**CHECKLIST FOR CONVERSION OF PUBLIC TO PRIVATE**

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| **Steps/Sr. No.** | **Event** | **Provisions/Documents** |
| 1 | Issue Notice of Board Meeting | Main Agenda of Meeting:   1. To consider In-principal approval for conversion of Public Company into Private Company by altering Articles. 2. To fix date, time and place for holding Extra-ordinary General Meeting (EGM) for approval of Shareholders by way of SR for conversion of Public Company into Private Company by altering Articles. 3. To approve Notice of EGM along with explanatory statement to be annexed with the notice as per Section 102(1) of the Act. 4. To authorise Company Secretary/Director to issue notice of EGM. 5. To authorise Company Secretary in practice/ practising Chartered Accountant/practising Cost Accountant, to enter appearance. |
| 2. | Convening Board Meeting | Pass all resolutions given in Agenda |
| 3. | Issue Notice of (EGM) for passing (SR) | Send notice along with Explanatory Statement to all Members, Creditors, Directors and the Auditors of the company accordance with the provisions of Section 101 of the Act. |
| 4. | Holding of EGM of the Members of the Company | Passing SR by the Members of the Company for In-principal approval for conversion of Public Company into Private Company along with altering Articles. |
| 5. | File E-form MGT-14 within 30 days of passing SR | Attachment in E-form MGT-14  1.        Certified True copy of Special Resolution along with copy of explanatory statement  2.        Altered memorandum of association  3.        Altered Articles of association  4.        Notice of EGM  5.        Any other information may be in optional attachment |
| 6. | File E-form RD-1 within 60 days of passing SR | Attachment in E-form RD-1   1. Copy of the memorandum and articles of association with proposed alterations 2. a copy of the minutes of the general meeting at which the special resolution authorising such alteration was passed 3. Details of votes cast in favour and or against with names of dissenters; 4. copy of Board resolution dated not earlier than thirty days, as the case may be, authorising to file application for such conversion 5. Declaration in form of Affidavit by KMP / Director 6. a list of creditors, debenture holders, drawn up to the latest practicable date preceding the date of filing of application by not more than 30 days 7. Affidavit verifying the list of creditors 8. Copy of News Paper Advertisement |

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|  | Timeline |  |
| **Sr. No.** | **Particulars** | **Days** |
| 1 | Convene of Board Meeting | X |
| 2 | Convene Extra Ordinary General Meeting to approve conversion and send notice | X+25 |
| 3 | Filing of Form MGT-14 | X+25+30 (within) |
| 4 | Advertisement in INC-25A | 21 days prior to filing of RD-1 |
| 5 | Notice to creditors | 21 days prior to filing of RD-1 |
| 6 | Notice to RD and ROC | 21 days prior to filing of RD-1 |
| 7 | Filing of Form RD-1 | After 21 days of filing pt 4, 5 & 6 |
| 8 | RD may call for any other information or may pass order | - |
| 9 | Filing of Form INC-28 | Within 15 days of order of RD |

Please feel free to contact us in case you have any queries.

Thank You,

Yours Faithfully,

**Mayank Arora**

**Mayank Arora & Co.**

**Company Secretaries**

**www.mayankarora.co.in**