

**Process for Shifting of Registered Office within same State**  
**from Jurisdiction of one ROC to another**

**( Under the Companies Act 2013)**

As per provisions of Section 13 of the Companies Act, 2013 the Company may, by a Special Resolution and after complying with the procedure alter the provisions of its Memorandum.

As per provisions of Section 12 of the Companies Act, 2013 no company shall change the place of its registered office from the jurisdiction of one Registrar to the jurisdiction of another Registrar within the same State unless such change is confirmed by the Regional Director.

The confirmation referred above shall be communicated within a period of 30 days from the date of receipt of application by the Regional Director to the Company and the company shall file the confirmation with the Registrar within a period of 60 days of the date of confirmation who shall register the same and certify the registration within a period of 30 days from the date of filing of such confirmation.

**A. STEPS FOR CHANGE IN REGISTERED OFFICE WITH IN THE STATE FROM JURISDCIATION OF ONE ROC TO ANOTHER**

1. **Board Meeting** :The Company is required to call a Board Meeting and discuss the following :
  - (i) Consider the proposal for shifting of registered office.
  - (ii) Fix up the date, time, and place of the General Meeting.
  - (iii) Approve the notice of Extraordinary General Meeting and calling of EGM.
  - (iv) Authorize the CS or Director to move an application before RD to alter Clause II of Memorandum of Association within whose jurisdiction the registered office of the company (before change) is situated.
  - (v) Authorized the Director and the Secretary severally to see that the consent of the Creditor and debenture holders if any etc. is obtained or that sufficient provisions is made for the discharge of their debts or adequate security
2. **General Meeting (GM)** : The Company to convene the GM to pass the resolution by way of special resolution for alteration in MoA wrt shifting of Registered Office within State from one ROC to another .
3. **Form MGT-14** : The Company shall file with the Registrar the Special Resolution passed by the Company along with Explanatory Statement in Form MGT-14 in 30 days from the date of GM.

4. **Application to Regional Director :**

An application seeking confirmation from the Regional Director for shifting the registered office within the same State from the jurisdiction of one Registrar of Companies to the jurisdiction of another Registrar of Companies, shall be filed by the company with the Regional Director in **Form no. INC-23** along with the fee and shall be accompanied by the following documents, namely:-

- a.) a copy of the Memorandum of association;
- b.) Copy of Board resolution authorizing such alteration
- c.) Copy of Special Resolution of members sanctioning shifting of registered office.
- d.) Certified true copy of the minutes of the general meeting authorizing such alteration.
- e.) Power of attorney/ vakalatnama/ Board resolution
- f.) Declaration from Directors in terms of Rules stating that there will be no retrenchment of any employee.
- g.) Declaration from KMP or any 2 Directors that the Company has not defaulted in payments of due to its workmen and has either the consent of creditors of the shifting or has made necessary provisions for the payment.
- h.) Declaration from Board that they will not seek change in jurisdiction of the Court where cases for prosecutions are pending.
- i.) Proof of service of the application to the Registrar, Chief Secretary of the state, SEBI or any other regulatory authority, if applicable.
- j.) Furnish details of prosecution inquiry inspection, if any

5. **RD to confirm :** The confirmation by Regional Director shall be communicated within a period of 30 days from the date of receipt of application by the Regional Director to the Company.

6. **Order Copy to file with RoC :** The company shall file the confirmation received from RD with the Registrar in **Form INC 28** within a period of 60 days of the date of confirmation. ROC shall register the same and certify the registration within a period of 30 days from the date of filing of such confirmation.

7. **File Form INC 22** : The Company to file **Form INC-22** with ROC within 15 days of change of registered office along with following Documents:
- a. Proof of registered office address (Conveyance/ Lease deed/ Rent Agreement etc. along with the rent receipts).
  - b. Copies of the utility bills (proof of evidence of any utility service like telephone, gas ,electricity etc. depicting the address of the premises not older than two months is required to be attached).
  - c. Proof that the company is permitted to use the address as the registered office of the Company (Authorization from the owner or occupant of the premises along with proof of ownership or occupancy and it is mandatory if registered office is owned by any other entity/ person (not taken on lease by company)).
  - d. Certified copy of order of competent authority
  - e. List of all the companies (specifying their CIN) having the same registered office address, if any.

If the documents are in order, Registrar will approve the forms and registered office change will be updated in register of Registrar.

## **B. ACTIVITIES - POST CHANGE IN REGISTERED OFFICE**

1. Make alteration in the **MOA** with respect to the Regd Off with in the State in every copy of Memorandum.
  2. Each **stationery**, banner, signboard, bills, invoice etc. should show the new address and necessary advice should be sent to shareholders, debenture holders, and other concerned parties. Necessary changes are required to be made in the letter heads, books, records etc. of the company.
  3. The necessary changes are required to be made in **PAN, TIN, PF, Service Tax , Excise, Custom, (now GST), DGFT (IEC code) , inform to authorities under Factories Act/ Industrial License** etc and inform to all other Government departments, banks, customers and others wherever required.
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**Amita Desai & Co.  
Company Secretaries**

**Mumbai Off :**

**1005, Hubtown Solaris  
Off Western Express Highway  
East End of Andheri Flyover,  
Andheri (East), Mumbai-400069**

**Landline: + 91-22-2684-5920/21  
Fax:+ 91-22-6678-7499  
Mobile :+ 91-982-017-7691**