

(Conversion of public company into private company or private company into public company)

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## 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.

This document is divided into following sections:

[Part I – Law 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 INC-27 is required to be filed pursuant to section 14 of the Companies Act, 2013 and rule 33 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.

(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

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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.

**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.

**Purpose of the eForm**

Whenever an existing company needs to change its status from private to public or vice versa, it shall be required to file this eForm. For the purpose of conversion from private company to public company, a private company is required to pass special resolution and file an intimation of its conversion in eForm INC-27. A Public company can also get itself converted into a private company by filing eForm INC-27 subject to passing of the special resolution and approval of the competent authority.

**EForm Number as per Companies Act 1956**

Form 1B of Companies Act, 1956.

**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
2	Corporate Identity Number (CIN) of the company	Enter the valid Corporate Identity number (CIN) of the company. You can find CIN by entering existing registration number or name of the company by using the ‘Find



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S. No/ Section Name	Field Name	Instructions
		CIN' service under the menu MCA services on the MCA website.
	Prefill Button	Click the “ <b>Pre-fill</b> ” button. On clicking the prefill button, system will automatically display name, registered office address, email ID of the company. In case there is any change in the email ID, enter the new valid email ID.
4	Reason(s) for Conversion	Describe the reason for conversion.
5	Particulars of filing Form MGT-14 with Registrar of Companies	Enter particulars of eForm MG-.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	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.
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.
<b>To be digitally signed by</b>	Designation	Select one of the option from the drop-down list – Director / Manager / Company Secretary / CEO / CFO.
	DSC	<ul style="list-style-type: none"> <li>Ensure the eForm is digitally signed by the person is authorized by board resolution to sign the form.</li> </ul>
	Director identification number of the director; or DIN or PAN of the manager	<ul style="list-style-type: none"> <li>In case the person digitally signing the eForm is a Director - Enter the approved DIN</li> </ul>




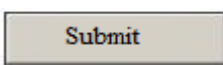
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S. No/ Section Name	Field Name	Instructions
	or CEO or CFO; or Membership number of the Company Secretary	<ul style="list-style-type: none"> <li>In case the person digitally signing the eForm is Manager, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) - Enter approved DIN or valid income-tax PAN</li> <li>In case the person digitally signing the eForm is Company Secretary - Enter valid membership number.</li> </ul>
<b>Attachments</b>	<ul style="list-style-type: none"> <li>It is mandatory to attach Minutes of the member's meeting where approval was given for conversion and altered articles of association.</li> <li>It is mandatory to attach order of competent authority in case of conversion from public company to private company</li> <li>It is also mandatory to attach certified copy of order for condonation of delay in case it is filed after due date of filing;</li> </ul> <p>Other information if any can be provided as an optional attachment(s).</p>	

Common Instructions to fill eForm

Buttons	Particulars
Pre-Fill 	<p>The <b>Pre-fill</b> 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><b>Note:</b> 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
<p>Check Form</p> 	<ol style="list-style-type: none"> <li>1. Click the <b>Check Form</b> 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.</li> <li>2. Correct the highlighted errors.</li> <li>3. Click the <b>Check Form</b> button again and. system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”.</li> </ol> <p><b>Note:</b> 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 <b>Check Form</b> button.</p> <p>To make changes to the filled and checked form:</p> <ol style="list-style-type: none"> <li>1. Click the <b>Modify</b> button.</li> <li>2. Make the changes to the filled eForm.</li> <li>3. Click the <b>Check Form</b> button to check the eForm again.</li> </ol>
<p>Pre scrutiny</p> 	<ol style="list-style-type: none"> <li>1. After checking the eForm, click the <b>Prescrutiny</b> button. System performs some checks and displays errors, if any.</li> <li>2. Correct the errors.</li> <li>3. Click the <b>Prescrutiny</b> button again. If there are no errors, a message is displayed “No errors found.”</li> </ol> <p>The <b>Prescrutiny</b> functionality requires Internet Connectivity.</p>
<p>Submit</p> 	<p>This button is disabled by default.</p>

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### 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		<a href="#">The Companies (Fee for filings with Registrar of Companies) Rules, 2014</a>	Date of passing the special resolution	15 days	
2.	Conversion of public company into private company			Date of receiving the order of Competent authority	15 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.

#### 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.

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### Email

When an eForm is approved/rejected by the authority concerned, an acknowledgement of approval/rejection with related documents, if any 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 is generated and sent to the user as an attachment to the email.



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## Annexure A

### The Companies (Fee for filings with Registrar of Companies) Rules, 2014

#### Fees (In case of Company having share capital)

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

#### Fee (in case of company not having share capital)

Rupees 200

#### Additional fee rules

Period of delays	
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

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