



PROCEDURE FOR SHIFTING OF REGISTERED OFFICE OF COMPANY



BACKGROUND

The purpose of this presentation is to highlight the brief procedure for Shifting of Registered Office of the Company as per the relevant provisions of Companies Act, 2013, rules and regulations made thereunder and other statutory laws.



BACKGROUND

In the event where a Company proposes to either shift its Registered Office within the same city, or from one state to the other or from jurisdiction of one Registrar of Companies (“ROC”) to another within the same state.

Thus in such scenarios there is a provision under Companies Act, 2013 to undertake such shifting of Registered Office from one place to another.

THE VARIOUS MODES OF SHIFTING OF REGISTERED OFFICE OF THE COMPANY

Shifting of Registered office within the same city, town or village

In case the Registered office of the Company is shifted within the same city, town or village, then in such cases, approval of the Board of Directors is duly accorded to the said change and details of the new address of the Registered office is filed with Registrar of Companies ("ROC") within 30 days from the date of approval by Board of Directors.

Shifting of Registered office from jurisdiction of one ROC to another within the same state

In the event of shifting of Registered office of the Company from jurisdiction of one ROC to another but within the same state, due consent of the shareholders is accorded to the same. Further the application for the proposed shifting is filed with the Regional Directorate ("RD") of the State where the existing Registered office of the Company is situated. Further post the receipt of order and its filing with ROC, the said shifting takes effect.

Shifting of Registered office from one state to another

In the event of shifting of Registered office of the Company from one state to another, due consent of the shareholders is accorded along with the publication of notice of shifting of the Registered office by way of newspaper advertisement. Further the application for the proposed shifting is filed with the Regional Directorate ("RD") of the State where the existing Registered office of the Company is situated. Further post the receipt of order and its filing with ROC, the said shifting takes effect.





PROCEDURE FOR SHIFTING OF
REGISTERED OFFICE OF THE
COMPANY WITHIN THE SAME CITY,
TOWN OR VILLAGE

Steps for Shifting of Registered Office within the same city, town or village

Step 1

The first step is to hold Meeting of Board of Directors (“BOD”) of the Company to consider and approve the shifting of Registered Office of the Company within the same city, town or village where the existing Registered Office was situated.

Step 2

Next step is to file prescribed e form with Registrar of Companies (“ROC”) within 30 days from the date of aforesaid Board Meeting along with the following attachments:

- a) Certified copy of Board resolution;*
- b) In case the property is owned by the Company then registered document of the title of the premises in the name of Company;*

OR

c) In case the property is not owned by the Company then a notarized copy of lease or rent agreement along with the copy of rent paid receipts not older than one month, NOC from the owner to use the said premises as Registered Office by the Company and a utility bill in the name of the owner like telephone bill, gas bill or electricity bill, not older than 2 months.



Steps for Shifting of Registered Office within the same city, town or village

Step 3

On the approval of the said e form ROC shall register the address of the new premises in its record and issue a new Certificate of alteration of Registered Office of the Company being the conclusive evidence of shifting of Registered Office of the Company.





PROCEDURE FOR SHIFTING OF
REGISTERED OFFICE OF THE COMPANY
FROM ONE STATE TO ANOTHER

Steps for Shifting of Registered Office from one state to another

Step 1

The first step is to hold Meeting of Board of Directors (“BOD”) of the Company to consider the following:

- a) Consider and approve the shifting of Registered Office of the Company from one state to another subject to the consent of Shareholders in their General Meeting.*
- b) Consider convening the General Meeting of Shareholders for according their consent to the said shifting of Registered office of the Company from one state to another.*

Step 2

Next step is to convene General Meeting of Shareholders of the Company wherein their consent is accorded to the said shifting by way of passing of special resolution.

Step 3

Filing prescribed e form with ROC within 30 days from the date of passing of special resolution.

Step 4

Publication of Advertisement in English & Vernacular newspapers regarding the application proposed to be filed for shifting of registered office.



Steps for Shifting of Registered Office from one state to another

- Step 5** *Preparation and drawing list of all Creditors in the Company including Secured and Unsecured and obtain NOC from them regarding their no objection to the said shifting of Registered Office from one state to another.*
- Step 6** *Preparation and submission of Application for shifting of Registered Office to the Chief Secretary of the State from where the Registered Office is being shifted and simultaneous intimation to ROC in the prescribed e form.*
- Step 7** *Preparation and filing of Application for shifting of Registered Office of the Company in the prescribed e form with Regional Directorate ("RD") along with necessary documents as stated under the relevant provisions of the Companies Act, 2013 within 30 days from the date of list of Creditors. Apart from online submission of application, a physical copy of the application is also required to be filed.*
- Step 8** *Post the receipt of Application, RD may after scrutiny of the Application filed, pass the final Order confirming the shifting of Registered Office of the Company from one state to another.*



Steps for Shifting of Registered Office from one state to another

Step 9

Next step is to file the final Order as issued by RD with the ROC in the prescribed e form within 30 days from the date of receipt of certified copy of order from the RD.

Step 10

Lastly, the Company shall intimate the ROC about the new premises of the Registered Office of the Company in the prescribed e form and the ROC shall register the new premises in its record and issue a new Certificate of alteration of Registered Office of the Company being the conclusive evidence of shifting of Registered Office of the Company.





PROCEDURE FOR SHIFTING OF
REGISTERED OFFICE OF THE COMPANY
WITHIN THE SAME STATE BUT FROM
JURISDICTION OF ONE ROC TO THE
OTHER

Steps for Shifting of Registered Office within the same state but from one ROC to another

Step 1

The first step is to hold Meeting of Board of Directors (“BOD”) of the Company to consider the following:

- a) Consider and approve the shifting of Registered Office of the Company from one ROC to another subject to the consent of Shareholders in their General Meeting.*
- b) Consider convening the General Meeting of Shareholders for according their consent to the said shifting of Registered office of the Company from one ROC to another.*

Step 2

Next step is to convene General Meeting of Shareholders of the Company wherein their consent is accorded to the said shifting by way of passing of special resolution.

Step 3

Filing prescribed e form with ROC within 30 days from the date of passing of special resolution.

Step 4

Preparation and submission of Application for shifting of Registered Office to the Chief Secretary of the State.



Steps for Shifting of Registered Office within the same state but from one ROC to another

Step 5

Preparation and filing of Application for shifting of Registered Office of the Company in the prescribed e form with Regional Directorate ("RD") along with necessary documents as stated under the relevant provisions of the Companies Act, 2013 within 30 days from the date of list of Creditors. Apart from online submission of application, a physical copy of the application is also required to be filed.

Step 6

Post the receipt of Application, RD may after scrutiny of the Application filed, pass the final Order confirming the shifting of Registered Office of the Company within the same state but from one ROC to another.



Steps for Shifting of Registered Office within the same state but from one ROC to another

Step 7

Next step is to file the final Order as issued by RD with the ROC in the prescribed e form within 30 days from the date of receipt of certified copy of order from the RD.

Step 8

Lastly, the Company shall intimate the ROC about the new premises of the Registered Office of the Company in the prescribed e form and the ROC shall register the new premises in its record and issue a new Certificate of alteration of Registered Office of the Company being the conclusive evidence of shifting of Registered Office of the Company.



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