

Form II (Sole Buying Agent)

INSTRUCTIONS FOR FILLING OF EFORM II (Form of application for approval of the Central Government for the appointment of sole buying agent by a company)

S No.	Detailed Instruction
	Note: Instructions are not provided for the fields which are self explanatory
	If it is required to file eform 23 in relation to the resolution passed for appointment of sole buying agent; ensure that filing of eform 23 precedes filing of this Eform
	Refer the relevant provisions of the Companies Act, 1956 and rules made there under with respect to the matter dealt in this eform
1	(a) Enter the 'Corporate Identity Number' (CIN) of the company <ul style="list-style-type: none"> • You may find CIN by entering your existing registration number in the Find CIN/GLN service at the portal. www.mca.gov.in
2	(a), (b) Click the "Pre-fill" button. System will automatically display the name and registered office address of the company.
3	If your company has bought any goods or commodities or raw material through agents during the last three years then enter the details for the same for the last three years. In the given three blocks separately for all goods. <ul style="list-style-type: none"> ▪ Enter the description of the goods or commodities bought and of the raw material purchased. ▪ Enter financial year for which the details to be entered, and enter unit of measurement, and enter quantity with its value for purchased, consumed and stock left over quantity.
4	If your company has purchased any goods through sole agent during the last three years then provide the following details for the same: <ul style="list-style-type: none"> ▪ Financial year in which goods have been purchased with the description of the purchase. ▪ Unit of measurement, quantity and value of purchase and name of agent through whom goods have been purchased. ▪ Rate of commission and the amount of commission paid.
5	If proposed sole buying agent is a company then enter CIN of the company <ul style="list-style-type: none"> • You may find CIN by entering your existing registration number in the Find CIN/GLN service at the portal. www.mca.gov.in Click the "Pre-fill" button. System will automatically display the name and registered office address of the sole selling agent company Please enter the complete address if the address displayed is not complete Enter the nature of organisation and principal business of the sole selling agent company If proposed sole buying agent is a person or a firm Enter the name, nature of organisations, address and principal business of the person or firm
6	Describe the structure and size of the business organization of the sole buying agent which would be utilized for conducting the purchase on behalf of the company.
7	If you are reappointing the sole buying agent then enter details relating to the previous appointment:

		<ul style="list-style-type: none"> ▪ Period of previous appointment ▪ Rate of commission paid during that period.
8		If your company has appointed other sole buying agents in some other areas for same kind of goods purchased then specify the term of remuneration paid/payable to those agents.
9		Select whether any expenditure has been incurred in the last three years by the sole buying agents over the organization for buying arrangements, if yes then enter : <ul style="list-style-type: none"> ▪ Financial year in which expenditure incurred, name of the agent and the amount of expenditure.
10		Enter following details for if remuneration paid to the buying agents during the last three years: <ul style="list-style-type: none"> ▪ Financial year in which remuneration paid, name of the agents and the amount of remuneration.
11	(a) to (c)	Enter the service request number (SRN) and details of eform 23 filed with registrar of companies Note: In case the existing company does not have the service request number (SRN) of eform 23, enter "Z99999999" as SRN of eform 23 and attach the resolution passed for the appointment of sole agent as an optional attachment
12		In case there is existing buying arrangement through sole buying agent or otherwise and expenditure incurred for the last three years, if any, by the company: Specify the existing buying arrangements and following details of expenditure incurred by the company: <ul style="list-style-type: none"> ▪ Financial year in which expenditure incurred, name of the agent and the amount of expenditure.
13		In case the person proposed to be appointed as sole buying agent is also acting as agent for other companies then enter the following details: <ul style="list-style-type: none"> ▪ Name of the company with CIN of the company where he is acting as sole buying agent. ▪ Description of the goods or commodities or raw material bought. ▪ Amount of purchase, unit of quantity and quantity and value of purchase. ▪ Remuneration received by the agent.
Attachments		<ul style="list-style-type: none"> ▪ Copy of proposed agreement with the proposed appointee is compulsory attachment. ▪ Copy of certificate from the auditor of the sole buying agent certifying the figure of expenditure. ▪ Details of the interest of the sole buying agent in the shares of the company- if any. (Refer format 1 below) ▪ Copy of the particulars of directorship in the company held or controlled by the sole buying agent-if any. (Refer format 2 below) ▪ Details of persons and their relationship to the directors of the buying agency-if any. (Refer format 3 and 4 below) ▪ Any other information can be provided as an optional attachment.
Declaration		Enter the date of board resolution authorising the signatory to sign and submit this application
Digital signature		The eform should be digitally signed by managing director or director or manager or secretary of the company duly authorised by the board of directors

Format of attachments

1. The Format of attachment defining the details of the interest of the sole buying agent in the shares of the company

- (i) If the sole selling agent is an individual, the interest held by such individual and his relatives (with the description of the relationship)

- (ii) If the sole selling agent is a firm, the interest of the partners and their relatives (with the description of relationship)
- (iii) If the sole selling agent is a private company, the interest held by it, its directors and their relatives (with the description of relationship)
- (iv) If the sole selling agent is a public company, the interest held by it, its directors and their relatives (with the description of relationship)

Name	Relationship	Number of Shares	Class of Share	Aggregate of paid-up capital	Percentage to the total paid up capital of the company

2. The Format of attachment giving the particulars of directorship in the company held or controlled by the sole buying agents; if the sole selling agent is-

- (i) An individual : Particulars of the individual and his relatives (With description of relationship)

Name	Designation in the applicant company	Relationship with the sole agent (In case of relative)

- (ii) A firm: Particulars of the partners and/or their relatives (with description of relationship)

Name	Designation in the applicant company	Relationship with the sole agent (In case of relatives of partner)

3. The Format of the attachment explaining the relationship of the directors of the sole buying agent and principal company

If the proposed sole buying agent is a private company if the directors or their relatives or its members are directors of the principal company following details are required

Sl.No	Name of the director in principal company who is member in sole buying agency company	Name of the director in principal company as well as in sole buying agency company	Name of the director in principal company who is relative of a director in sole buying agency company		
			Name of	Name of	Relationship

			such director in principal company	the relative director in sole buying agency company	

4. The Format of the attachment explaining the relationship of the directors of the sole buying agent and principal company

If the proposed sole buying agent is a public company its directors or their relatives are directors of the principal company names of such persons and their relationship to the directors of the buying agency company

Sl.No	Name of the director in principal company as well as in sole buying agency company	Name of the director in principal company who is relative of a director in sole buying agency company		
		Name of such director in principal company	Name of the relative director in sole buying agency company	Relationship

Common Instruction Kit

Buttons	Particulars
Pre Fill	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. 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. You are required to be connected to the internet for pre-filling.
Attach	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.
Remove attachment	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.
Check Form	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.
Modify	“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.
Pre scrutiny	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. Note: before pressing Submit button attach the digital signature by clicking on the box appearing on the signature field <input type="text"/>
Submit	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. In case of online filing the user can submit the form by pressing the “Submit” button 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 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

Country Name	Country Code	Country Name	Country Code
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
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

Country Name	Country Code	Country Name	Country Code
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
		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
		TANZANIA, UNITED REPUBLIC OF	TZ
PERU	PE	THAILAND	TH
PHILIPPINES	PH	TIMOR-LESTE	TL
PITCAIRN	PN	TOGO	TG
POLAND	PL	TOKELAU	TK
PORTUGAL	PT	TONGA	TO
PUERTO RICO	PR	TRINIDAD AND TOBAGO	TT
QATAR	QA	TUNISIA	TN
REUNION	RE	TURKEY	TR
ROMANIA	RO	TURKMENISTAN	TM
RUSSIAN FEDERATION	RU	TURKS AND CAICOS ISLANDS	TC
RWANDA	RW	TUVALU	TV
SAINT HELENA	SH	UGANDA	UG
SAINT KITTS AND NEVIS	KN	UKRAINE	UA
SAINT LUCIA	LC		

Country Name	Country Code	Country Name	Country Code
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		