000	8100
45,00,000	96,000	500	100	9000	9100
50,00,000	1,06,000	500	100	10000	10100
55,00,000	1,11,000	500	100	11000	11100
60,00,000	1,16,000	500	100	11000	11100
75,00,000	1,31,000	500	100	15000	15100
1,00,00,000	1,56,000	500	100	20000	20100
2,00,00,000	2,06,000	500	100	40000	40100
3,00,00,000	2,56,000	500	100	60000	60100
4,00,00,000	3,06,000	500	100	80000	80100
5,00,00,000	3,56,000	500	100	100000	100100
6,00,00,000	4,06,000	500	100	120000	120100
7,00,00,000	4,56,000	500	100	140000	140100
8,00,00,000	5,06,000	500	100	160000	160100
9,00,00,000	5,56,000	500	100	180000	180100
10,00,00,000	6,06,000	500	100	200000	200100
11,00,00,000	6,56,000	500	100	220000	220100
12,00,00,000	7,06,000	500	100	240000	240100
13,00,00,000	7,56,000	500	100	260000	260100
14,00,00,000	8,06,000	500	100	280000	280100
15,00,00,000	8,56,000	500	100	300000	300100

Appendix 2

Specimen of e-Form 1

Application and declaration for incorporation of a company

[Pursuant to sections 33(1) and (2) of the Companies Act, 1956]

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

1. (a) *Please specify the type of company



New Company



Part IX Company



Producer Company

(b) *Indicate Registrar of Companies (RoC) reference number for name approval

Y10318586

(c) Name of the Company

AFS PRIVATE LIMITED

(d) *State whether the company is public or private

Public ☐ Private ☐

2(a)(i) *Category (select whichever is applicable)

Company Limited by Shares

(ii) *Sub-category (select whichever is applicable)

Indian Non-Government Company

(iii) If others, please specify

(b) Section 25 license number

3. *Whether the company is ☒

Having share capital ☐ Not having share capital

4. Authorised capital of the company (in Rs.)

1,00,000

5. Break up of authorised capital

(a) Number of equity shares

10,000

(b) Face value per equity share (in Rs.)

10

(c) Total amount of equity shares

10,0000

(d) Number of preference shares

(e) Face value of preference shares (in Rs.)

(f) Total amount of preference shares (in Rs.)

6. Enter the maximum number of members in case of a company limited by members

7(a)(i)*Whether promoted by an existing company

☐ Yes ☒ No

(ii) Corporate identity number (CIN) of promoter company

(iii) Name of promoter company

(iv) Name of the person signing on behalf of promoter company

(v) Designation of the person signing on behalf of promoter company

Details of proposed directors - Please file Form 32 giving all the details of the directors of the proposed company simultaneously

7. (b)*Enter the number of subscribers 2

Particulars of subscribers

1. *Name

RAJIV TUTEJA

*Father's name/ Husband's name

HARBANSH LAL TUTEJA

*Nationality

IN

If already a director or promoter of a company(s), specify CIN of such company(s).

Director	Promoter	CIN

* Date of birth (DD/MM/YYYY) (PAN)

01/01/1975

Income-tax permanent account number

XXXXXXXXXX

* Occupation

BUSINESS

Voter identity card number	Passport number
	F1234567

Others (specify)

Permanent residential address

* Address Line I

15A, PREM NAGAR

Line II

*City

INDORE

State	Pin code
MADHYA PRADESH	452001

Country

IN

Phone	Fax
0731-1234567	

e-mail ID

rejivtuteja@rediffmail.com

Whether present residential address is same as the permanent residential address

Yes ☒ No ☐

Present residential address

* Address Line I

15A, PREM NAGAR

Line II

*City

INDORE

State	Pin code
MADHYA PRADESH	452001

Country

INDIA

Phone	Fax
0731-1234567	

e-mail ID

rejivtuteja@rediffmail.com

2. *Name

RAM LAL TUTEJA

*Father's name/ Husband's name

HARBANSH LAL TUTEJA

*Nationality

IN

If already a director or promoter of a company(s), specify CIN of such company(s).

Director	Promoter	CIN

* Date of birth (DD/MM/YYYY) (PAN)

01/01/1975

Income-tax permanent account number

XXXXXXXXXX

* Occupation	BUSINESS
Others (specify)	
Present residential address	
* Address Line I	15A, PREM NAGAR
Line II	
*City	INDORE
State	Pin code
MADHYA PRADESH	452001
Country	IN
Phone	Fax
0731-1234567	
e-mail ID	rja@rediffmail.com

Whether present residential address is same as the permanent residential address

Yes ☒ No ☐

Present residential address	
* Address Line I	15A, PREM NAGAR
Line II	
*City	INDORE
State	Pin code
MADHYA PRADESH	452001
Country	IN
Phone	Fax
0731-1234567	
e-mail ID	rja@rediffmail.com

3. Name	
Father's name/ Husband's name	
Nationality	

If already a director or promoter of a company(s), specify CIN of such company(s).

Director	Promoter	CIN

Date of birth (DD/MM/YYYY) (PAN)	Income-tax permanent account number
Occupation	
Voter identity card number	Passport number

Others (specify)	
Permanent residential address	
Address Line I	
Line II	

City	
State	Pin code
Country	
Phone	Fax
e-mail ID	.

Whether present residential address is same as the permanent residential address

Yes ☐ No ☐

Present residential address	
Address Line I	
Line II	
City	.
State	Pin code
Country	
Phone	Fax

4. Name	
Father's name/ Husband's name	
Nationality	

If already a director or promoter of a company(s), specify CIN of such company(s).

Director	Promoter	CIN

Date of birth (DD/MM/YYYY) (PAN)	Income-tax permanent account number
Occupation	
Voter identity card number	Passport number

Others (specify)	
Permanent residential address	
Address Line I	
Line II	
City	
State	Pin code
Country	
Phone	Fax

e-mail ID	
-----------	--

Whether present residential address is same as the permanent residential address

Yes ☐ No ☐

Present residential address

Address Line I

Line II

City

State

Pin code

Country

Phone

Fax

5.Name

Father's name/ Husband's name

Nationality

If already a director or promoter of a company(s), specify CIN of such company(s).

Director

Promoter

CIN

Date of birth (DD/MM/YYYY) (PAN)

Income-tax permanent account number

Occupation

Voter identity card number

Passport number

Others (specify)

Permanent residential address

Address Line I

Line II

City

State

Pin code

Country

Phone

Fax

e-mail ID

Whether present residential address is same as the permanent residential address

Yes ☐ No ☐

Present residential address

Address Line I

Line II

City

State	Pin code
Country	
Phone	Fax
6. Name	
Father's name/ Husband's name	
Nationality	
If already a director or promoter of a company(s), specify CIN of such company(s).	
Director	Promoter
	CIN
Date of birth (DD/MM/YYYY) (PAN)	Income-tax permanent account number
Occupation	
Voter identity card number	Passport number
Others (specify)	
Permanent residential address	
* Address Line I	
Line II	
*City	
State	Pin code
Country	
Phone	Fax
e-mail ID	
Whether present residential address is same as the permanent residential address	
Yes ☐ No ☐	
Present residential address	
Address Line I	
Line II	
City	
State	Pin code
Country	
Phone	Fax
7. Name	

Father's name/Husband's name

Nationality

If already a director or promoter of a company(s), specify CIN of such company(s).

Director	Promoter	CIN

Date of birth (DD/MM/YYYY) (PAN)

Income-tax permanent account number

Occupation

Voter identity card number	Passport number

Others (specify)

Permanent residential address

Address Line I

Line II

City

State	Pin code

Country

Phone	Fax

e-mail ID

Whether present residential address is same as the permanent residential address

Yes ☐ No ☐

Present residential address

Address Line I

Line II

City

State	Pin code

Country

Phone	Fax

8. Memorandum of association and Articles of association are submitted herewith.

Declaration

***I,**

☒ Son ☐ Daughter ☐ Wife of

do solemnly declare as under:

(i) *That I am

- ☐ An advocate of the Supreme Court or a high court who is engaged in the formation of the company.
- ☐ An attorney or pleader entitled to appear before a high court who is engaged in the formation of the company.
- ☐ A company secretary (in whole-time practice) in India who is engaged in the formation of the company.
- ☐ A chartered accountant (in whole-time practice) in India who is engaged in the formation of the company.
- ☒ A person named in the articles as a director, manager or secretary of the company.
- (ii) And I, further declare that the particulars given above are true to the best of my knowledge and belief;
- (iii) Form 18 and 32 are also being filed simultaneously;
- (iv) I further confirm that I am duly authorised to submit this application; and that all the particulars mentioned above are as provided in the articles of association as subscribed by the subscribers of the company;
- (v) That all the requirements of the Companies Act, 1956 and rules there under in respect of all the matters precedent in the registration of the company and incidental thereto have been complied with and I make this solemn declaration conscientiously believing the same to be true.

Attachments: List of attachments

1.	Memorandum of Association	Attach	
2.	Articles of Association	Attach	
3.	Annexure containing details of subscribers	Attach	
4.	Optional Attachment(s), if any	Attach	Power of Attorney (In case Form is signed by professional authorised)

To be digitally signed by

A person named in the articles as a director or manager or secretary of the company

RAJIV TUTEJA

or

An advocate or attorney or pleader or company secretary or chartered accountant (in whole-time practice)

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

Annexure 1 to Appendix 2

List of Subscribers

Sr. No.	Subscriber	No. of Shares
1.	RAJIV TUTEJA S/O HAR BANSH LAL TUTEJA 15A, PREM NAGAR INDORE (M.P.) 452001 BUSINESS AGE: 31 Years	5100

Sr. No.	Subscriber	No. of Shares
2.	RAM LAL TUTEJA S/O HAR BANSH LAL TUTEJA 15A, PREM NAGAR INDORE (M.P.) 452001 BUSINESS AGE: 28 Year	4900

Appendix 3

Specimen of Power of Attorney

We, the several persons who are subscribers to the Memorandum and Articles of Association of **AFS PRIVATE LIMITED** proposed to be registered under the Companies Act, 1956, do hereby severally and jointly authorise **SHRI D.K.JAIN**, Company Secretary in Whole-time Practice of Indore (M.P.), and/or **SHRI SANJAY SHARMA**, Advocate, of Gwalior, whose signatures are attested herein below to represent us in all the documents, Memorandum & Articles of Association, matters filed/to be filed by **AFS PRIVATE LIMITED** to the Registrar of Companies, Madhya Pradesh, Gwalior for the incorporation of the Company and to obtain the Certificate of Incorporation under Companies Act, 1956 and for that purpose also authorised severally to appear in the respective office before the competent authorities and to give any statement, declarations, undertakings, affidavits and to make any corrections, modifications, alterations, deletions, additions in the Memorandum and Articles of Association and any other documents, statements filed or to be filed by the Company before the said authorities and to receive any notice, letter, certificates for and on behalf of the promoters of the Company as may be required under the provisions of the Companies Act, 1956.

We hereby confirm to rectify all the acts done by the above said Power of Attorney holders.

ACCEPTED

**NAME & SIGNATURE OF THE
SUBSCRIBERS OF AFS PRIVATE LIMITED**

D.K. JAIN

1. RAJIV TUTEJA

COMPANY SECRETARY

SANJAY SHARMA

2. RAM LAL TUTEJA

ADVOCATE

Appendix 4

Specimen of e-Form 18

**Notice of situation or change of situation of registered office
[Pursuant to section 146 of the Companies Act, 1956]**

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

1. *This form is for New ☒ Company ☐ Existing Company

2. (a) *Corporate identity number (CIN) of company
or Form 1A reference number

Y10318586

(b) Global location number (GLN) of Company

3. (a) Name of company

AFS PRIVATE LIMITED

(b) Address of the registered office of the company

4. Notice is hereby given that

(a) The address of the registered office of the company with effect from

☐ (DD/MM/YYYY) is

✓

☐ The date of incorporation of the company is

*Address	Line I	15A, PREM NAGAR
	Line II	
*City		INDORE
*District		INDORE
*State		MADHYA PRADESH
*Country		INDIA
*Pin code		452001
*e-mail ID		arpitfinance@yahoo.co.in

(b) The full address of the police station under whose jurisdiction the registered office of the company is situated

*Name		PALASIYA
*Address	Line I	A.B.ROAD
	Line II	NEW PALASIYA
*City		INDORE
*State		MADHYA PRADESH
*Pin code		452001

Attachments

List of attachments

1. Optional attachment(s) - if any

Declaration

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

	I have been authorised by the board of directors' resolution dated* (DD/MM/YYYY) to sign and submit this form.	
----------------------	--	----------------------

☒	I am authorised to sign and submit this form.
-------------------------------------	---

To be digitally signed by

Managing director or director or manager or secretary of the company

RAJIV
TUTEJA

Certificate

It is hereby certified that I have verified the above particulars from the books of account and records of M/s

and found them to be true and correct.

Chartered accountant or cost accountant or company
Secretary (in whole-time practice)

D.K.Jain

For office use only

This e-Form is hereby registered

Digital signature of the authorising officer

Appendix 5

Specimen of e-Form 32

[Pursuant to sections 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Companies Act, 1956]

Particulars of appointment of managing director, directors, manager and secretary and the changes among them or consent of candidate to act as a managing director or director or manager or secretary of a company and/or undertaking to take and pay for qualification shares

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

1. *This form is for ☒ New company ☐ Existing company

2. (a) *Corporate identity number (CIN) of company
or Form 1A reference number

(b) Global location number (GLN) of Company

3. (a) Name of company

(b) Address of the registered office of the company

4. * Number of managing director, directors(s), manager, secretary

(Enter here the total number of managing director, director, manager and secretary for which the form needs to be filed. If the number is more than three, use the Form 32 Addendum for filing the particulars of the other managing director, director(s), manager, secretary)

Particulars of managing director or director(s) or manager or secretary - I

Part I

*Director identification number (DIN) or income-tax permanent account number (PAN) (Please provide DIN in case of director)

Photograph

* Name

☒☐☐

*Appointment

Cessation

Change in designation of director

☒ Father's name

☐ Husband's name

*Nationality

*Designation

DIN of the director to whom the appointee is alternate

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is (DD/MM/YYYY)

*Date of birth

*Date of appointment

Income-tax PAN XXXXXXXXXXXX

Voter's identity card number		Passport number	F1234567
Others (specify)			
Permanent residential address			
* Address	Line I	15A, PREM NAGAR	
	Line II		
*City	INDORE	State	MADHYA PRADESH
*Country	INDIA	* Pin code	452001
Phone	0731-1234567	Fax	0731-1234567
e-mail ID	rejivtuteja@rediffmail.com		

Whether present residential address is same as the permanent residential address

☒ Yes ☐ No

Present residential address			
* Address	Line I	15A, PREM NAGAR	
	Line II		
*City	INDORE	State	MADHYA PRADESH
*Country	IN	*Pin code	452001
Phone	0731-1234567	Fax	0731-1234567
e-mail ID	rejivtuteja@rediffmail.com		

Interest in other entities

*Directorship in other companies If yes, ☐ Yes ☒ No

(1) CIN of company	
Name of the company	
Designation	
(2) CIN of company	
Name of the company	
Designation	
(3) CIN of company	
Name of the company	
Designation	
(4) CIN of company	
Name of the company	
Designation	
(5) CIN of company	
Name of the company	
Designation	
(6) CIN of company	
Name of the company	
Designation	

(7) CIN of company	
Name of the company	
Designation	
(8) CIN of company	
Name of the company	
Designation	
(9) CIN of company	
Name of the company	
Designation	
(10) CIN of company	
Name of the company	
Designation	
(11) CIN of company	
Name of the company	
Designation	
(12) CIN of company	
Name of the company	
Designation	
(13) CIN of company	
Name of the company	
Designation	
(14) CIN of company	
Name of the company	
Designation	
(15) CIN of company	
Name of the company	
Designation	

* Partnership held in partnership firm ☐ Yes ☒ No

If yes,

Name of partnership firm	
Address	Line I
	Line II
City	State
Country	Pin code

* Proprietorship held in proprietorship firm ☐ Yes ☒ No

If yes,

Name of Sole-proprietorship firm

Address

Line I

Line II

City

State

Country

Pin code

PART - II

Hereby confirmed that the above mentioned

☐ Director ☐ Manager ☐ Secretary ☐ Director

is not associated with the company with effect from

(D/MM/YYYY) due to

Particulars of managing director or director(s) or manager or secretary - II

Part I

*Director identification number (DIN) or income-tax permanent account number (PAN) (Please provide DIN in case of director)

XXXXXXXX

Photograph

*Name

RAM LAL TUTEJA

*Name



*Appointment



Cessation



Change in designation of director



Father's name



Husband's name

HARI BANS LAL TUTEJA

*Nationality

IN

*Designation

DIRECTOR

DIN of the director to whom the appointee is alternate

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

*Date of birth

01/01/1975

(DD/MM/YYYY)

*Date of appointment

From incorporation

Income-tax PAN XXXXXXXXXX

Voter's identity card number

Passport number

B1234567

Others (specify)

*Permanent residential address Line I

15A, PREM NAGAR

Line II

*City	INDORE	*State	MADHYA PRADESH
*Country	INDIA	*Pin code	452001
Phone	0731-1234567	Fax	0731-1234567
e-mail ID	rejivtuteja@rediffmail.com		

Whether present residential address is same as the permanent residential address

☒ Yes ☐ No

* Present residential address	Line I	15A, PREM NAGAR	
	Line II		
*City	INDORE	*State	MADHYA PRADESH
*Country	IN	*Pin code	452001
Phone	0731-1234567	Fax	0731-1234567
e-mail ID	rejivtuteja@rediffmail.com		

Interest in other entities

*Directorship in other companies If yes, ☐ Yes ☒ No

(1) CIN of company	
Name of the company	
Designation	
(2) CIN of company	
Name of the company	
Designation	
(3) CIN of company	
Name of the company	
Designation	
(4) CIN of company	
Name of the company	
Designation	
(5) CIN of company	
Name of the company	
Designation	
(6) CIN of company	
Name of the company	
Designation	
(7) CIN of company	
Name of the company	
Designation	
(8) CIN of company	
Name of the company	

Designation	
(9) CIN of company	
Name of the company	
Designation	
(10) CIN of company	
Name of the company	
Designation	
(11) CIN of company	
Name of the company	
Designation	
(12) CIN of company	
Name of the company	
Designation	
(13) CIN of company	
Name of the company	
Designation	
(14) CIN of company	
Name of the company	
Designation	
(15) CIN of company	
Name of the company	
Designation	

* Partnership held in partnership firm ☐ Yes ☒ No

Name of partnership firm	
Address	
Line I	
Line II	

City	State
Country	Pin code

* Proprietorship held in proprietorship firm ☐ Yes ☒ No

If yes,

Name of Sole-proprietorship firm	
Address	
Line I	
Line II	
City	
State	
Country	
Pin code	

PART - II

Hereby confirmed that the above mentioned

- ☐ Director ☐ Manager
☐ Secretary ☐ Director

is not associated with the company with effect from (DD/MM/YYYY) due to

Particulars of managing director or director (s) or manager or secretary -III**Part I**

DIN or income-tax PAN(Please provide DIN in case of director)

*Name

- ☐ *Appointment ☐ Cessation ☐ Change in designation of director
☐ Father's name ☐ Husband's name

*Nationality *Designation

DIN of the director to whom the appointee is alternate

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is
(DD/MM/YYYY) *Date of appointment

*Date of birth
(DD/MM/YYYY)

Income-tax PAN

Voter's identity card number Passport number

Others (specify)

* Permanent residential address Line I

*City State

*Country *Pin code

Phone Fax

e-mail ID

Whether present residential address is same as the permanent residential address

- ☐ Yes ☐ No

* Present residential address Line I

*City State

*Country *Pin code

Phone Fax

Interest in other entities

Directorship in other companies If yes, ☐ Yes ☐ No

(1) CIN of company	
Name of the company	
Designation	
(2) CIN of company	
Name of the company	
Designation	
(3) CIN of company	
Name of the company	
Designation	
(4) CIN of company	
Name of the company	
Designation	
(5) CIN of company	
Name of the company	
Designation	
(6) CIN of company	
Name of the company	
Designation	
(7) CIN of company	
Name of the company	
Designation	
(8) CIN of company	
Name of the company	
Designation	
(9) CIN of company	
Name of the company	
Designation	
(10) CIN of company	
Name of the company	
Designation	
(11) CIN of company	
Name of the company	
Designation	
(12) CIN of company	
Name of the company	

Designation	
(13) CIN of company	
Name of the company	
Designation	
(14) CIN of company	
Name of the company	
Designation	
(15) CIN of company	
Name of the company	
Designation	

* Partnership held in partnership firm ☐ Yes ☐ No

Name of partnership firm		
Address	Line I	
	Line II	
City		State
Country		Pin code

* Proprietorship held in proprietorship firm If yes, ☐ Yes ☐ No

Name of sole proprietorship firm		
Address	Line I	
	Line II	
City		State
Country		Pin code

PART - II

Hereby confirmed that the above mentioned ☐ Director ☐ Manager ☐ Secretary
☐ Managing Director

is not associated with the company with effect from
(DD/MM/YYYY) due to

Verification

- *I confirm that the information given in Part I and II above is true to the best of my knowledge and belief.
- It is also hereby confirmed that the consent of the appointee-managing director, director(s), manager or secretary has been filed as an attachment to this e-Form.

Attachments:

1.	Evidence of payment of stamp duty where qualification shares is involved.	N.A.	
2.	Consent(s) of the appointee managing director, director(s), manager or secretary	Attach	Annexure 1
3.	Declaration regarding qualification shares	N.A.	
4.	Evidence of cessation	N.A.	
5.	Optional attachment(s) - if any	N.A.	

Declaration

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

☐ I have been authorised by the board of directors' resolution dated
(DD/MM/YYYY) to sign and submit this form.

✓☐ I am authorised to sign and submit this form.

To be digitally signed by

Managing director or director or manager or secretary of the company

Certificate

It is hereby certified that I have verified the above particulars and found them to be true and correct.

Chartered accountant or cost accountant or company secretary (in whole-time practice)

For office use only

This e-Form is hereby registered

Digital signature of the authorising officer

Annexure 1 to Appendix 5

Specimen of consent to Act as a Director and Authority to Submit Forms for Incorporation of the Company

I, Ram Lal Tuteja, S/o Shri Harbansh Lal Tuteja R/o 15A, Prem Nagar, Indore (M.P.) 452001, aged about 28 years do hereby accord my consent to act as a director of the Company M/s AFS Pvt. Ltd., being incorporated under the provisions of the Companies Act, 1956.

I further authorise Shri Rajiv Tuteja S/o Shri Harbansh Lal Tuteja R/o 15A, Prem Nagar, Indore (M.P.) 452001, to submit the above said consent and e-Form.1, 18, 32 and Memorandum and Articles together with all details/documents either electronically or through e-Mail or physically with the Registrar of Companies, Madhya Pradesh and Chhatisgarh at Gwalior or some other front offices as may be specified by the Central Government from time to time.

RAM LAL TUTEJA

DIRECTOR/PROMOTER

Annexure 2 to Appendix 5

Specimen of consent to act as a Director of the Company

I, Rajiv Tuteja, S/o Shri Harbansh Lal Tuteja R/o 15A, Prem Nagar, Indore (M.P.) 452001, aged about 31 years do hereby accord my consent to act as a Director of the Company M/s AFS Pvt. Ltd., being incorporated under the provisions of the Companies Act, 1956.

RAJIV TUTEJA

DIRECTOR/PROMOTER