

BROAD CHECKLIST IN RESPECT OF INCORPORATION DOCUMENTS OF NORMAL COMPANY (NON-OPC COMPANY) (Forms INC-7, INC-22 & DIR-12)

[This Checklist is in addition to the Systemic Check List, DH verifies and clicks in the work item]

(I) eForm INC-7 (erstwhile Form 1)

- 1) To open Form INC-1 to see that whether same promoters are continuing in Form INC-7. If anybody is discontinuing at the time of incorporation, whether NOC has come from him.
- 2) Whether Form INC-7 has come in with selected category of ->New Company (Others)->Private->Company Limited by shares-> Indian Non-Government company. If anything else is selected in drop-down, whether MOA/AOA are prepared accordingly.
- 3) Whether temporary address for correspondence is being opted for in Col 3(c) for fifteen days time period after incorporation. If so, Form INC -22 (intimation of registered office to ROC) need not be uploaded at the time of incorporation.
- 4) Whether the Authorised Share Capital, total number, Nominal amount per shares mentioned in Col 4(a) of Form INC-7 tallies the capital clause in para 5 of MOA
- 5) Whether subscribed capital mentioned in Col 4(b) of Form INC-7 tallies with the capital subscribed in the subscription sheet in MOA
- 6) Whether Economic Activity Code in Col 5 of Form INC-7 is matching with the activities mentioned in Main Objects of MOA as per National Industrial Classification-2004. In case of multi-activity main objects with 'Industry', 'Enterprise' as part of company's names etc, whether Economic Activity code is matching with the first clause of Main Objects
- 7) Whether promoters' (subscribers to MOA/AOA) count, names and addresses mentioned in Col 7 of Form INC-7 are matching the details mentioned in the subscription Sheet of MOA.
- 8) **It is to be ensured that all the columns of Para 7 of eForm are duly filled as it contains vital information about the subscribers mandated in Rule 16 of Companies (Incorporation) Rules, 2014**
- 9) **Subscribers' Proof of Identity as mandated in Col 7 and Rule 16:**
 - (a) **Indian Nationals (two documents)**
 - i. **PAN Card (mandatorily to be given) AND**
 - ii. **Any of the of the following**
 - Voter's I Card
 - Passport Copy
 - Driving Licence Copy
 - Aadhar Card
 - (b) **Foreign Nationals and NRIs (one document)**
 - Only Passport Copy
- (9) **Residential Proof as mandated in col 7 and Rule 16:**

A copy of Bank statement, Electricity Bill, Telephone Bill or Mobile Bill of NOT more than 2 months old to be enclosed as residential proof.
- 10) **Whether Declaration by an Advocate/PCA/PCS/PCWA AND a declaration by a Director/Manager/Secretary as named in the Articles are enclosed as per requirement of Section 7(1)(b) in format INC-8 on Rs 20 stamp paper.**
- 11) **Whether Affidavits (can be single or joint) from all subscribers and first directors is enclosed as per requirement of Section 7(1)(c) in format INC-9 on Rs 20 stamp paper duly notarized.**
- 12) **Whether Specimen signatures of subscribers and first directors along with their photograph duly verified by Bankers or Notary in format INC-10 is enclosed.**

II) Memorandum of Association

- 1) In case of company being proposed to be 'Limited by Shares', whether MOA is prepared as per Table A of Schedule I of the Companies Act, with preamble clearly mentioning 'Company Limited by Shares' and 'Incorporated under the Companies Act, 2013' and containing following mandatory clauses (NROLCA) **with numeric numbering**

1 st	Name Clause
2 nd	Registered Office Clause
3 rd	Object Clause (Main and Incidental) [Hereinafter, NO 'Other Objects' to be allowed in the Memorandum of Association]
4 th	Liability Clause
5 th	Capital Clause
6 th	Association Clause

In case of company being 'Limited by Guarantee' or 'Unlimited Company', MOA has to be as per appropriate of Table of Schedule I of Companies Act, 2013.

- 2) Whether name mentioned in the name Clause in MOA and elsewhere in AOA, tally with the name appearing in the Work Item in MCA Portal
- 3) Registered Office Clause/Situation Clause to speak of situation in Karnataka State. Anything beyond that like, their full registered office address, jurisdictional ROC name therein, to be disallowed.
- 4) Main Objects to be vetted by the DH/TA **word by word** keeping following things in mind
- It should be inconsonance with the name wherever company's name contains Indicative word (In case of Industry, Enterprise or Corporation words being part of the name without qualifying activity word, such requirement will not arise)
 - Maximum 5 clauses in 'Main Objects' and 50 Clauses in 'Matters which are necessary for furtherance of main objects' to be allowed. The same can be relaxed where company's authorized share capital is more. However, even 5 main objects shall not be such that as are totally divergent from one another.
 - Architectural Activities, Activities relating to profession of CA, CS, ICWA etc to be disallowed unless NOC is furnished at the time of Incorporation from their respective Governing Body. Further in case Objects containing any illegal activities, or activities like MLM, Chain Marketing activities, Betting etc the same to be brought to the Notice of AO in the Noting.
 - If the Company's main business is finance, housing finance, chit fund, leasing, investments, securities or combination thereof, whether the name contains indicative word of such related financial activities. If not, such objects to be disallowed.
- 5) Under the head 'Matters which are necessary for furtherance of main objects', only activities which are facilitating in nature to be put and hence no independent objects/activities to be allowed therein.
- 6) Whether Subscription Sheet with association clause at the top, is legible and contains the date and place of execution at the bottom. Further prima facie, it should appear that the same is written in own handwritings by subscribers and witness. [Queries like 'Camp at Bangalore', for promoters' address being different should not be raised]. In case witness is not a CA, CS, ICWA or Advocate, duly certified identity/address proof to be insisted for.
- 7) **Recent Photograph of all subscribers to be affixed beside their particulars in the subscription Sheet of MOA/AOA and to be duly scanned.**
- 8) **Under the witness column in Subscription Sheet of MOA and AOA, the witness has also to write following text beside putting his details**
'I witness to subscriber/subscribers(s) who has/have subscribed and signed in my presence (date and place to be given): further I have verified his or their identity details (ID) for their identification and satisfied myself of his/her/their identification as filled in'

- 9) MOA/AOA and other attached documents to be executed on or after the date of approval of the name. Documents executed before the name approval, not to be accepted.
- 10) Where subscriber to MOA is illiterate, he has to affix his thumb impression in the subscription sheet of MOA/AOA and another literate person has to identify the thumb impression and write the subscriber's detail of illiterate person duly authenticating the same by putting his signature. Further such person has to make an endorsement therein that he has read and explained the contents of MOA and AOA to such illiterate person.
- 11) Where subscriber is a Body Corporate (other than LLP), the MOA/AOA shall be signed by Director, Officer or employee of the body corporate duly authorized by a Board Resolution. In case of LLP is a subscriber, MOA/AOA to be signed by a Partner duly authorized by a resolution approved by ALL the partners of LLP. Further in both the above cases, it is to be ensured that the same person does not sign MOA/AOA again in either his individual capacity or represented capacity for some other body corporate.
- Further, it is to be ensured that such Board Resolution specifically gives information about (i) authorization to the said person to subscribe (ii) to make investment in the proposed company (iii) number of shares proposed to be subscribed by the body corporate and (iv) name, address and designation of the person authorized to subscribe the MOA
- Further, when subscriber to a MOA is Foreign Body Corporate, a copy of the Certificate of Incorporation and some documents stating its registered office address also to be insisted for.
- 12) Where the documents of incorporation have been executed outside India :
- (a) Commonwealth Countries: Subscription Sheet of MOA/AOA/Board Resolution to be Notarised in that country.
- (b) Hague Convention Signatory Countries: Subscription Sheet of MOA/AOA/Board Resolution to be Notarised and Apostilised in that country.
- (c) A country not being a Commonwealth Country or Hague Convention Signatory Country: Subscription Sheet of MOA/AOA/Board Resolution to be Notarised and Consularised in that country.
- 13) In case of Foreign National coming to India and executing MOA/AOA, the same can be accepted if he furnishes a copy of VALID BUSINESS VISA to evidence that he was in India on the date of execution of MOA/AOA. However, in case of person of Indian Origin or an Overseas Citizen of India, his routine visa/passport copies can be accepted as a proof and Business Visa need not be insisted for.
- 14) Affidavit or Declaration as per Circular No 11/2013 in respects of acceptance of deposits from all directors/subscribers to be attached.

Articles of Association

1. Verify whether the text '*subject as hereinafter provided in the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 1956 shall apply to the Company*' or appears in Articles. If not, whether whole Table F is adopted as AOA.
2. In case of private company, whether it contains definition as per Section 2(68) of the Companies Act, 2013. In case of public company, specific care to be taken vis-à-vis requirement of Companies Act.
3. In case of public company, shares and debentures to be freely transferable as per Section 58(2) of the 2013 Act and hence no restriction in AOA to be allowed
4. Whether any other clause in Articles contravenes the provisions of the requirement of the Companies Act 1956 and Companies Act 2013.

DIR-12 (erstwhile Form 32)

- 1) Whether number and names of directors in AOA tallies with details mentioned in Form 32
- 2) **Whether Individually signed consent letters is attached to Form DIR-12 as per Section 152(5), no matter whether company is private or public.**

INC 22 (erstwhile Form 18)

- (1) This Form is optional and will come to ROC only when "NO" is clicked in Col 3(c) of INC-7 i.e., company proposes to have a registered office address from the date of incorporation.
- (2) DH/TA to read the address mentioned in Form 18 and satisfy himself/herself as to whether same is complete or not. Certain address which prima facie sound like of Government Owned is not to be allowed e.g, address located in some PWD Colony, Kendriya Vihar etc.
- (3) In col 4(b) radio button selected can be any of the following:
 - a. **In case property is owned by the company-** This situation will not arise in case of Incorporation Documents and will apply only in case of registered company preferring change of registered office address
 - b. **In case property is owned by director and not taken on lease by the company-**
 - i. Proof of registered office address as any one of the following documents (i) Property Tax Receipt (ii) Electricity Bill (iii) Water Bill (iv) copy of registered sale deed (v) or any other document from revenue authorities of State Government to be insisted for, as the same will establish that director is owner of the property.
 - ii. An NOC in plain paper duly signed by the director to be furnished. No lease agreement to be insisted for.
 - c. **In case property is taken on lease by the company**
 - i. Proof of registered office address as any one of the following documents (i) Property Tax Receipt (ii) Electricity Bill (iii) Water Bill (iv) copy of registered sale deed (v) or any other document from revenue authorities of State Government to be insisted for as the same will establish who is the owner of the property.
 - ii. A copy of the lease agreement with between owner and company (under Incorporation) to be furnished. No separate NOC from owner to be insisted for.
 - d. **In case property owned by any other entity/ Person (Not taken on lease by company)**
 - i. Proof of registered office address as any one of the following documents (i) Property Tax Receipt (ii) Electricity Bill (iii) Water Bill (iv) copy of registered sale deed (v) or any other document from revenue authorities of State Government to be insisted for as the same will establish who is the owner of the property.
 - ii. An NOC in plain paper duly signed by the owner or head of the entity or Board of the entity to be furnished. No lease agreement to be insisted for.
- (4) At times the address mentioned in the above proof of registered office may not match completely with the address mentioned in form 18. In such case additional/collateral address proof even from private agencies (like telephone bill, gas bill) can be accepted.

13 MANDATORY ATTACHMENTS FOR INCORPORATION OF COMPANY UNDER CA 2013

[i.e., A Company with subscribers being Individuals residing in India without any entrenchment in Articles and choosing to have registered office from the date of incorporation]

FORM INC-7

- (1) MOA
- (2) AOA
- (3) Declaration in INC-8 from Advocate/PCA/PCS/PCWA
- (4) Declaration in INC-8 from Director/Manager/Secretary
- (5) Affidavit in INC-9
- (6) Specimen Signature in INC-10
- (7) PAN as Proof of Identity for subscribers
- (8) Any of another prescribed document as Proof of Identity for subscribers
- (9) Proof of Residential Address for subscribers
- (10) Affidavit or Declaration in respects of acceptance of deposits

FORM DIR-22

- (11) Consent letters from first directors

FORM INC-22

- (12) Proof of registered office address
- (13) NOC or Lease Agreement

ADDITIONAL ATTACHMENTS

(A) WITH ENTRENCHED ARTICLES

- (14) Relevant portion Entrenchment Articles

(B) INDIAN BODY CORPORATE (INCLUDING LLP) AS SUBSCRIBER

- (15) Board Resolution

(C) FOREIGN BODY CORPORATE (INCLUDING LLP) AS SUBSCRIBER

- (16) 'Notarised' / 'Notarised & Appostilised' / 'Notarised & Consularised' Board Resolution
- (17) A copy of the Certificate of Incorporation
- (18) Some documents stating its registered office address (If above Board Resolution discloses the same, separate documents will not be insisted for)

(D) FOREIGN NATIONAL AS SUBSCRIBER

- (19) Passport Copy as Proof of Identity for subscribers (So in case of Foreign National only one document will come as attachment)
- (20) Business VISA evidencing that he was in India on the date of execution (In case of person of Indian Origin or an Overseas Citizen of India, his routine visa/passport copies can be accepted as a proof)

(E) ACTIVITIES MANDATING PRIOR APPROVAL FROM OTHER REGULATORS

- (21) A copy of such approval letter

(F) CHANGE IN PROMOTER IN INC-7 VIS-A-VIS INC-1

- (22) Consent letter from the person(s) whose name is(are) getting dropped (Provided at least one promoter mentioned in INC-1 should continue)