

Instruction Kit for eForm URC-1
(Application by a company for registration under section 366)

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About this Document

The Instruction Kit has been prepared to help you file eForms with ease. This documents provides references to law(s) governing the eForms, instructions to fill the eForm at field level and common instructions to fill all eForms. The document also includes important points to be noted for successful submission.

User is advised to refer instruction kit specifically prepared for each eForm.

This document is divided into following sections:

[Part I – Laws Governing the eForm](#)

[Part II – Instructions to fill the eForm](#)

[Part III – Important Points for Successful Submission](#)

Click on any section link to refer to the section.

Part I – Law(s) Governing the eForm

Section and Rule Number(s)

eForm URC-1 is required to be filed pursuant to Section 366 of the Companies Act, 2013 and Rule 3(2) of the Companies (Authorised to Registered) Rules, 2014 which are reproduced for your reference.

Section 366:

(1) For the purposes of this Part, the word “company” includes any partnership firm, limited liability partnership, cooperative society, society or any other business entity formed under any other law for the time being in force which applies for registration under this Part.

(2) With the exceptions and subject to the provisions contained in this section, any company formed, whether before or after the commencement of this Act, in pursuance of any Act of Parliament other than this Act or of any other law for the time being in force or being otherwise duly constituted according to law, and consisting of seven or more members, may at any time register under this Act as an unlimited company, or as a company limited by shares, or as a company limited by guarantee, in such manner as may be prescribed and the registration shall not be invalid by reason only that it has taken place with a view to the company’s being wound up:

Provided that—

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- (i) A company registered under the Indian Companies Act, 1882 or under the Indian Companies Act, 1913 or the Companies Act, 1956, shall not register in pursuance of this section;
 - (ii) a company having the liability of its members limited by any Act of Parliament other than this Act or by any other law for the time being enforce, shall not register in pursuance of this section as an unlimited company or as a company limited by guarantee;
 - (iii) a company shall be registered in pursuance of this section as a company limited by shares only if it has a permanent paid-up or nominal share capital of fixed amount divided into shares, also of fixed amount, or held and transferable as stock, or divided and held partly in the one way and partly in the other, and formed on the principle of having for its members the holders of those shares or that stock, and no other persons;
 - (iv) a company shall not register in pursuance of this section without the assent of a majority of such of its members as are present in person, or where proxies are allowed, by proxy, at a general meeting summoned for the purpose;
 - (v) where a company not having the liability of its members limited by any Act of Parliament or any other law for the time being in force is about to register as a limited company, the majority required to assent as aforesaid shall consist of not less than three-fourths of the members present in person, or where proxies are allowed, by proxy, at the meeting;
 - (vi) where a company is about to register as a company limited by guarantee, the assent to its being so registered shall be accompanied by a resolution declaring that each member undertakes to contribute to the assets of the company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.
- (3) In computing any majority required for the purposes of sub-section (1), when a poll is demanded, regard shall be had to the number of votes to which each member is entitled according to the regulations of the company.

Rule 3(2)

(1) For the purposes of sub-section (2) of section 366, the provision of Chapter II relating to incorporation of a company and matters incidental thereto shall be applicable mutatis mutandis for such registration:

Provided that there shall be seven or more members for the purposes of registration of a company under this sub-rule.

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(2) A company after obtaining availability of name in terms of the provisions of section 4 of the Act, shall attach the required documents and information to the Registrar along with Form No. URC-1 in the following manner, namely:-

(i) For registration as a company limited by shares:

- (a) A list showing the names, addresses, and occupations of all persons named therein with details of shares held by them (including shares held as cash or other than cash separately) respectively, distinguishing, in cases where the shares are numbered, each share by its number, who on a day, not being more than six clear days before the day of seeking registration, were partners of the Partnership Firm or Limited Liability Partnership;
- (b) A list showing the particulars of persons proposed as the first directors of the company, their names, including surnames or family names, the DIN , residential addresses and their interests in other firms or bodies corporate along with their consent to act as directors of the company;
- (c) An affidavit from each of the persons proposed as the first directors, that he is not disqualified to be a director under sub section (1) of section 164 and that all the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of his knowledge and belief;
- (d) A list containing the names and addresses of the Partners of the Partnership Firm or Limited Liability Partnership Firm.
- (e) a copy of any Act of Parliament or other Indian law, deed of partnership, Bye laws or other instrument constituting or regulating the company and duly verified in the manner provided in Rule 7;
- (f) A statement specifying the following particulars:—
 - (i) The nominal share capital of the company and the number of shares into which it is divided;
 - (ii) The number of shares taken and the amount paid on each share;
 - (iii) The name of the company, with the addition of the word " Limited" or "Private Limited" as the case may require, as the last word or words thereof;
- (g) Written consent or No Objection Certificate from all the secured creditors of the applicant.
- (h) Written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for registration under this part.

(ii) For registration as a company limited by guarantee or as an unlimited company:

- (a) a list showing the names, addresses and occupations of all persons, who on a day, not being more than six clear days before the day of seeking registration, were members of the company with proof of membership;
- (b) A list showing the particulars of persons proposed as the first directors of the company, their names, including surnames or family names, the DIN, residential addresses and their interests in other firms or bodies corporate along with their consent to act as directors of the company;

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- (c) An affidavit from each of the first directors, that he is not disqualified to be a director under sub section (1) of section 164 and that all the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of his knowledge and belief;
- (d) A list containing the names and addresses of the Partners of the Partnership Firm or Limited Liability Partnership Firm
- (e) a copy of any Act of Parliament or other Indian law, deed of partnership, bye-laws or other instrument constituting or regulating the company duly verified in the manner provided in Rule 7;
- (f) in the case of a company intended to be registered as a company limited by guarantee, a copy of the resolution declaring the amount of the guarantee.
- (g) Written consent or No Objection Certificate from all the secured creditors of the applicant.
- (h) Written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for registration under this part.

(3) An affidavit, duly notarized, from all the members or partners providing that in the event of registration as a company under Part I of Chapter XXI of the Companies Act, 2013, necessary documents or papers shall be submitted to the registering or other authority with which the company was earlier registered, for its dissolution as partnership firm or limited liability partnership.

(4) The list of members and directors and any other particulars relating to the company required to be delivered to the Registrar shall be duly verified by the declaration of any two or more directors of the company or Designated Partner of the Limited Liability Partnership or two partners of a partnership firm.

Purpose of the eForm

Any partnership firm, limited liability partnership, cooperative society, society or any other business entity formed under any other law for the time being in force consisting of seven or more members, may at any time register itself under Companies Act, 2013 as a Part I Company. For this purpose, eForm URC-1 shall be filed along with eForm INC-7.

eForm Number as per Companies Act, 1956

Form 37, form 39 of the Companies Act, 1956.

Part II – Instructions to fill the eForm

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Specific Instructions to fill the eForm URC-1 at Field Level

Instructions to fill the eForm are tabulated below at field level. Only important fields that require detailed instructions to be filled in eForm are explained. Self-explanatory fields are not discussed.

S. No/ Section Name	Field Name	Instructions	
<p>Note: The entity has to get the name reservation by applying in eForm INC-1 and file this eForm along with INC-7 within 60 days from the date of filing eForm INC-1.</p> <p>Please ensure that secured creditors have given their consent have given their consent for registration under this Part.</p> <p>Also ensure that prior to filing this eForm, a notice in newspaper about registration under this Part, one in English and in vernacular language seeking objections must be published. A copy of such notice is to be filed along with this eForm. The entity should address such objections, if any suitably.</p> <p>The entity after registration shall submit all necessary documents to registering authority for dissolution as the existing entity under relevant law.</p>			
1	(a)	SRN of form INC-1	Enter the approved SRN of eForm INC-1 filed for reservation of name.
		Prefill Button	On clicking the Pre-fill button, system will automatically display name of the proposed company 2(d) and the category of proposed company 3(a).
	(b)	Registration number (if any)	Enter registration number of the existing entity.
2	(a) & (b)	Type & name of entity	Select type of entity from the drop down values and in case others selected, specify the entity in description box. Enter the name of the entity.
2	(c)	Number of members in the entity.....	Enter the number of members in the entity as on the date of application. The number should be greater than or equal to 7.
4	(a) & (b)	Date & description of the instrument constituting the entity	Enter the date of the instrument and its description through which the existing company or joint stock company has been constituted.
7		Date of general meeting passing the resolution assenting to registration with limited liability	Enter the date of general meeting where resolution has been passed by members authorizing registration with limited liability.

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11		Whether entity has any secured debt outstanding as on the date of application	Select whether YES or NO, if the entity has any secured debt outstanding as on the date of application.
		Mention the total outstanding amount	Enter the total amount of secured debt outstanding of the entity. And consent/NOC of all such creditors must have been obtained for registration.
Declaration		I	Enter person's full name and select one of the options from the drop-down values – Director / Manager / Company Secretary.
To be digitally signed by		Designation	It shall be auto filled as selected in declaration.
		DSC	<ul style="list-style-type: none"> • Ensure the eForm is digitally signed by the person is authorized by board of directors to sign the eForm.
		Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary	<ul style="list-style-type: none"> • In case the person digitally signing the eForm is a Director - Enter the approved DIN. • In case the person digitally signing the eForm is Manager - Enter approved DIN or valid income-tax PAN. • In case the person digitally signing the eForm is Company Secretary - Enter valid membership number.
Attachments		<p>The following attachments are mandatory:</p> <ol style="list-style-type: none"> 1. Particulars of members/partners along with the details of shares held by them 2. Declaration of two or more directors verifying the particulars of all members/partners 3. Affidavit from all the members/partners for dissolution of the entity 4. Copy of the instrument constituting or regulating the entity 5. Copy of certificate of registration of the entity 6. Copy of Newspaper advertisement 7. Certificate from a CA/CS/CWA certifying the compliance with all the provisions of Stamp Act, to the extent applicable <p>Conditional:</p> <ol style="list-style-type: none"> 8. Consent of majority of members is mandatory to be attached in case company is limited by shares or Unlimited company. 	

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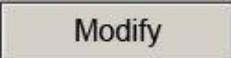

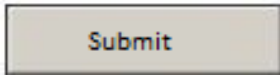
	<p>9. Consent of at least three-fourth of members agreeing for registration under this part is mandatory to be attached in case company is limited by guarantee.</p> <p>10. No objection certificate from the concerned Registrar of Firms or Registrar of Companies (LLP) is mandatory to be attached in case type of entity is Firms/ LLP.</p> <p>11. No objection certificate/Consent given by secured creditors is mandatory to be attached in case of any secured debt outstanding as on the date of application.</p> <p>13. Copy of the resolution declaring the amount of guarantee is mandatory in case company is limited by guarantee.</p> <ul style="list-style-type: none"> • Statement of accounts of the company, prepared not later than 6 days preceding the date of application duly certified by auditor, if applicable. • Any other information can be provided as an optional attachment(s).
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Common Instructions to fill eForm

Buttons	Particulars
Pre-Fill 	<p>The Pre-fill button can appear more than once in an eForm. The button appears next to a field that can be automatically filled using the MCA database. Click this button to populate the field.</p> <p>Note: You are required to be connected to the Internet to use the Pre-fill functionality.</p>
Attach 	<p>Click this document to browse and select a document that needs to be attached to the eForm. All the attachments should be scanned in pdf format. You have to click the attach button corresponding to the document you are making an attachment.</p> <p>In case you wish to attach any other document, please click the optional attach button.</p>

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Buttons	Particulars
Check Form 	<ol style="list-style-type: none"> 1. Click the Check Form button after, filling the eForm. System performs form level validation like checking if all mandatory fields are filled. System displays the errors and provides you an opportunity to correct errors. 2. Correct the highlighted errors. 3. Click the Check Form button again and system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”. <p>Note: The Check Form functionality does not require Internet connectivity.</p>
Modify 	<p>The Modify button is enabled, after you have checked the eForm using the Check Form button.</p> <p>To make changes to the filled and checked form:</p> <ol style="list-style-type: none"> 1. Click the Modify button. 2. Make the changes to the filled eForm. 3. Click the Check Form button to check the eForm again.
Pre scrutiny 	<ol style="list-style-type: none"> 1. After checking the eForm, click the Prescrutiny button. System performs some checks and displays errors, if any. 2. Correct the errors. 3. Click the Prescrutiny button again. If there are no errors, a message is displayed “No errors found.”
Submit 	<p>This button is disabled at present.</p>

Part III - Important Points for Successful Submission

Fee Rules

S. No	Purpose of the form	Normal Fee	Additional Fee (Delay Fee)	Logic for Additional Fees	Remarks

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				Event Date	Time limit(days) for filing	
1.	Application for registration under section 366	The Companies (Registration Offices and Fees) Rules, 2014	#N/A	#N/A	60 days from date of application of Form 2.1	In case 60 days expired from the date of application of Form 2.1, this form cannot be filed

Fees payable is subject to changes in pursuance of the Act or any rule or regulation made or notification issued thereunder.

Processing Type

The eForm will be processed by the office of Registrar of Companies (Non STP).

SRN Generation

On successful submission of the eForm URC-1, SRN will be generated and shown to the user which will be used for future correspondence with MCA.

Challan Generation

On successful submission of the eForm URC-1, challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the eForm has been filed.

Email

When an eForm is completely processed by the authority concerned, an acknowledgement of the same, if any is sent to the user in the form of an email to the email id of the company.

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[Annexure A](#)

The Companies (Registration Offices and Fees) Rules, 2014

Nominal Share Capital	Fee applicable
Less than 1,00,000	Rupees 200
1,00,000 to 4,99,999	Rupees 300
5,00,000 to 24,99,999	Rupees 400
25,00,000 to 99,99,999	Rupees 500
1,00,00,000 or more	Rupees 600

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