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ABOUT THIS DOCUMENT

This Instruction Kit is designed as a step by step guide to assist the user in filling up the webform. This document provides references to law(s) governing the webform, guidelines to access the application, instructions to fill the webform at field level and important check points while filling up the webform along with other instructions to fill the webform.

User is advised to refer to the respective instruction kit for filing of webform.

This document is divided into following sections:



Part I – Law(s) governing the webform



Part II– Accessing the Form No. PAS-2 application



Part III – Instructions to fill the webform



Part IV – Key points for successful submission

Click on any section link to refer to the particular section.

1 PART I – LAW(S) GOVERNING THE WEBFORM

Pursuant to Section **31(2)** of The Companies Act, 2013 read with Rule **10** of The Companies (Prospectus and Allotment of Securities) Rules, 2014.

1.1 Purpose of the webform

The Company Act requires that any Company having share capital shall file an information memorandum in Form No. PAS-2 with RoC within one month prior to the issue of a second or subsequent offer of securities under the shelf-prospectus. This webform aims to simplify the process of filing of information memorandum by company to Registrar of Companies (RoC) prior to allotment of shares or securities.

1.2 Important Check Points while filling up the webform

- ✓ *Please read instructions and guidelines carefully before filling online application forms.*
- ✓ *Please attach the required mandatory supporting documents in the specified format only.*
- ✓ *Please ensure that applicant of the webform is registered as Business user at the MCA portal before filing the webform.*
- ✓ *Please note that the company for which the webform is being filed shall be registered with MCA and shall have a valid CIN.*
- ✓ *Please ensure that the DSC attached in the webform is registered on MCA portal against the DIN/PAN/ Membership number as provided in the form.*
- ✓ *Please ensure the authorized signatories of the company shall have an approved DIN or valid PAN or valid Membership number as applicable.*
- ✓ *Please ensure the person (s) signing the form shall have valid and non-expired / revoked DSC.*
- ✓ *Please note that the company shall have already issued shelf prospectus and the reference details of the shelf prospectus should be available.*
- ✓ *Please ensure that the Membership number and/or certificate of practice number of the professional certifying the form is a valid membership/certificate of practice number as existing in the database for that respective category of the professional and further they should not be debarred.*
- ✓ *Please note that the CIN shall belong to a public company against which no other webform PAS-2 is pending for approval.*
- ✓ *If the space within any of the fields is not sufficient to provide all the information, then additional details can be provided as an optional attachment to the webform.*
- ✓ *Please check for any alerts that are generated using the “Notifications and alerts” function under the ‘My Workspace’ page in the FO user dashboard on the MCA website.*

2 PART II – ACCESSING THE FORM NO. PAS-2 APPLICATION

2.1 Application Process for Form No. PAS-2

2.1.1 Initial Submission

2.1.1.1 Option 1

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials¹

STEP 3: Select “MCA services” and further select “E-Filing”

STEP 4: Select “Company Forms Download”

STEP 5: Navigate to the header “Intimation regarding allotment of securities”

STEP 5: Access “Filing of information memorandum”

STEP 6: Enter company information²

STEP 7: Search CIN using the search option (optional)³

STEP 8: Select CIN from the dropdown option (optional)⁴

STEP 9: Fill up the application

STEP 10: Save the webform as a draft (optional)⁵

STEP 11: Submit the webform

STEP 12: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA.)

STEP 13: Affix the DSC

STEP 14: Upload the DSC affixed pdf document on MCA portal

STEP 15: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the form + 2 days, whichever is earlier, the SRN will be cancelled)

STEP 16: Acknowledgement is generated

2.1.1.2 Option 2

STEP 1: Access MCA homepage

STEP 2: Access PAS-2 through search bar on MCA homepage (website search)⁶

STEP 3: Login to MCA portal with valid credentials

STEP 4: Enter company Information²

STEP 5: Search CIN using the search option (optional)³

STEP 6: Select CIN from the dropdown option (optional)⁴

STEP 7: Fill up the application

¹ In case Option 1 is selected, the user will have an option to either login immediately after accessing the MCA homepage, or login after selecting “Filing of information memorandum” in case the user is not already logged in.

² In case the user filling the webform is a company user then, CIN and company name will be auto-populated based on the user id from which the user logs in.

³ In case the user filling the webform is a Professional user, a search option will be provided on the page allowing the user to search for the CIN basis the name of the company.

⁴ In case the user filing the webform is any other business user, a dropdown option containing a list of all the CINs’ and corresponding company name for companies where the user is associated shall be displayed.

⁵ The option to save the webform as a draft shall be enabled once the user enters CIN.

⁶ In case Option 2 is selected, the user will have an option to either login immediately after accessing the MCA homepage or login after performing the website search

STEP 8: Save the webform as a draft (optional)^s

STEP 9: Submit the webform

STEP 10: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA.)

STEP 11: Affix the DSC

STEP 12: Upload the DSC affixed pdf document on MCA portal

STEP 13: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the form + 2 days, whichever is earlier, the SRN will be cancelled)

STEP 14: Acknowledgement is generated

3 PART III – INSTRUCTIONS TO FILL THE WEBFORM

3.1 Specific Instructions to fill Form No. PAS-2 at Field Level

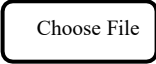


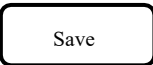
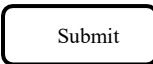
Instructions to fill 'PAS-2' are tabulated below at field level. Only important fields that require detailed instructions are explained. Self-explanatory fields are not explained.

| Field No | Field Name | Instructions |
|----------|---|--|
| 1 (a) | Corporate Identity Number (CIN) | <ul style="list-style-type: none"> i. In case of company users, CIN of company shall be pre-filled based on the user id. ii. In case of professional users, a search option shall be provided to search the CIN basis the company name. either full name of the company or partial name can be used to search the company. iii. In case of other business users, a dropdown option is provided containing the list of CIN with which the user is associated. iv. Please ensure that the CIN entered shall be an active and valid CIN of a public company having share capital. |
| 1 (b) | Name of the company | These fields shall be <i>prefilled</i> based on the CIN entered in field number 1 i.e. "Corporate Identity Number" and shall be non-editable. |
| 1 (c) | Address of the registered office of the company | |
| 1 (d) | Email ID of the company | |
| 2 (b) | Date of filing with Registrar (DD/MM/YYYY) | |
| 2 (c) | Date of issue (DD/MM/YYYY) | Date entered in this field shall be less than or equal to system date and shall be equal to or greater than the date entered in field number 2 (a) i.e. "Date of filing with Registrar". |
| 3 | Details of securities being offered | |
| | Total Number of securities Offered under the Shelf Prospectus | Value entered in this field shall be equal to or greater than the sum of 'No. of securities' allotted prior to the present offer and offered under the present offer |
| | Face value per security (in Rs.) | Value entered in these fields shall be greater than zero. |
| | Premium per security (in Rs.) | |
| 5 | Change in financial position of the company – (Pre-Allotment and Post-Allotment) | |
| | Equity share capital | i. Value entered in these fields shall be equal to greater than zero. |
| | Preference share capital | ii. Value in 'Post allotment' should be equal to or greater than present structure as entered in the same row under column 'Pre Allotment'. |

Instruction Kit for Form No. PAS-2
(Filing of information memorandum)

| Field No | Field Name | Instructions |
|----------|---|---|
| | Reserve and surplus | Value entered in these fields shall be equal to or greater than zero. |
| | Secured debts | |
| | Unsecured debts | |
| | Attachments | All the attachments shall be either in pdf or .jpg format. The size of each individual attachment can be up to 2MB. |
| (a) | Optional attachment(s) - if any | <ul style="list-style-type: none"> i. This field can be used to provide any other information. ii. Please note that the user has an option to upload up to five optional attachments. |
| | To be digitally signed by Designation | Select the relevant option from the dropdown list - Director/ Manager/ Company Secretary/ CEO/ CFO |
| | 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"> i. In case the person digitally signing the webform is a Director - Enter the approved DIN ii. In case the person digitally signing the webform is Manager, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) - Enter approved DIN or valid income-tax PAN iii. In case the person digitally signing the webform is Company Secretary - Enter valid membership number. |
| | Certificate by practicing professional | |
| | To be digitally signed by: | <ul style="list-style-type: none"> i. The webform shall be certified by a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice) or company secretary (in whole-time practice) by digitally signing the webform. |
| | Whether associate or fellow | <ul style="list-style-type: none"> ii. Select the relevant category of the professional and whether he/ she is an associate or fellow. |
| | Membership Number | <ul style="list-style-type: none"> iii. In case the practicing professional is a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice), enter the membership number. |
| | Certificate of practice number | <ul style="list-style-type: none"> iv. In case the practicing professional is a company secretary (in whole-time practice), enter the certificate of practice number. v. Please ensure that the membership/ certificate of practice number of the professional corresponds to the 'Associate' or 'Fellow' member category selected in the webform. |

3.2 Other instructions to fill Form No. PAS-2

| Buttons | Particulars |
|---|--|
|  | <ul style="list-style-type: none"> i. Click the ‘Choose File’ button to browse and select a document that is required to be attached as a supporting to Form No. PAS-2 ii. This is an optional field. iii. All the attachments should be uploaded in <i>pdf or .jpg format</i>. The total size of the document being submitted can be up to 10 MB. iv. The user has an option to attach multiple files as attachments within the form. |
|  | <p>The user has an option to remove files from the attachment section using the “Remove” option provided against each attachment.</p> |
|  | <p>The user has an option to download the attached file(s) using the “Download” option provided against each attachment.</p> |
|  | <ul style="list-style-type: none"> i. Click on Save button for saving the application in a draft form at any given point in time prior to submitting the webform. ii. This is an optional field and the ‘Save’ option will be enabled only after entering the <i>CIN</i>. iii. On saving the webform, all the information filled in the webform will be saved and can be edited/updated till the time webform is submitted. iv. The previously saved drafts can also be accessed (at a later point in time) using the application history functionality. |
|  | <ul style="list-style-type: none"> i. This is a mandatory field. ii. When the user clicks on the submit button the details filled in the webform are auto saved and the system verifies all the webform, in case errors are detected the user will be taken back to webform and all the relevant error messages shall be displayed. iii. In case at the submission of webform no errors are detected by the system the submission will be successful. |

4 PART IV – KEY POINTS FOR SUCCESSFUL SUBMISSION

4.1 Fee rules

| S# | Purpose of webform | Normal Fee | Additional (Delay Fee) | Logic for Additional Fees | |
|----|------------------------|--|------------------------|--|---|
| | | | | Event Date | Time limit (days) for filing |
| 1 | Information memorandum | Fee specified in The Companies (Registration of offices and fees) Rules, 2014 Refer Table 1 below | Refer Table 2 below | Issue of second or subsequent offer of securities under a shelf prospectus | Not less than 1 month prior to the date of issue of second or subsequent offer of securities under a shelf prospectus |

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

4.1.1 The Companies (Registration of offices and fees) Rules, 2014

Table 1 – Normal fee

In case of company having share capital

| S# | Nominal Share Capital (INR) | Normal Fee applicable (INR) |
|----|-----------------------------|-----------------------------|
| 1 | Less than 1,00,000 | 200 |
| 2 | 1,00,000 to 4,99,999 | 300 |
| 3 | 5,00,000 to 24,99,999 | 400 |
| 4 | 25,00,000 to 99,99,999 | 500 |
| 5 | 100,00,000 or more | 600 |

In case of company not having share capital

Fee applicable (INR)

200 per document

Table 2

Additional Fees in case of delay in filing of forms

| S# | Period of delay | Additional fee payable for Small LLPs (in INR) |
|----|--------------------------------------|--|
| 1 | Up to 30 days | 2 times of normal fees |
| 2 | More than 30 days and up to 60 days | 4 times of normal fees |
| 3 | More than 60 days and up to 90 days | 6 times of normal fees |
| 4 | More than 90 days and up to 180 days | 10 times of normal fees |
| 5 | More than 180 days | 12 times of normal fees |

4.2 Processing Type

Form No. PAS-2 shall be processed in STP mode and shall be taken on record through electronic mode without any further processing. Ensure that all particulars in the form are correct. There is no provision for resubmission of this webform.

4.3 Useful Links

1. Link to access Form No. PAS-2 : <https://www.mca.gov.in/MinistryV2/companyformsdownload.html>
2. FAQs related to e-filing: <https://www.mca.gov.in/MinistryV2/efiling.html>
3. Payment and Fee related Services: <https://www.mca.gov.in/MinistryV2/paymentservices.html>