



Instruction Kit for eForm INC-27

(Conversion of public company into private company or private company into public company
or Conversion of Unlimited Liability Company into Limited Liability Company)

Table of Contents

About this Document	2
Part I – Law(s) Governing the eForm	2
Purpose of the eForm	4
eForm Number as per Companies Act, 1956.....	4
Part II – Instructions to fill the eForm	5
Specific Instructions to fill the eForm INC-27 at Field Level	5
Common Instructions to fill eForm.....	9
Part III - Important Points for Successful Submission	11
Fee Rules.....	11
Processing Type	11
SRN Generation	11
Challan Generation	11
Email	12
Certificate.....	12
Annexure A.....	13

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

About this Document

The Instruction Kit has been prepared to help you file eForms with ease. This document 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

eForm INC-27 is required to be filed pursuant to section 14 and 18 of the Companies Act, 2013 and rule 33 and 37 of Companies (Incorporation) Rules, 2014 which are reproduced for your reference:

Section 14:

(1) Subject to the provisions of this Act and the conditions contained in its memorandum, if any, a company may, by a special resolution, alter its articles including alterations having the effect of conversion of—

(a) A private company into a public company; or (b)

A public company into a private company:

Provided that where a company being a private company alters its articles in such a manner that they no longer include the restrictions and limitations which are required to be included in the articles of a private company under this Act, the company shall, as from the date of such alteration, cease to be a private company:

Provided further that any alteration having the effect of conversion of a public company into a private company shall not take effect except with the approval of the Tribunal which shall make such order as it may deem fit.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

- (2) Every alteration of the articles under this section and a copy of the order of the Tribunal approving the alteration as per sub-section (1) shall be filed with the Registrar, together with a printed copy of the altered articles, within a period of fifteen days in such manner as may be prescribed, who shall register the same.
- (3) Any alteration of the articles registered under sub-section (2) shall, subject to the provisions of this Act, be valid as if it were originally in the articles.

Section 18

- (1) A company of any class registered under this Act may convert itself as a company of other class under this Act by alteration of memorandum and articles of the company in accordance with the provisions of this Chapter.
- (2) Where the conversion is required to be done under this section, the Registrar shall on an application made by the company, after satisfying himself that the provisions of this Chapter applicable for registration of companies have been complied with, close the former registration of the company and after registering the documents referred to in sub-section (1), issue a certificate of incorporation in the same manner as its first registration.
- (3) The registration of a company under this section shall not affect any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the company before conversion and such debts, liabilities, obligations and contracts may be enforced in the manner as if such registration had not been done.

Rule 33:

- (1) For **effecting the** conversion of a private company into a public company or vice versa, the application shall be filed in **Form No. INC-27** with fee.
- (2) A copy of order of the competent authority approving the alteration, shall be filed with the Registrar in **Form No. INC-27** with fee together with the printed copy of the altered articles within fifteen days of the receipt of the order from the Central Government.

Explanation - For the purposes of this sub-rule, the term “competent authority” means, the Central Government.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

Rule 37: Conversion of unlimited Liability Company into a Limited Liability company by shares or guarantee

(1) Without prejudice to any other provision in the Companies Act for effecting the conversion of an unlimited liability company with or without share capital into Limited Liability Company by shares or guarantee, such a company shall pass a special resolution in a general meeting and thereafter, an application shall be filed in Form No. INC-27 in the manner provided in sub-rules (2) and (3).

Purpose of the eForm

For the purpose of conversion from private to public company, a private company is required to pass special resolution and file an intimation in Form INC-27. A Public company can also get converted into a private company by filing Form INC-27 subject to passing the special resolution and approval of the competent authority. Further, an unlimited liability company can also convert itself into limited liability company by filing form INC-27 subject to fulfillment of other requirements as notified.

eForm Number as per Companies Act, 1956

Form 1B of Companies Act, 1956.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

Part II – Instructions to fill the eForm

Specific Instructions to fill the eForm INC-27 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>Please use Internet Explorer version 9 or above and Adobe Reader 11 for filing this form.</p>			
2		Corporate Identity Number (CIN) of the company	<p>Enter the valid Corporate Identity number (CIN) of the company.</p> <p>You can find CIN by entering existing registration number or name of the company by using the ‘Find CIN’ service under the menu MCA services on the MCA website.</p> <p>In case 'Conversion of private company into public company' the CIN shall be of private company.</p> <p>In case 'Conversion of public company to private company' the CIN shall be of a public company.</p> <p>In case ‘Conversion of Unlimited Liability Company into Limited Liability Company’ the CIN shall be of an unlimited company.</p>
		Prefill Button	<p>Click the “Pre-fill” button. On clicking the prefill button, system will automatically display name, registered office address, email ID of the company.</p> <p>In case there is any change in the email ID, enter the new valid email ID.</p>
4		Reason(s) for Conversion	Describe the reason for conversion.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

S. No/ Section	Name	Field Name	Instructions
5		Particulars of filing Form MGT-14 with Registrar of Companies	Enter particulars of eForm MGT-14 filed for registration of resolution. Ensure that altered Memorandum and articles of association is filed as an attachment to eForm MGT-14, as applicable
7	(a)	Name of the company at the time of incorporation(to be displayed in the certificate)	In case of companies incorporated in MCA21 system, system will automatically display the name of the company at the time of incorporation. In all other cases, this will have to be entered. Ensure that the name entered is correct as the same shall be displayed in the certificate to be issued by the RoC office after approval of this eForm.
7	(b)	Category of the company after conversion	Mandatory to be selected in case of conversion of Unlimited liability company to Limited Liability Company. Make sure that correct option is selected.
8	(a) to (c)	Details of members present at the meeting where the decision of conversion was taken and number of shares held by them	Enter the details of number of members and number of shares held by them. In case of companies not having share capital, zero may be entered as number of shares held.
Attachments			<ul style="list-style-type: none"> • It is mandatory to attach Minutes of the member's meeting where approval was given for conversion and alteration of the articles of association. • It is mandatory to attach Copy of Special Resolution • It is mandatory to attach Copy of Altered Articles of Association; • It is mandatory to attach Copy of Altered Memorandum of Association in case of conversion of Unlimited Liability Company to Limited Liability Company. • It is mandatory to attach Declaration of all Directors as per Rule 37(3)(e) and Rule 37(3)(g) in case of conversion of Unlimited Liability Company to Limited Liability Company. • It is mandatory to attach complete list of creditors and debenture holders in case of conversion of Unlimited Liability Company to Limited Liability Company.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

S. No/ Section	Field Name Name	Instructions
		<ul style="list-style-type: none"> • It is mandatory to attach Declaration of Solvency in case of conversion of Unlimited Liability Company to Limited Liability Company. • It is mandatory to attach Declaration regarding no complaints as per Rule 37(4) in case of conversion of Unlimited Liability Company to Limited Liability Company. • It is mandatory to attach Copy of Statutory Auditors Certificate in case of conversion of Unlimited Liability Company to Limited Liability Company. • It is mandatory to attach Copy of Newspaper publication in case of conversion of Unlimited Liability Company to Limited Liability Company. • It is mandatory to attach order of competent authority in case of conversion from public company to private company. • It is also mandatory to attach certified copy of order for condonation of delay in case form is filed after the prescribed due date; <p>Other information if any can be provided as an optional attachment(s).</p>
Declaration	Enter the serial number and date of board resolution authorizing the signatory to sign and submit the eForm. Select one of the practicing professionals (Chartered Accountant/ Company Secretary/ Cost Accountant/ Advocate) who is engaged in certification of the form. This is mandatory and applicable in case of conversion of Unlimited Liability Company to Limited Liability Company. Also enter valid membership number and certificate of practice number of the practicing professionals.	
To be digitally signed by	Designation	Select one of the option from the drop-down list: Director / Manager / Company Secretary / CEO / CFO.
	DSC	Ensure the eForm is digitally signed by the person is authorized by board resolution to sign the form.
	Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the	<ul style="list-style-type: none"> • In case the person digitally signing the eForm is a Director - Enter the approved DIN

Instruction Kit for eForm INC-27

(Conversion of public company into private company or private company into public company
or Conversion of Unlimited Liability Company into Limited Liability Company)

S. No/ Section	Name	Field Name	Instructions
		Company Secretary	<ul style="list-style-type: none">• In case of Manager, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) - Enter valid income-tax PAN• In case of Company Secretary - Enter valid membership number.

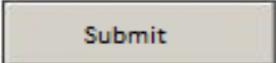
(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

Common Instructions to fill eForm

Buttons	Particulars
<p>Pre-Fill</p> 	<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.</p> <p>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>
<p>Attach</p> 	<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>
<p>Remove Attachment</p> 	<p>You can view the attachments added to the eForm in the List of attachment field.</p> <p>To remove any attachment from the eForm, select the attachment in the List of attachment field and click the Remove attachment button.</p>
<p>Check Form</p> 	<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>
<p>Modify</p> 	<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.

Instruction Kit for eForm INC-27

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

Buttons	Particulars
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.” <p>The Prescrutiny functionality requires Internet Connectivity. Please attach signatures before clicking on Prescrutiny.</p>
Submit 	This button is disabled at present.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

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
				Event Date	Time limit(days) for filing	
1.	Conversion of private company into public company	The Companies (Registration offices and fees) Rules, 2014		Date of passing the special resolution	15 days	
2.	Conversion of public company into private company			Date of receiving the order	30 days	
3.	Conversion of Unlimited Liability Company into Limited Liability Company			Date of passing the special resolution	60 days	

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). On processing of the eForm the details will be saved with MCA.

SRN Generation

On successful submission of the eForm INC-27, SRN will be generated and shown to you.

Challan Generation

On successful submission of the eForm INC-27, 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.



Instruction Kit for eForm INC-27

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

Email

When an eForm is registered by the authority concerned, an acknowledgement of the same is sent to the user in the form of an email at the end of the day to the email id of the company.

Certificate

Fresh Certificate of incorporation consequent upon conversion from public company to private company or vice versa or conversion of Unlimited Liability Company into Limited Liability Company is generated and sent to the user as an attachment to the email.

(Conversion of public company into private company or private company into public company or Conversion of Unlimited Liability Company into Limited Liability Company)

Annexure A

The Companies (Registration offices and Fees) Rules, 2014

1. Fee for filing e-Forms or documents in case of company have share capital

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

2. Fee for filing e-Forms or documents in case of company not have share capital

Fee applicable
Rupees 200 per document

Additional fee rules

Period of delays	All forms
Up to 30 days	2 times of normal fees
More than 30 days and up to 60 days	4 times of normal fees
More than 60 days and up to 90 days	6 times of normal fees
More than 90 days and up to 180 days	10 times of normal fees
More than 180 days	12 times of normal fees

[Back](#)