

## **SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER**

1. Call for a Board Meeting to decide on the change of registered office from one State to another State and call for the Extraordinary General Meeting to alter Clause II of Memorandum of Association.
2. In the Board Meeting fix up the date, time, and place of the General Meeting and approve the notices for this purpose, send the notices, hold the meeting and pass Special Resolutions.
3. Prepare the Minutes of Extraordinary General meeting/ General Meeting. Date of AGM / EGM should be same in the notice and minutes of the meeting.
4. After taking the approval of the members, file a certified copy of the Special Resolution along with the explanatory statement in Form MGT-14 with ROC.
5. List of Creditors and Debentures should be any date before one month from the date of filing petition. A copy of the list of creditors and debentureholders shall be kept at the Registered Office of the company for inspection purpose.
6. File a copy of the notice along with a petition to the Chief Secretary to the Government of the State where the registered office of the company is situated or to the Administrator/Lt. Governor of the Union Territory where the registered office is situated in the Union Territory.
7. File the Application in Form INC-23 and also submit a hard copy of the Application along with the enclosures to the Regional Director. The following are the enclosures.-
  - Latest Balance sheet and profit and loss account
  - Memorandum and Articles of Association
  - Notice of Extraordinary General meeting and explanatory statement Minutes of Extraordinary General meeting Certified copy of special resolution for shifting of registered office and for amending the Clause II of Memorandum of Association.
  - Certificate from the statutory auditor certifying the list of creditors
  - Certified true copy of receipt evidencing proof of dispatch of notice to chief Secretary of the State concerned by speed post
  - Affidavit by the directors of the company regarding creditors and list of creditors
  - Affidavit verifying the petition
  - Memorandum of Appearance or Vakalat nama

- Board resolution authorizing company secretary / Chartered Accountant or advocate
  - Board resolution authorizing the director to submit the petition
  - Form MGT-14 along with paid challan
  - A copy of Form INC-23 along with challan.
- 8.** The company shall at least fourteen days before the date of hearing-
- advertise the application in the Form No. INC.26 in a vernacular newspaper in the principal vernacular language in the district in which the registered office of the company is situated, and at least once in English language in an English newspaper circulating in that district;
  - serve, by registered post with acknowledgement due, individual notice(s), to the effect set out in clause (a) on each debenture-holder and creditor of the company; and
  - serve, by registered post with acknowledgement due, a notice together with the copy of the application to the Registrar
- 9.** File a copy of the petition with the ROC wide Form GNL-1.
- 10.** A hearing may take place at the Regional Director office and it should be represented by the company or practicing professional or advocate. The creditors, if any and the representatives of the company may also represent and are heard before making any order.
- 11.** After receiving the Regional Director order for shifting the registered office, the company is required to file certified copy of the order with the ROC along with Form No. INC-28 within one month of receipt of certified copy along with the printed copy of the altered memorandum of association.
- 12.** File Form No. INC-22 with the new ROC for the situation of the registered office

# MAYANK ARORA & CO.

Company Secretaries

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- 13.** The ROC of the new state i.e. at which registered office will be shifted will issue a fresh certificate of incorporation which will be conclusive evidence of the shift of registered office. The CIN number of the company will be changed

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## Timeline

<b>Sr. No.</b>	<b>Particulars</b>	<b>Due Date</b>
1.	Hold Board Meeting	
2.	Hold EGM	
3.	MGT-14	Within 30 Days from date of EGM
4.	Publication of News paper notice	Application should be filled with 30 from the date of publication of Newspaper notice
5.	List of Creditors/ Debenture holder	Should not be older than 30 Days from the date of Application
6.	Intimation to Creditors/ Debenture holder	After Publication of Newspaper Notice
7.	Copy of Application to Chief Secretary of State	
8.	INC-23 and GNL-1/GNL-2	Within 30 days from date of publication of news paper notice