

# CHECKLIST

---

5/4/2023

for  
Conversion of Public Limited  
Company Into Private Limited  
Company



*More than 15 Years' excellence in industry and practice*

## Rubaru Professionals LLP

B-12, SHANI BAZAR, UTTAM NAGAR, NEW DELHI-110059

CORPORATE OFFICE: S-27, Pasha Commercial Complex, D.L.F. Dilshad Extension-II,  
Ghaziabad, Uttar Pradesh

[cs.naseemahmed@gmail.com](mailto:cs.naseemahmed@gmail.com), [www.rubaruprofessionals.com](http://www.rubaruprofessionals.com)



## Checklist For Conversion of Public Company Into Private Company

<b>S. No</b>	<b>Particulars</b>	<b>Attachment/Agenda</b>
1.	Convene a Board Meeting	Agenda: 1. Approval for Conversion of Company. 2. Alteration of MOA and AOA. 3. Fix date, time and place of EGM. 4. Authorization to the Director to sign and execute the documents, affidavits and Declaration on behalf of the Company 5. Authorization to Professional to appear before the RD and ROC office
2.	Convene an EGM	Agenda: 1. Approval for Conversion of Company by passing the Special Resolution 2. Alteration of MOA and AOA.
3.	File MGT-14 (within 30 days)	Attachment: 1. Copy of BM Resolution CTC 2. Notice of EGM & Explanatory statement. 3. Copy of EGM Resolution CTC. 4. Altered MOA & AOA.
4.	Newspaper Advertisement in INC-25A	Time gap between Adv. and RD-1 Form 21 days. One in English Newspaper circulated widely and second in vernacular language.
5.	Notice to Debenture holders and Creditors	1. Convene a meeting with creditors, debenture holders, bankers, lenders and other institution or persons. Get the No Objection certificate by passing a resolution in their meeting, preferably on 100 Rs Stamp paper. 2. Time gap between such Notice and RD-1 form filing shall be at least 21 days.
6	Form GNL-2	Submit a copy of the application in Form GNL-2 with the concerned Registrar of Companies and second the Secretariat of the Central Government and get the report to be submitted with the RD Office
7.	File form RD-1 (within 30 days from the date of passing of SR)	Attachment: 1. Signed Copy of Petition 2. Draft copy of altered MOA & AOA 3. Copy of Minutes of EGM 4. Copy of the attendance in their meeting, and register of the creditors and shareholders. 5. Copy of Signed ADVERTISEMENTS 6. Declaration by director




		<p>a) The company limits the number of its members to TWO HUNDRED.</p> <p>b) Non-acceptance of deposit and made any default in re-payment thereof if due or outstanding.</p> <p>c) NO NON-COMPLIANCE of sections 73 to 76A, 177, 178, 185, 186 and 188</p> <p>d) NO RESOLUTION is pending to be filed under Section 179 (3).</p> <p>e) Non-Listing of company to STXs or complied with.</p> <p>7. List of creditors and debenture holders.</p> <p>8. Affidavit by Director about true and fair list of creditors and debenture holders.</p> <p>9. Proof of Serving the Notice to all Creditors, Debenture holders, Registrar and other Regulatory Bodies.</p> <p>10. Power of Attorney or Memorandum of Appearance</p> <p>11. Payment through challan of Rs. 15000.</p>
8.	INC-28 (within 15 days from RD order)	Attachment: Copy of RD order Declaration by the Directors have not defaulted in filing annual returns, financial statements etc. Extract of the special resolution passing in general meeting.
9.	INC-27 (Altered MOA) and INC- 34 (Altered AOA) (within 15 days from RD order)	Attachment: Copy of RD order
10.	Convene a Board Meeting	<p>1. Take into note the copy of the order and ROC Certificate for conversion of the company and authorize any director or secretary to get printed updated copies of AOA and MOA.</p> <p>2. Intimation to all bankers, creditors, debenture holders, shareholders, major customers and departments to get updated their records.</p> <p>3. Get changes the name of the company on all letterhead, registered office, sign board, web portal etc</p>

**PREPARED BY**  
**CS NASEEM AHMED**  
**RUBARU PROFESSIONALS LLP**



**CS. Naseem Ahmed**  
(Company Secretary &  
Governance Professional)



- Fellow Member of Institute of Company Secretaries of India
- Fellow Member of Institute of Chartered Secretaries, **Canada** 
- PE-II, Institute of Chartered Accountants of India
- Arbitrator & Mediator (IIAM), Law Graduate (LL.B) & B.Com

We are available at :

- S-27, Pasha Commercial Complex, DLF Ghaziabad
- 80, Gulab Nagar, Roorkee, Haridwar (U.K.)
- B-12, 1st Floor, Shani Bazar, Uttam Nagar, New Delhi-110059
- **39, Flempton Crescent, Toronto ON M1K 3B3, CANADA**