

Form 32

INSTRUCTIONS FOR FILLING OF EFORM – 32

(Particulars of appointment of Managing Director, directors, manager and secretary and the changes among them or consent of candidate to act as a Managing Director or director or manager or secretary of a company and/ or undertaking to take and pay for qualification shares)

S. No.	Detailed Instruction
	Note: Instructions are not provided for the fields which are self explanatory.
	Refer the relevant provisions of the Companies Act, 1956 and rules made there under with respect to the matter dealt in this eForm
	To contain the size of the form within upload limit, please use "Sign and Save As..." button while applying signature(s) to the form. Do not use "Sign and Save" button.
	<p>Please note the following –</p> <ul style="list-style-type: none"> • You can file this form with different event dates (date of appointment, date of change in designation and date of cessation) only if these dates are within 30 days of the filing date. If any of the date(s) are beyond 30 days, then separate form is to be filed for every such event date. For example: "Director A is appointed on 1st April, Director B is appointed on 18th April, and Director C ceases to be associated with the company w.e.f. 18th April. In such a case details of all the three changes can be filed through the same Form 32 only if the Form is filed on or before 1st May, as all the events fall within 30 days. However, if the company files the Form 32 on 10th of May, then details in a separate Form would be required to be filed in respect of Director A." • For filing of details of two or more events (for example, appointment and cessation) relating to the same person, you are required to file separate forms. These cannot be filed through the same form. • It is advised that you file the forms in the chronological order of events. It implies that before filing this form you should ensure that no Form 32 is pending to be filed for the particular company where the date of event is earlier than the date(s) entered in this form. • Please note that Form DIN-3 is also required to be filed for appointment of any director, managing director, manager or secretary in the company; where the date of appointment is on or before 30th June'2007.
2	<p>(a)</p> <p>In case of an existing company, enter 'Corporate identity number' (CIN).</p> <ul style="list-style-type: none"> • You may find CIN by entering existing registration number of the company in the 'Find CIN/GLN' service at the portal www.mca.gov.in <p>In case of a new company, enter 'eForm 1A reference number, i.e. 'Service Request Number (SRN) of eForm 1A', filed for name approval.</p>
3	<p>(a), (b),(c)</p> <p>Click the "Pre-fill" button.</p> <p>In case of an existing company, system will automatically display the name, address of the registered office and the email ID of the company. In case there is any change in the email ID, enter the new valid email ID.</p> <p>In case of a new company, system will automatically display the name of the company. Address and email ID fields will be disabled and are not required to be filled.</p>
4	<p>Enter the total number of Managing Director, directors(s) for which this eForm needs to be filed. (Based on the number entered here, number of blocks shall be displayed for entering the details). Details of Twelve director(s), Managing Directors can be filed through this eForm. If the total number is more than twelve, then file another eForm 32 for the remaining person(s).</p>
5	<ul style="list-style-type: none"> • Enter the particulars of the Managing Director or director. • Enter the Director identification number (DIN). The DIN should not be having status as

	<p>rejected, revoked or lapsed.</p> <ul style="list-style-type: none"> • Ensure that the DIN entered is correct and then click the “Pre-fill” button. System will automatically display the name, father’s name, present residential address, nationality and date of birth of the person. Verify that the details displayed are correct. • Select whether the person is being appointed or is ceasing to be associated with the company or there is change in designation. In case of a new company, only appointment can be selected. • Select the designation of the person. In case of change in designation, select the new designation. In case of cessation, select the same designation as at the time of appointment or change in designation. • <u>Examples in respect of option ‘Change in designation’ –</u> <ul style="list-style-type: none"> ➤ In case of appointment of an additional director, file the form with option as ‘Appointment’ and designation as ‘Additional director’. Upon confirmation at the subsequent AGM, file the form with as ‘Change in designation’ and designation as applicable. In case of an additional director who is also a Managing Director, upon confirmation at the subsequent AGM, file the form with option as ‘Change in designation’ and designation as ‘Managing Director’ ➤ When an existing director becomes a Managing Director; or an existing Managing Director ceases to be so and only remains as a director, then also the option Change in Designation should be used to file the form. • In case of appointment, enter the date of appointment and in case of change in designation, enter the date of change in designation. In case of new company, this date field is not required to be entered. In such case, upon registration of the eForm, the system shall take it as the date of incorporation of the company. This date is not required to be entered in case of cessation. • Select the category which is most appropriate. This is not required to be selected in case of cessation. • Select one or more options that whether the director is Chairman, Executive or Non-Executive (Executive and Non-Executive director, both cannot be selected) • In case of an alternate director, enter the DIN of the director to whom the appointee is alternate and click “Pre-fill” button. System will automatically display the name of the director to whom the appointee is alternate. This is not required to be entered in case of cessation. • In case of appointment of a nominee director, enter the name of the company or institution whose nominee the appointee is. • Age of the appointee cannot be less than eighteen years. • Enter the email ID of the person (managing director or director) for communication purpose.
	<p>Part II is applicable in case of cessation only.</p> <ul style="list-style-type: none"> • System will automatically select Director or Managing Director on the basis of the designation selected in the eForm. • Enter the date of cessation and select the reason of cessation from the drop-down list.
6	<p>Enter the total number of manager(s), secretary(s) for which this eForm needs to be filed. (Based on the number entered here, number of blocks shall be displayed for entering the details). Details of Four manager(s), secretary(s) can be filed through this eForm. If the total number is more than four, then file another eForm 32 for the remaining.</p>
7	<ul style="list-style-type: none"> • Enter the particulars of the manager or secretary. • Enter the Income-tax PAN • Select whether the person is being appointed or is ceasing to be associated with the

	<p>company. In case of a new company, only appointment can be selected.</p> <ul style="list-style-type: none"> • Select whether the secretary is a member of Institute of Company Secretaries of India (ICSI). If yes, select whether he/ she is an associate or fellow and enter the membership number. The details (name, associate or fellow and membership number) will be validated from the ICSI records. Ensure that the details being entered are updated as per ICSI records. • Enter details of name and father's name of the person. You are advised to enter the full name instead of using abbreviation in the name fields. • Enter the present residential address and date of birth. If the person is residing outside India, select NA in the state field from the drop down list and enter the Country code from the list of ISO Country code provided below. • Select the designation of the person from the drop down menu. • In case of appointment, enter the date of appointment and in case of cessation, enter the date of cessation. In case of new company, this date field is not required to be entered. In such case, upon registration of the eForm, the system shall take date of appointment as the date of incorporation of the company. • Enter the email ID of the person (manager or secretary) for communication purpose.
Verification I	<p>Point 1 is mandatory to be marked.</p> <p>Point 2 is required to be marked in case of appointment of director and/ or managing director and the company is a public non-government company.</p>
Attachments	<ul style="list-style-type: none"> ▪ Evidence of payment of stamp duty is mandatory in case qualification shares have been taken. The text of the declaration should be as follows – 'I, ----- (Name of the appointee), having consented to act as a director of the company ----- (Name of the company), also hereby undertake to take from the said company and pay for ----- shares of Rs. ----- each, being the number/ value of the shares prescribed as the qualification shares for the office of director of the said company. ▪ In case of appointment of director and/ or managing director and the company is a public non-government company, consent letter of appointee(s) is required to be attached. The text of the declaration should be as follows – 'I, the undersigned, having consented to act as a managing director/ director of the company ----- (Name of the company), pursuant to section 264(2)/ 266(1)(a) of the Companies Act, 1956 and certify that I have not been disqualified to act as a director under section 267 and/or 274 of the Companies Act, 1956.' ▪ In case cessation is due to resignation or disqualification or removal, attach the supporting evidence. ▪ Any other information can be provided as an optional attachment.
Verification II	<p>In case of an existing company, select the first check box and enter the serial number and date of board resolution authorising the signatory to sign and submit the eForm.</p> <p>In case of a new company, select the second check box.</p>
Digital signature	<p>In case of an existing company the eForm should be digitally signed by a managing director or director or manager or secretary of the company duly authorised by the board of directors. In such case, the person signing the form should be different from the person in whose respect the form is being filed. However, if the eForm is being filed in respect of all the existing directors, then it can be signed by any one of them duly authorised by the board of directors.</p> <p>In case of a new company the eForm should be digitally signed by a managing director or director of the company whose name has been given in the articles of association of the company and is duly authorised by the promoters.</p>
Designation	<p>Select the designation of the person digitally signing the eForm.</p> <p>Enter the DIN in case the person digitally signing the eForm is a director or managing director</p> <p>Enter income-tax PAN in case the person digitally signing the eForm is a manager</p> <p>Enter membership number or income-tax PAN in case the person digitally signing the eForm is a secretary.</p>

Certificate	<p>The eForm should be certified by a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice) or company secretary (in whole-time practice) by digitally signing the eForm.</p> <p>Select the relevant category of the professional and whether he/ she is an associate or fellow.</p> <p>In case the professional is a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice), enter the membership number. In case the practising professional is a company secretary (in whole-time practice), enter the certificate of practice number.</p>
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Note: The original attachment relating to qualification share(s) duly filled in and signed on stamp paper is required to be sent to the concerned RoC Office simultaneously, failing which the filing will not be considered and legal action will be taken.

Common Instruction Kit

Buttons	Particulars
Pre-fill	<p>When the user clicks the pre fill button after entering the corporate identity number in eForm (excepting eForm 1A), the name and address is displayed by the system.</p> <p>This button may appear more than once in a eForm, and shall be required to be clicked for displaying the data pertaining to that field.</p> <p>You are required to be connected to the internet for pre-filling.</p>
Attach	<p>You have to click the attach button corresponding to the document you are making an attachment. In case you wish to attach any other document, please click the optional attach button.</p>
Remove attachment	<p>You can view the attachments added to eForm in the rectangle box provided next to the list of attachment. If the user wants to remove or delete any attachment, select the attachment to be removed and press the "Remove attachment" button.</p>
Check Form	<p>Once the form is filled up. The user is required to press the Check Form button. When this button is pressed form level validation is done such as, Whether all the mandatory fields are filled up or not. If an error is displayed after pressing the button the user is required to correct the mistake and again press the "Check Form" button. When all the form level validation is done. A message is displayed that "Form level pre scrutiny is successful". The Check Form is done without being connected to the internet.</p>
Modify	<p>"Modify" button gets enabled after the check form is done. By pressing this button the user can make the changes in the filled in form. If the user makes any change in the form again the user is required to press the "Check Form" button.</p>
Pre scrutiny	<p>Once the check form is done the user is required to Pre scrutinize the eForm. This requires being connected to the MCA21 site for uploading the form. On pre-scrutiny the system level check is performed and if there are any errors it is displayed to the user and once the error is corrected and again on Pre scrutiny if the message displayed is "No errors found. Click on the button below to "Get Form" Press the Get Form button and make the required corrections.</p> <p>Note: before pressing Submit button attach the digital signature by clicking on the box appearing on the signature field <input style="width: 40px; height: 15px; border: 1px solid black;" type="text"/></p>
Submit	<p>After pre scrutiny is done the user is required to submit the form. This requires being connected to the MCA21 site for uploading the form.</p> <p>In case of online filing the user can submit the form by pressing the "Submit" button</p> <p>Once the form is submitted the fee is displayed to the user. When the user press the "Pay" button the mode of payment option is displayed. On challan payment option, a challan is generated displaying the amount of fee to be paid. The user is required to take the print out of three copies of</p>

	challan and submit the payment at authorized bank branch. The user has to submit three copies at bank and user shall receive one copy with bank acknowledgment for user's record.
Country code	The list of country code required to be mentioned in the form are as follows:

Note: User is advised to refer to eForm specific instruction kit.

List of ISO Country Code

Country Name	Country Code	Country Name	Country Code
AFGHANISTAN	AF	CAPE VERDE	CV
ÅLAND ISLANDS	AX	CAYMAN ISLANDS	KY
ALBANIA	AL	CENTRAL AFRICAN REPUBLIC	CF
ALGERIA	DZ	CHAD	TD
AMERICAN SAMOA	AS	CHILE	CL
ANDORRA	AD	CHINA	CN
ANGOLA	AO	CHRISTMAS ISLAND	CX
ANGUILLA	AI	COCOS (KEELING) ISLANDS	CC
ANTARCTICA	AQ	COLOMBIA	CO
ANTIGUA AND BARBUDA	AG	COMOROS	KM
ARGENTINA	AR	CONGO	CG
ARMENIA	AM	CONGO, THE DEMOCRATIC REPUBLIC OF THE	CD
ARUBA	AW	COOK ISLANDS	CK
AUSTRALIA	AU	COSTA RICA	CR
AUSTRIA	AT	COTE D'IVOIRE	CI
AZERBAIJAN	AZ	CROATIA	HR
BAHAMAS	BS	CUBA	CU
BAHRAIN	BH	CYPRUS	CY
BANGLADESH	BD	CZECH REPUBLIC	CZ
BARBADOS	BB	DENMARK	DK
BELARUS	BY	DJIBOUTI	DJ
BELGIUM	BE	DOMINICA	DM
BELIZE	BZ	DOMINICAN REPUBLIC	DO
BENIN	BJ	ECUADOR	EC
BERMUDA	BM	EGYPT	EG
BHUTAN	BT	EL SALVADOR	SV
BOLIVIA	BO	EQUATORIAL GUINEA	GQ
BOSNIA AND HERZEGOVINA	BA	ERITREA	ER
BOTSWANA	BW	ESTONIA	EE
BOUVET ISLAND	BV	ETHIOPIA	ET
BRAZIL	BR	FALKLAND ISLANDS (MALVINAS)	FK
BRITISH INDIAN OCEAN TERRITORY	IO	FAROE ISLANDS	FO
BRUNEI DARUSSALAM	BN	FIJI	FJ
BULGARIA	BG	FINLAND	FI
BURKINA FASO	BF	FRANCE	FR
BURUNDI	BI	FRENCH GUIANA	GF
CAMBODIA	KH	FRENCH POLYNESIA	PF

Country Name	Country Code	Country Name	Country Code
CAMEROON	CM		
CANADA	CA		
GABON	GA	FRENCH SOUTHERN TERRITORIES	TF
GAMBIA	GM	LAO PEOPLE'S DEMOCRATIC REPUBLIC	LA
GEORGIA	GE	LATVIA	LV
GERMANY	DE	LEBANON	LB
GHANA	GH	LESOTHO	LS
GIBRALTAR	GI	LIBERIA	LR
GREECE	GR	LIBYAN ARAB JAMAHIRIYA	LY
GREENLAND	GL	LIECHTENSTEIN	LI
GRENADA	GD	LITHUANIA	LT
GUADELOUPE	GP	LUXEMBOURG	LU
GUAM	GU	MACAO	MO
GUATEMALA	GT	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF	MK
GUINEA	GN	MADAGASCAR	MG
GUINEA-BISSAU	GW	MALAWI	MW
GUYANA	GY	MALAYSIA	MY
HAITI	HT	MALDIVES	MV
HEARD ISLAND AND MCDONALD ISLANDS	HM	MALI	ML
HOLY SEE (VATICAN CITY STATE)	VA	MALTA	MT
HONDURAS	HN	MARSHALL ISLANDS	MH
HONG KONG	HK	MARTINIQUE	MQ
HUNGARY	HU	MAURITANIA	MR
ICELAND	IS	MAURITIUS	MU
INDIA	IN	MAYOTTE	YT
INDONESIA	ID	MEXICO	MX
IRAN, ISLAMIC REPUBLIC OF	IR	MICRONESIA, FEDERATED STATES OF	FM
IRAQ	IQ	MOLDOVA, REPUBLIC OF	MD
IRELAND	IE	MONACO	MC
ISRAEL	IL	MONGOLIA	MN
ITALY	IT	MONTSERRAT	MS
JAMAICA	JM	MOROCCO	MA
JAPAN	JP	MOZAMBIQUE	MZ
JORDAN	JO	MYANMAR	MM
KAZAKHSTAN	KZ	NAMIBIA	NA
KENYA	KE	NAURU	NR
KIRIBATI	KI	NEPAL	NP
KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF	KP	NETHERLANDS	NL
KOREA, REPUBLIC OF	KR	NETHERLANDS ANTILLES	AN
KUWAIT	KW	NEW CALEDONIA	NC
KYRGYZSTAN	KG	NEW ZEALAND	NZ
		NICARAGUA	NI
		NIGER	NE

Country Name	Country Code	Country Name	Country Code
		NIGERIA	NG
NIUE	NU	SPAIN	ES
NORFOLK ISLAND	NF	SRI LANKA	LK
NORTHERN MARIANA ISLANDS	MP	SUDAN	SD
NORWAY	NO	SURINAME	SR
OMAN	OM	SVALBARD AND JAN MAYEN	SJ
PAKISTAN	PK	SWAZILAND	SZ
PALAU	PW	SWEDEN	SE
PALESTINIAN TERRITORY, OCCUPIED	PS	SWITZERLAND	CH
PANAMA	PA	SYRIAN ARAB REPUBLIC	SY
PAPUA NEW GUINEA	PG	TAIWAN, PROVINCE OF CHINA	TW
PARAGUAY	PY	TAJIKISTAN	TJ
PERU	PE	TANZANIA, UNITED REPUBLIC OF	TZ
PHILIPPINES	PH	THAILAND	TH
PITCAIRN	PN	TIMOR-LESTE	TL
POLAND	PL	TOGO	TG
PORTUGAL	PT	TOKELAU	TK
PUERTO RICO	PR	TONGA	TO
QATAR	QA	TRINIDAD AND TOBAGO	TT
REUNION	RE	TUNISIA	TN
ROMANIA	RO	TURKEY	TR
RUSSIAN FEDERATION	RU	TURKMENISTAN	TM
RWANDA	RW	TURKS AND CAICOS ISLANDS	TC
SAINT HELENA	SH	TUVALU	TV
SAINT KITTS AND NEVIS	KN	UGANDA	UG
SAINT LUCIA	LC	UKRAINE	UA
SAINT PIERRE AND MIQUELON	PM	UNITED ARAB EMIRATES	AE
SAINT VINCENT AND THE GRENADINES	VC	UNITED KINGDOM	GB
SAMOA	WS	UNITED STATES	US
SAN MARINO	SM	UNITED STATES MINOR OUTLYING ISLANDS	UM
SAO TOME AND PRINCIPE	ST	URUGUAY	UY
SAUDI ARABIA	SA	UZBEKISTAN	UZ
SENEGAL	SN	VANUATU	VU
SERBIA AND MONTENEGRO	CS	VENEZUELA	VE
SEYCHELLES	SC	VIET NAM	VN
SIERRA LEONE	SL	VIRGIN ISLANDS, BRITISH	VG
SINGAPORE	SG	VIRGIN ISLANDS, U.S.	VI
SLOVAKIA	SK	WALLIS AND FUTUNA	WF
SLOVENIA	SI	WESTERN SAHARA	EH
SOLOMON ISLANDS	SB	YEMEN	YE
SOMALIA	SO	ZAMBIA	ZM
SOUTH AFRICA	ZA	ZIMBABWE	ZW
SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS	GS		