

**Physical Verification of the Registered of the Company**

MCA notified the Companies (Incorporation) Third Amendment Rules, 2022

The Ministry of Corporate affairs vide its Notification dated 18th August, 2022, by insertion of New Rule 25B in Companies (Incorporation) Rules, 2014 has granted power to ROC, when it thinks to do so, to conduct physical verification of the registered office of the company.

Section 12 (9) of the Companies Act, 2013 : If the Registrar has reasonable cause to believe that the company is not carrying on any business or operations, he may cause a physical verification of the registered office of the company in such manner as may be prescribed and if any default is found to be made in complying with the requirements of sub-section (1), he may without prejudice to the provisions of sub-section (8), initiate action for the removal of the name of the company from the register of companies under Chapter XVIII.

**Inserted by the Companies (Amendment) Ordinance, 2018 dated 02.11.2018**

**Inserted by the Companies (Amendment) Ordinance, 2019 dated 14.01.2019 [Companies (Amendment) Ordinance 2018 is repealed on 12th January 2019]**

**Inserted by the Companies (Amendment) Act, 2019 -: Effective From 02nd November 2018 [Companies (Amendment) Second Ordinance 2019 is repealed on 31st July 2019]**

**Rules 25B: Physical Verification Rules for Company Registered Office (MCA Notification dated 18th Aug 2022)**

<b>Sub Rule</b>	<b>Provisions</b>	<b>Remarks</b>
25 B (1)	The Registrar, based upon the information or documents made available on MCA 21, shall visit at the address of the registered office of the company and may cause the physical verification of the said registered office for the <u>purposes of sub section (9) of section 12</u> , in presence of two independent witness of the locality in which the said registered office is situated and may also seek assistance of the local Police for such verification, if required.	As per the Amended Rules, the Registrar (ROC), based upon the information or documents made available on MCA 21, shall visit the address of the registered office of the Company and may cause the physical verification of the said registered office for the purposes of Section 12(9) of the Companies Act, in the presence of two independent witnesses of the locality in which the said registered office is situated and may also seek the assistance of the local Police for such verification, if required.



<p>25 B (2)</p>	<p>The Registrar shall carry the <b><u>documents as filed on MCA 21</u></b> in support of the address of the registered office of the company for the purposes of physical verification and <b><u>to check the authenticity of the same</u></b> by cross verification with the copies of supporting documents of such address collected during the said physical verification, duly authenticated from the occupant of the property whereat the said registered office is situated.</p>	<p>The Registrar, while carrying physical verification of registered office of the company, may ask company to present <b><u>original documents</u></b> relating to Registered office of the company for <b><u>cross verification</u></b>.</p> <p>In case of own premises certified copy of registered sale deed, or water tax, House tax or such document which certifies the ownership of the premises.</p> <p>In case of rented premises copy of lease deed / rent deed along with the Ownership of the premises.</p> <p>The authorization from the owner or authorized occupant of the premises along with proof of ownership or occupancy authorization, to use the premises by the company as its registered office; and</p> <p>The proof of evidence of any utility service like telephone, gas, electricity, etc. Depicting the address of the premises in the name of the owner or document, as the case may be, this is not older than two months.</p>
<p>25 B (3)</p>	<p>The Registrar shall take a <b><u>photograph of the registered office</u></b> of the company while causing physical verification of the same.</p>	<p>The Registrar, while carrying physical verification of registered office of the company, shall take photograph of the Registered office of the Company inside and outside of the Premises along with Director / Authorised signatory of the Company available at the</p>



		time of Physical verification.
25 B (4)	The report of the physical verification shall be prepared in the following format namely. (Format is given Below Separately)	The Report format is prescribed by the Ministry and given as below in this note.
25 B (5)	Where the registered office of the company is found to <b><u>be not capable of receiving and acknowledging all communications and notices</u></b> , the Registrar shall <b><u>send a notice to the company</u></b> and <b><u>all the directors of the company</u></b> , of his intention to remove the name of the company from the register of companies and requesting them to send their representations along with copies of relevant documents, if any, within a period of <b><u>thirty days from the date of the notice</u></b> before taking further actions in accordance with the provisions of section 248 of the Act.	-

To avoid such consequences, heavy penalties on the company and its officers and the actions such as removing name of the company from the register of companies, the Director of the company and other person who are in charge of the management of the company are hereby advised to take the note of above rule and comply strictly with the section 12 of the Companies Act, 2013 and rules made there under. In pursuance of section 12 of the Companies Act, 2013, it is advisable to company, its management, its Shareholders and the Directors of the company that:

Every company shall—

1. paint or affix
2. its name,
3. the address of its registered office,
4. registered e-mail Id of the Company,

and keep the same painted or affixed, on the outside of every office or place in which its business is carried on, in a conspicuous position, in legible letters, and also painted and affixed in Local Language of the area where Registered office of the company is situated.

#### 1. Get its

- i. name,
- ii. address of its registered office and the
- iii. Corporate Identity Number (CIN)
- iv. telephone number, fax number, if any,
- v. e-mail and website addresses, if any,
- vi. printed in all its Letter heads, business letters, billheads, letter papers and in all its notices and other official publications; and



vii. have its name printed on hundies, promissory notes, bills of exchange and other document

Kindly Note that where a company has changed its name during the last two years, it shall also paint or affix, along with its current name, the former name so changed during the last two years.

In case of One Person Company (OPC), the words “One Person Company” shall be mentioned in brackets below the name of such company, wherever its name is printed, affixed or engraved.

Where a company has changed its name or names during the last two years, it shall paint or affix or print, as the case may be, along with its name, **the former name or names so changed** during the last two years as required under clauses (a) and (c) of sub section 3 of Section 18.

#### **Penal Action by Roc**

Where the Registrar has reasonable cause to believe that the company is not carrying on any **business or operations**, as revealed after the physical verification carried out under sub-section (9) of section 12 and the registered office of the company is found to **be not capable of receiving and acknowledging all communications and notices**.

The Registrar shall **send a notice to the company** and **all the directors of the company**, of his intention to remove the name of the company from the register of companies and requesting them to send their representations along with copies of relevant documents, if any, within a period of **thirty days from the date of the notice** before taking further actions in accordance with the provisions of section 248 of the Act.

At the expiry of the time mentioned in the notice, the Registrar may, unless cause to the contrary is shown by the company, **strike off** its name from the register of companies, and shall publish notice thereof in the Official Gazette, and on the publication in the Official Gazette of this notice, the company shall stand **dissolved**.



**Format of Report on Physical Verification of the Registered Office of the Company**

1. Name and CIN of the Company:
2. Latest address of the registered office of the company as per MCA 21 record:
3. Date of authorisation letter issued by the Registrar of Companies:
4. Name of the Registrar of Companies:
5. Date and Time of visit for physical verification of the registered office:
6. Location details along with Landmark:
7. Details of the person available, if any at the time of the visit-
  - (i) Name:
  - (ii) Father's Name:
  - (iii) Residential address:
  - (iv) Relationship with the company, if applicable:
8. Remarks if any:
9. Documents attached:
  - (i) Copy of the agreement/ownership/rent agreement/No Objection Certificate of the registered office of the company from owner/ tenant/ lessor:
  - (ii) Photograph of the registered office:
  - (iii) Self Attested ID Card of the person available, if any:-
  - (iv) Any other document(s):

Date:

Place:

Signature:.....

Name and Designation of the official  
with official address

