

## Instruction Kit for 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 web form with ease. This document provides references to law(s) governing the web forms, instructions to fill the web form at field level and common instructions to fill all web forms. The document also includes important points to be noted for successful submission.

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

This document is divided into following sections:

[Part I – Laws Governing the web form](#)

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

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

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

### Part I – Law(s) Governing the web form

#### Section and Rule Number(s)

Web form 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 Register) 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 two 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—

- (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;

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(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.

(vii) a company with less than seven members shall register as a private company.

(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**

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

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

Provided further that a company with less than seven members shall register as a private company.

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(2) A company shall attach and provide the required documents and information to the Registrar along with Form No. URC. 1 in the following manner, namely:-

(a) In case of an application by a Limited Liability Partnership or firm for registration as a company limited by shares -

(i) a list showing the names, addresses, and occupations of all persons named therein as partners with details of shares held by them respectively, showing separately shares allotted for consideration in cash and for consideration other than cash along-with the source of consideration and 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 Limited Liability Partnership or firm as the case may be;

(ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith Director Identification Number (DIN), passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;

(iii) in case of a firm, deed of partnership, bye-laws or other instrument constituting or regulating the firm and in case the deed of partnership was revised at any time in the past, copies of the principal and all subsequent deeds including the latest deed, along with the certificate of the registration issued by the Registrar of Firms, in case the firm is registered;

(iv) written consent or No Objection Certificate from all the secured creditors of the applicant;

(v) written consent, from the majority of members whether present in person or by proxy at a general meeting, agreeing for such registration;

(vi) an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899) as applicable;

(vii) a copy of the latest income tax return of the Limited Liability Partnership or firm, as the case may be.

(b) In case of an application by a Limited Liability Partnership or firm for registration as a company limited by guarantee or as an unlimited company-

(i) 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 partners of the Limited Liability Partnership or firm, as the case may be with proof of membership;

(ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;

(iii) in case of a firm, deed of partnership, bye laws or other instrument constituting or regulating the company and in case the deed of partnership was revised at any time in the past, copies of the principal and all subsequent deeds including the latest deed, along with the certificate of the registration issued by the Registrar of Firms, in case the firm is registered;

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- (iv) 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 guarantee;
- (v) written consent or No Objection Certificate from all the secured creditors of the applicant;
- (vi) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration;
- (vii) an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899), as applicable;
- (viii) a copy of the latest income tax return of the Limited Liability Partnership or firm, as the case may be.

(c) In case of an application by a society for registration as a company limited by guarantee under section 8-

- (i) 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 society with proof of membership;
- (ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firms or bodies corporate along with their consent to act as directors of the company;
- (iii) a list containing the names and addresses of the members of the governing body of the society;
- (iv) a certified copy of the certificate of registration of the society;
- (v) written consent or No Objection Certificate from all the secured creditors of the applicant;
- (vi) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing for such registration, and the resolution shall also provide for declaration of the amount of guarantee;
- (vii) an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899) as applicable;
- (viii) a copy of the latest income tax return of the society;
- (ix) details of the objects of the company alongwith a declaration from all the members that the restrictions and prohibitions as mentioned in clause (b) and clause (c) of sub-section (1) of section 8 of the Act shall be complied.

(d) In case of an application by a trust for registration as a company limited by guarantee under section 8-

- (i) 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 trustees of the trust with proof thereof;
- (ii) a list showing the particulars of persons proposed as the first directors of the company, alongwith DIN, passport number, if any, with expiry date, residential addresses and their interests in other firm or body corporate along with their consent to act as directors of the company;

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- (iii) a certified copy of the certificate of registration of the trust and the trust deed;
- (iv) written consent or No Objection Certificate from all the secured creditors of the applicant;
- (v) written consent from the majority of members whether present in person or by proxy at a general meeting agreeing or such registration, and the resolution shall also provide for declaration of the amount of guarantee;
- (vi) an undertaking that the proposed directors shall comply with the requirements of the Indian Stamp Act, 1899 (2 of 1899) as applicable;
- (vii) a copy of the latest income tax return of the trust;
- (viii) details of the objects of the company alongwith a declaration from all the members that the restrictions and prohibitions as mentioned in clause (b) and clause (c) of sub-section (1) of section 8 of the Act shall be complied.

### Purpose of the Web form

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

### eForm Number as per Companies Act, 1956

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

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### Part II – Instructions to fill the web form

#### Specific Instructions to fill the web form URC-1 at Field Level

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

S. No/ Section Name	Field Name	Instructions	
<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 web form, 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 web form. 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)	Type of Company	Type of company shall be pre-filled based on data entered in SPICe+ Part A.
2	(a)	Type of existing entity	Select type of existing entity from the drop down values.
2	(b)	LLPIN/Registration Number	In case 'Type of company' is Part I LLP to company, LLPIN shall be pre-filled based on data entered in SPICe+ Part A. In case 'Type of company' is other than 'Part I LLP to company', enter registration number of the existing entity.
2	(c)	Name of the existing entity	In case 'Type of company' is 'Part I LLP to company', Name of LLP shall be pre-filled based on the LLPIN. Else, name shall be entered.
2	(d)	Address of the existing entity	In case 'Type of company' is 'Part I LLP to company', address of LLP shall be pre-filled based on the LLPIN. Else, address shall be entered.

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2	(e)	Email id of the existing entity	In case 'Type of company' is 'Part I LLP to company', email ID of LLP shall be pre-filled based on the LLPIN. Else, email ID shall be entered.
2	(f)	Number of members in the existing entity as on the date of application	Enter the number of members in the existing entity as on the date of application. The number should be greater than or equal to 2.
2	(g)	Name of the proposed company	Name shall pre-filled based on data entered in SPICe+ Part A.
3	(a)	Category of the proposed company	Category shall be prefilled based on data entered in SPICe+ Part A.
4	(a) & (b)	Date & description of the instrument constituting the existing entity	In case 'Type of company' is 'Part I LLP to company', date shall be pre-filled based on the LLPIN. Else enter the date of the instrument and its description through which the existing entity 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.
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.
<b>Declaration</b>		I	Enter the full name of the director authorized to sign the form.
<b>To be digitally signed by</b>	Designation		It shall be auto filled as selected in declaration.
	DSC		<ul style="list-style-type: none"> <li>Ensure the eForm is digitally signed by the person who is authorized by board of directors to sign the eForm.</li> </ul>
	DIN/DPIN or PAN of the director		<ul style="list-style-type: none"> <li>Enter DIN/DPIN in case any of the proposed directors have a valid DIN/DPIN.</li> <li>In case none of the proposed directors have a valid DIN/DPIN, enter a valid PAN of the director.</li> </ul>



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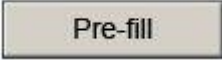


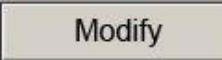
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<b>Attachments</b>	<p>The following attachments are <b>mandatory</b>:</p> <ol style="list-style-type: none"> <li>1. Particulars of members/partners along with the details of shares held by them, if any.</li> <li>2. Declaration of two or more directors verifying the particulars of all members/partners.</li> <li>3. Affidavit from all the members/partners for dissolution of the entity.</li> <li>4. Copy of the instrument constituting or regulating the entity.</li> <li>5. Copy of Newspaper advertisement.</li> <li>6. Certificate from a CA/CS/CWA certifying the compliance with all the provisions of Stamp Act, to the extent applicable.</li> <li>7. Undertaking by the proposed directors for compliance with requirements of Indian Stamp Act, 1899</li> <li>8. A copy of latest Income Tax Return of the firm</li> </ol> <p><b>Conditional:</b></p> <ol style="list-style-type: none"> <li>9. Copy of certificate of registration of the entity shall be mandatory to be attached in case Type of company is ‘Part I Section 8 company’ or ‘Part I LLP to company’.</li> <li>10. Consent of majority of members is mandatory to be attached in case company is limited by shares or Unlimited company</li> <li>11. 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.</li> <li>12. No objection certificate from the concerned Registrar of Firms or Registrar of Companies (LLP) is mandatory to be attached in case type of company is ‘Part I Firm to company’/ ‘Part I LLP to company’.</li> <li>13. 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.</li> <li>14. Copy of the resolution declaring the amount of guarantee is mandatory in case company is limited by guarantee.</li> <li>15. Declaration from all the members regarding compliance as per section 8(1)(b) and section 8(1)(c) of the Act and detailed objects of the company shall be mandatory in case Type of company is ‘Part I Section 8 company’.</li> </ol> <p><b>Optional Attachments:</b></p> <ul style="list-style-type: none"> <li>• Statement of accounts of the existing entity, prepared not later than 15 days preceding the date of application duly certified by auditor, if applicable.</li> <li>• Any other information can be provided as an optional attachment(s).</li> </ul>
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### Common Instructions to fill Web form

Buttons	Particulars
Pre-Fill 	<p>The <b>Pre-fill</b> button can appear more than once in an web form. 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 web form. 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>
Check Form 	<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>
Modify 	<p>The Modify button is enabled, after you have checked the web form 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 web form.</li> <li>3. Click the <b>Check Form</b> button to check the eForm again.</li> </ol>

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Buttons	Particulars
<p>Pre scrutiny</p> 	<ol style="list-style-type: none"> <li>1. After checking the web form, 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>PDF conversion</p> <p>Download</p> 	<p>Once <b>URC-1</b> is filled completely with all relevant details, the same would then have to be converted into pdf format for affixing DSCs. Thereafter digitally signed PDF application can be uploaded along with <b>SPICE+</b> form as per the normal process.</p> <p>Changes/modifications to <b>URC-1</b> (even after generating pdf and affixing DSCs), can be made up to <b>five times</b> by editing the same web form application which has been saved, generating the updated pdf, affixing DSCs and uploading the same.</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.	Application for registration under section 366	<a href="#">The Companies (Registration Offices and Fees) Rules, 2014</a>	#N/A	#N/A	20 days from date of approval of SPICe+ Part A	In case 20 days expired from the date of approval of SPICe+ Part A, 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 filed as linked form with SPICe+ and will be processed by the office of Registrar of Companies (Non STP).

#### 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.