



**Instruction Kit for eForm RD-1**  
(Form for filing application to Central Government (Regional Director))

## Table of Contents

<b>About this Document .....</b>	<b>2</b>
<b>Part I – Law(s) Governing the eForm.....</b>	<b>2</b>
Section and Rule Number(s) .....	2
Purpose of the eForm .....	2
eForm Number as per Companies Act, 1956 .....	2
<b>Part II – Instructions to fill the eForm .....</b>	<b>2</b>
Specific Instructions to fill the eForm RD-1 at Field Level.....	2
Common Instructions to fill eForm.....	5
<b>Part III - Important Points for Successful Submission .....</b>	<b>7</b>
Fee Rules .....	7
Processing Type .....	7
SRN Generation .....	7
Challan Generation.....	7
Email .....	7
Annexure A .....	8
Annexure B .....	13

## Instruction Kit for eForm RD-1 (Form for filing application to Central Government (Regional Director))

### **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**

#### Section and Rule Number(s)

eForm RD-1 is required to be filed pursuant to Section 16 of the Companies Act, 2013 and Rule 40 and Rule 41 of the Companies (Incorporation) Rules, 2014

#### Purpose of the eForm

A company can seek approval from Regional Director by filing application in eForm RD-1 for certain mentioned purposes under Companies Act, 2013.

#### eForm Number as per Companies Act, 1956

Form 24A as per Companies Act, 1956.

### **Part II – Instructions to fill the eForm**

#### Specific Instructions to fill the eForm RD-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.

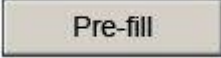



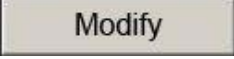

### Instruction Kit for eForm RD-1

(Form for filing application to Central Government (Regional Director))

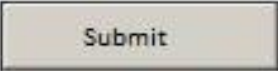
S. No/ Section Name		Field Name	Instructions
1	(a)	Corporate identity number (CIN)	Enter the Corporate identity number (CIN) of the company. You may find CIN by entering existing registration number or name of the company in the 'Find CIN' service under the menu MCA services on the MCA website.
2	(a) & (b)	Pre-fill button	Click the <b>Pre-fill</b> button. On clicking the button, system shall automatically display the name and registered office address of the company.
3, 4		Please indicate the purpose of the application If others, then specify	Select the purpose of filing the application and if 'others' has been selected as purpose of application then specify the details.
5	(a) & (b)	CIN of company.....of name is being made	Field 5 (a), (b) are applicable only if option for rectification of name has been selected in field 3. On entering the CIN against which the application is being made, the name of such company shall be Pre-filled.
6		Details as to whether a company registered under Section 8 of the Act	Select whether the company is a company registered under Section 8 of the Companies Act 2013 in case the form is filed for 'Conversion of Public company into a Private company'.
7	(a)	The date of board meeting at..... Articles was Approved	Enter the details of date of board meeting, in case form is filed for 'Change in financial year' or 'Conversion of Public company into Private company'
7	(b), (c) & (d)	b)Date of Passing resolution c)SRN of Form MGT-14 d) Date of Filing of Form MGT-14	Enter the details of date of passing special resolution, SRN and Date of filing form MGT-14 in case form is filed for 'Conversion of Public company into Private company'
8		Details of application	Describe justification and other relevant facts of the application made.
<b>To be digitally signed by</b>		Declaration	Enter the number and date of board resolution wherein person giving declaration is authorized by the board of directors of the company.

S. No/ Section Name	Field Name	Instructions
	DSC & Designation	<p>Ensure the form is digitally signed either by the Director or Managing Director or Manager or CEO or CFO or Company Secretary.</p> <p>The person should have registered his/her DSC with MCA by using the following link (<a href="http://www.mca.gov.in">www.mca.gov.in</a>). If not already register, then please register before signing this form.</p> <p>Disqualified Director should not sign the form.</p>
	Director identification number of the director or Managing Director; or DIN or PAN of the Manager/CEO/CFO; or Membership Number of the Company Secretary	<p>In case the person digitally signing the eForm is a Director - Enter the approved DIN.</p> <p>In case the person digitally signing the eForm is a CEO or CFO or manager- Enter the PAN.</p> <p>In case the person digitally signing the eForm is a Company Secretary - Enter the membership number of the secretary</p>
<b>Attachments</b>		<ul style="list-style-type: none"> <li>• Statement of the grounds on which the application is made – Mandatory always</li> <li>• Copy of board resolution – Mandatory in case form is filed for ‘Change in financial year’</li> <li>• Copy of special resolution - Mandatory in case form is filed for ‘Conversion of Public company into a Private company’</li> <li>• Copy of advertisement - Mandatory in case form is filed for ‘Conversion of Public company into a Private company’</li> <li>• List of creditors and debenture holders - Mandatory in case form is filed for ‘Conversion of Public company into a Private company’</li> <li>• Declaration by KMP on compliance of section 2(68) - Mandatory in case form is filed for ‘Conversion of Public company into a Private company’</li> <li>• Other declarations - Mandatory in case form is filed for ‘Conversion of Public company into a Private company’</li> <li>• Optional attachment(s)- if any</li> </ul>

Common Instructions to fill eForm

Buttons	Particulars
<p>Pre-Fill</p> 	<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>
<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 <b>List of attachment</b> field.</p> <p>To remove any attachment from the eForm, select the attachment in the <b>List of attachment</b> field and click the <b>Remove attachment</b> button.</p>
<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> </ol>

Instruction Kit for eForm RD-1  
(Form for filing application to Central Government (Regional Director))

Buttons	Particulars
	3. Click the <b>Prescrutiny</b> button again. If there are no errors, a message is displayed “No errors found.”  The <b>Prescrutiny</b> functionality requires Internet Connectivity.
Submit 	This button is disabled at present.

**Instruction Kit for eForm RD-1**  
(Form for filing application to Central Government (Regional Director))

### 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.	Form for filing application to Central Government (Regional Director)	<a href="#">The Companies (Registration of offices and fees) Rules, 2014 Annexure B</a>	#N/A	#N/A	#N/A	

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 Regional Director (Non STP).

#### SRN Generation

On successful submission of the eForm RD-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 RD-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 processed by the authority concerned, an acknowledgement of the same is sent to the user in the form of an email to the email id of the company/applicant.

**Instruction Kit for eForm RD-1**  
(Form for filing application to Central Government (Regional Director))

**Annexure A**

**Section 16:**

- (1) If, through inadvertence or otherwise, a company on its first registration or on its registration by a new name, is registered by a name which,—
- (a) in the opinion of the Central Government, is identical with or too nearly resembles the name by which a company in existence had been previously registered, whether under this Act or any previous company law, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of three months from the issue of such direction, after adopting an ordinary resolution for the purpose;
  - (b) on an application by a registered proprietor of a trade mark that the name is identical with or too nearly resembles to a registered trade mark of such proprietor under the Trade Marks Act, 1999, made to the Central Government within three years of incorporation or registration or change of name of the company, whether under this Act or any previous company law, in the opinion of the Central Government, is identical with or too nearly resembles to an existing trade mark, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of six months from the issue of such direction, after adopting an ordinary resolution for the purpose.
- (2) Where a company changes its name or obtains a new name under sub-section (1), it shall within a period of fifteen days from the date of such change, give notice of the change to the Registrar along with the order of the Central Government, who shall carry out necessary changes in the certificate of incorporation and the memorandum.
- (3) If a company makes default in complying with any direction given under sub-section (1), the company shall be punishable with fine of one thousand rupees for every day during which the default continues and every officer who is in default shall be punishable with fine which shall not be less than five thousand rupees but which may extend to one lakh rupees.



**Rule 40: Application under sub-section (41) of section 2 for change in financial year**

(1) The application for approval of concerned Regional Director under sub-section (41) of section 2 , shall be filed in e-Form No.RD-1 along with the fee as provided in the Companies Registration Offices and Fees) Rules, 2014 and shall be accompanied by the following documents, namely:-

(a) grounds and reasons for the application;

(b) a copy of the minutes of the board meeting at which the resolution authorising such change was passed, giving details of the number of votes cast in favour and or against the resolution;

(c) Power of Attorney or Memorandum of Appearance, as the case may be;

(d) details of any previous application made within last five years for change in financial year and outcome thereof along with copy of order.

(2) Where the Regional Director on examining the application, referred to in sub-rule (1), finds it necessary to call for further information or finds such application to be defective or incomplete in any respect, he shall give intimation of such information called for or defects or incompleteness, on the last intimated e-mail address of the person or the company, which has filed such application, directing the person or the company to furnish such information, or to rectify defects or incompleteness and to re-submit such application within a period of fifteen days, in e-Form No. RD-GNL-5.

Provided that a maximum of two re-submissions shall be allowed.

(3) (a) In case where such further information called for has not been provided or the defects or incompleteness has not been rectified to the satisfaction of the Regional Director within the period allowed under sub-rule (2), the Regional Director shall reject the application with reasons within thirty days from the date of filing application or within thirty days from the date of last re-submission made as the case may be.

(b) In case where the application is found to be in order, Regional Director shall allow and convey the order within thirty days from the date of application or within thirty days from the date of last re-submission, as the case may be.

(c) where no order for approval or re-submission or rejection has been explicitly made by the Regional Director within the stipulated time of thirty days, it shall be deemed that the application stands approved and an approval order shall be automatically issued to the applicant.

(4) The order conveyed by the Regional Director shall be filed by the company with the Registrar in Form No.INC-28 within thirty days from the date of receipt of the order along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

**Rule 41: Application under section 14 for conversion of public company into private company.**

(1) An application under the second proviso to sub-section (1) of section 14 for the conversion of a public company into a private company, shall, within sixty days from the date of passing of special resolution, be filed with Regional Director in e-Form No. RD-1 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 and shall be accompanied by the following documents, namely:-

- (a) a draft copy of Memorandum of Association and Articles of Association , with proposed alterations including the alterations pursuant to sub-section (68) of section 2;
- (b) a copy of the minutes of the general meeting at which the special resolution authorising such alteration was passed together with details of votes cast in favour and or against with names of dissenters;
- (c) a copy of Board resolution or Power of Attorney dated not earlier than thirty days, as the case may be, authorising to file application for such conversion;
- (d) declaration by a key managerial personnel that pursuant to the provisions of sub-section (68) of section 2, the company limits the number of its members to two hundred and also stating that no deposit has been accepted by the company in violation of the Act and rules made thereunder;
- (e) declaration by a key managerial personnel that there has been no non-compliance of sections 73 to 76A, 177, 178, 185,186 and 188 of the Act and rules made thereunder;
- (f) declaration by a key managerial personnel that no resolution is pending to be filed in terms of sub-section (3) of section 179 and also stating that the company was never listed in any of the Regional Stock Exchanges and if was so listed, all necessary procedures were complied with in full for complete delisting of the shares in accordance with the applicable rules and regulations laid down by Securities Exchange Board of India:

Provided that in case of such companies where no key managerial personnel is required to be appointed, the aforesaid declarations shall be filed any of the director.

(2) Every application filed under sub-rule (1) shall set out the following particulars, namely:-

- (a) the date of the Board meeting at which the proposal for alteration of Memorandum and Articles was approved;
- (b) the date of the general meeting at which the proposed alteration was approved;
- (c) reason for conversion into a private company, effect of such conversion on shareholders, creditors, debenture holders, deposit holders and other related parties;
- (d) details of any conversion made within last five years and outcome thereof along with copy of order;
- (e) details as to whether the company is registered under section 8.

(3) There shall be attached to the application, a list of creditors, debenture holders, drawn up to the latest practicable date preceding the date of filing of application by not more than thirty days, setting forth the following details, namely:-

- (a) the names and address of every creditor and debenture holder of the company;
- (b) the nature and respective amounts due to them in respect of debts, claims or liabilities;
- (c) in respect of any contingent or unascertained debt, the value, so far as can be justly estimated of such debt:

Provided that the company shall file an affidavit, signed by the Company Secretary of the company, if

any, and not less than two directors of the company, one of whom shall be managing director, where there is one, to the effect that they have made a full enquiry into affairs of the company and, having done so, have formed an opinion that the list of creditors and debenture holders is correct, and that the estimated value as given in the list of the debts or claims payable on contingency or not ascertained are proper estimates of the values of such debts and claims that there are no other debts, or claims against, the company to their knowledge.

(4) A duly authenticated copy of the list of creditors and debenture holders shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect, and take extracts from the same on payment of ten rupees per page to the company.

(5) The company shall, atleast twenty-one days before the date of filing of the application\_

(a) advertise in the Form No.INC.25A, in a vernacular newspaper in the principal vernacular language in the district and in English language in an English newspaper, widely circulated in the State in which the registered office of the company is situated;

(b) serve, by registered post with acknowledgement due, individual notice on each debenture holder and creditor of the company; and

(c) serve, by registered post with acknowledgement due, a notice to the Regional Director and Registrar and to the regulatory body, if the company is regulated under any law for the time being in force.

(6) (a) Where no objection has been received from any person in response to the advertisement or notice referred to in sub-rule (5) and the application is complete in all respects, the same may be put up for orders without hearing and the concerned Regional Director shall pass an order approving the application within thirty days from the date of receipt of the application.

(b) Where the Regional Director on examining the application finds it necessary to call for further information or finds such application to be defective or incomplete in any respect, he shall within thirty days from the date of receipt of the application, give intimation of such information called for or defects or incompleteness, on the last intimated e-mail address of the person or the company, which has filed such application, directing the person or the company to furnish such information, to rectify defects or incompleteness and to re-submit such application within a period of fifteen days in e-Form No. RD-GNL-5:

Provided that maximum of two re-submissions shall be allowed.

(c) In cases where such further information called for has not been provided or the defects or incompleteness has not been rectified to the satisfaction of the Regional Director within the period allowed under sub- rule (6), the Regional Director shall reject the application with reasons within thirty days from the date of filing application or within thirty days from the date of last re-submission made, as the case may be.

(d) Where no order for approval or re-submission or rejection has been explicitly made by the Regional Director within the stipulated period of thirty days, it shall be deemed that the application stands approved and an approval order shall be automatically issued to the applicant.

(9) (i) Where an objection has been received or Regional Director on examining the application has specific objection under the provisions of Act, the same shall be recorded in writing and the Regional Director shall hold a hearing or hearings within a period thirty days , as required and direct the company to file an affidavit to record the consensus reached at the hearing, upon executing which, the Regional Director shall pass an order either approving or rejecting

the application along with reasons within thirty days from the date of hearing, failing which it shall be

deemed that application has been approved and approval order shall be automatically issued to the applicant.

(ii) In case where no consensus is received for conversion within sixty days of filing the application while hearing or otherwise, the Regional Director shall reject the application within stipulated period of sixty days:

Provided that the conversion shall not be allowed if any inquiry, inspection or investigation has been initiated against the company or any prosecution is pending against the company under the Act.

(10) On completion of such inquiry, inspection or investigation as a consequence of which no prosecution is envisaged or no prosecution is pending, conversion shall be allowed.

(11) The order conveyed by the Regional Director shall be filed by the company with the Registrar in Form No.INC-28 within fifteen days from the date of receipt of approval along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.”.

## Annexure B

	<b>Application made</b>	<b>Other than OPC &amp; Small company</b>	<b>OPC &amp; Small company</b>
(i)	By a company having an authorized share capital of: a) Up to Rupees 25,00,000 b) Above Rupees 25,00,000 but up to Rupees 50,00,000 c) Above Rupees 50,00,000 but up to Rupees 5,00,00,000 d) Above Rupees 5,00,00,000 but up to Rupees 10 crore or more e) Above Rupees 10 crore	2,000 5,000 10,000 15,000 20,000	1,000 2,500
(ii)	By a company limited by guarantee but not having a share capital	2,000	
(iii)	By a company having a valid license issued under section 8 of the Act (Section 8 Company)	2,000	

[Back](#)