

**Instruction Kit for eForm INC-3**  
(One Person Company – Nominee Consent Form)

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## **About this Document**

The Instruction Kit has been prepared to help you file eForms with ease. This document provides references to law(s) governing the eForms, instructions to fill the eForm at field level and common instructions to fill all eForms. The document also includes important points to be noted for successful submission.

This document is divided into following sections:

[Part I – Laws Governing the eForm](#)

[Part II – Instructions to fill the eForm](#)

[Part III – Important Points for Successful Submission](#)

*Click on any section link to refer to the section.*

## **Part I – Law(s) Governing the eForm**

### **Section and Rule Number(s)**

This form is required to be filed pursuant to section 3(1) of the Companies Act, 2013 and rule 4(2), (3), (4), (5) & (6) of Companies (Incorporation) Rules, 2014 and the same are reproduced for your reference:

#### **Section 3(1):**

A company may be formed for any lawful purpose by—

- (a) Seven or more persons, where the company to be formed is to be a public company;
- (b) Two or more persons, where the company to be formed is to be a private company; or
- (c) One person, where the company to be formed is to be One Person Company that is to say, a private company, by subscribing their names or his name to a memorandum and complying with the requirements of this Act in respect of registration:

Provided that the memorandum of One Person Company shall indicate the name of the other

Person, with his prior written consent in the prescribed form, who shall, in the event of the subscriber's death or his incapacity to contract become the member of the company and the written consent of such person shall also be filed with the Registrar at the time of incorporation of the One Person Company along with its memorandum and articles:

Provided further that such other person may withdraw his consent in such manner as may be prescribed:

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Provided also that the member of One Person Company may at any time change the name of such other person by giving notice in such manner as may be prescribed:

Provided also that it shall be the duty of the member of One Person Company to intimate the company the change, if any, in the name of the other person nominated by him by indicating in the memorandum or otherwise within such time and in such manner as may be prescribed, and company shall intimate the Registrar any such change within such time and in such manner as may be prescribed.

Provided also that any such change in the name of the person shall not be deemed to be an alteration of the memorandum.

**Rule 4(2), (3), (4), (5) &(6)**

(2) Name of the person nominated under sub-rule (1) shall be mentioned in the memorandum of One Person Company and the nomination in Form No **INC-2** along with consent of such nominee obtained in Form No **INC-3** and fee as provided in **Companies (Registration offices and fees) Rules, 2014** shall be filed with the Registrar at the time of incorporation of the company along with its memorandum and articles.

(3) In pursuance of the second proviso of sub-section (1) of section 3, the person nominated by the subscriber or member of a One Person Company may, withdraw his consent by giving a notice in writing to such sole member and to the One Person Company.

Provided that the sole member shall nominate another person as nominee within 15 days on the receipt of the notice of withdrawal and shall send an intimation of such nomination in writing to the Company, along with the written consent of such other person so nominated in **Form No. INC-3**

(4) The company shall within thirty days of receipt of the notice of withdrawal of consent under sub-rule (3) filed with the Registrar, a notice of such withdrawal of consent and the intimation of the name of another person nominated by the sole member in **Form No INC-4** along with fee as provided in **Companies (Registration offices and fees) Rules, 2014** and the written consent of such another person so nominated in **Form No.INC-3**

(5) For the purposes of third proviso of sub-section (1) of section 3, the subscriber or member of a One Person Company may, by intimation in writing to the company, change the name of the person nominated by him at any time for any reason including in case of death or incapacity to contract of nominee and nominate another person after obtaining the prior consent of such another person in Form No **INC-3**.

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Provided that the company shall, on the receipt of such intimation, file with the Registrar, a notice of such change in Form No **INC-4** along with fee as provided in **Companies (Registration offices and fees) Rules, 2014** and with the written consent of the new nominee in Form No.**INC-3** within 30 days of receipt of intimation of the change.

(6) Where the sole member of One Person Company ceases to be the member in the event of death or incapacity to contract and his nominee becomes the member of such One Person Company, such new member shall nominate within fifteen days of becoming member, a person who shall in the event of his death or his incapacity to contract become the member of such company, and the company shall file with the Registrar an intimation of such cessation and nomination in Form No **INC-4** along with the fee as provided in **Companies (Registration offices and fees) Rules, 2014** within 30 days of the change in membership and with the prior written consent of the person so nominated in Form No.**INC-3**

**Purpose of the eForm**

One Person Company is required to indicate the name of the other person as nominee in its memorandum with his prior written consent, who shall become the member of the company in case of subscriber’s/member’s death or incapacity to contract and such consent of the nominee shall be submitted to Registrar in this eForm INC-3.

**eForm Number as per Companies Act, 1956**

This eForm INC-3 has been introduced in the Companies Act, 2013.

**Part II – Instructions to fill the eForm**

**Specific Instructions to fill the eForm INC-3 at Field Level**

Instructions to fill the eForm are tabulated below at field level. Only important fields that require detailed instructions to be filled in eForm are explained. Self-explanatory fields are not discussed.

S. No/ Section Name	Field Name	Instructions
		User is required to download eForm INC-3 from the MCA website and fill in all the details as required and after check form, take the print out of the eForm and sign it. The same is required to be submitted to the Registrar along with all the enclosures as attachment to other eForms INC.2, INC.4 or INC.6 as the case may be.
1	(a) SRN of Form INC-1 (In case of new company) or Corporate identity number (CIN) of the company (In case of existing company)	Enter an approved SRN of Form INC-1 in case of a new company or valid CIN for a One Person Company (OPC).

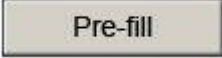

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S. No/ Section Name	Field Name	Instructions
	Pre-fill	<p>Click the Pre-fill button.</p> <p>On clicking the button, system will automatically display the name and registered office address of the company in case of existing company.</p> <p>User is required to fill in the details of the registered office of the company and name is pre-filled based on SRN of eForm INC-1</p> <p>In case there is any change in the email ID, you can enter the new valid email ID</p>
3	<p>Consent: I {Drop down - Values: Mr., Ms.} (Small description box)</p> <p>hereby give my consent to become the member of (Small description box),</p> <p>In the event of death of (Small description box) subscriber/member of the company or his incapacity to contract.</p>	<p>This field is auto filled on the basis of details entered in point no 4 in the form.</p> <p>This field is pre-filled on the basis of SRN/CIN entered above.</p> <p>Enter the full name of the subscriber/member of the OPC</p>
4	Particulars of nominee	<p>Enter the approved DIN/PAN of nominee.</p> <p>On clicking the prefill button, the system shall automatically display PAN, name including first middle name and surname, father's name, gender, date of birth, educational qualification on the basis of DIN provided in the form.</p> <p>Enter the details in case PAN is entered and name including first, middle and surname details shall be verified by the system.</p> <p>Nominee should be an Indian citizen and resident in India.</p> <p>Residential proof selected and provided should not be older than two months.</p>

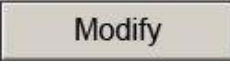
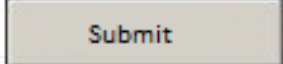
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S. No/ Section Name	Field Name	Instructions
	Family Name	Enter nominee’s surname or family name.
	Duration of stay at present address	User is required to fill number of years (0 to 99) and months (0 to 11). User is required to provide previous residence address details in case the duration of stay is less than a year at the present address.
<b>To be physically signed by</b>	Nominee	User is required to take the printout of the form after clicking on the “Check Form” button and the same shall be manually signed by the Nominee thereafter.
<b>Enclosures</b>		<ul style="list-style-type: none"> <li>• Copy of PAN card</li> <li>• Proof of identity</li> <li>• Residential Proof</li> </ul> <p>All the enclosures along with this form shall be submitted as an attachment to other forms INC-2, INC-4 or INC-6 as the case may be. User is required to provide copy of residential proof not older than two months</p>

**Common Instructions to fill eForm**

Buttons	Particulars
Pre-Fill 	<p>The <b>Pre-fill</b> button can appear more than once in an eForm. The button appears next to a field that can be automatically filled using the MCA database.</p> <p>Click this button to populate the field.</p> <p><b>Note:</b> You are required to be connected to the Internet to use the Pre-fill functionality.</p>
Check Form 	<ol style="list-style-type: none"> <li>1. Click the <b>Check Form</b> button after, filling the eForm. System performs form level validation like checking if all mandatory fields are filled. System displays the errors and provides you an opportunity to correct errors.</li> <li>2. Correct the highlighted errors.</li> <li>3. Click the <b>Check Form</b> button again and. system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”.</li> </ol> <p><b>Note:</b> The Check Form functionality does not require Internet connectivity.</p>

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<b>Buttons</b>	<b>Particulars</b>
Modify 	The Modify button is enabled, after you have checked the eForm using the <b>Check Form</b> button.  To make changes to the filled and checked form: 1. Click the <b>Modify</b> button. 2. Make the changes to the filled eForm. 3. Click the <b>Check Form</b> button to check the eForm again.
Submit 	This button is disabled at present.
Country code	Enter the country code. Refer <a href="#">Annexure A – Country Codes.</a>

### **Part III - Important Points for Successful Submission**

#### **Processing Type.**

This is a non e-Form and User is required to fill the form electronically and then attach the printout of the duly signed copy along with all the enclosures with other eForms INC-2, INC-4 or INC-6 as the case may be.

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**Annexure A**

List of ISO Country Codes

Country Name	Country Code	Country Name	Country Code
AFGHANISTAN	AF	LIBERIA	LR
ÅLAND ISLANDS	AX	LIBYAN ARAB JAMAHIRIYA	LY
ALBANIA	AL	LIECHTENSTEIN	LI
ALGERIA	DZ	LITHUANIA	LT
AMERICAN SAMOA	AS	LUXEMBOURG	LU
ANDORRA	AD	MACAO	MO
ANGOLA	AO	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF	MK
ANGUILLA	AI	MADAGASCAR	MG
ANTARCTICA	AQ	MALAWI	MW
ANTIGUA AND BARBUDA	AG	MALAYSIA	MY
ARGENTINA	AR	MALDIVES	MV
ARMENIA	AM	MALI	ML
ARUBA	AW	MALTA	MT
AUSTRALIA	AU	MARSHALL ISLANDS	MH
AUSTRIA	AT	MARTINIQUE	MQ
AZERBAIJAN	AZ	MAURITANIA	MR
BAHAMAS	BS	MAURITIUS	MU
BAHRAIN	BH	MAYOTTE	YT
BANGLADESH	BD	MEXICO	MX
BARBADOS	BB	MICRONESIA, FEDERATED STATES OF	FM
BELARUS	BY	MOLDOVA, REPUBLIC OF	MD
BELGIUM	BE	MONACO	MC
BELIZE	BZ	MONGOLIA	MN
BENIN	BJ	MONTENEGRO	ME
BERMUDA	BM	MONTSERRAT	MS
BHUTAN	BT	MOROCCO	MA
BOLIVIA	BO	MOZAMBIQUE	MZ
BOSNIA AND HERZEGOVINA	BA	MYANMAR	MM
BOTSWANA	BW	NAMIBIA	NA
BOUVET ISLAND	BV	NAURU	NR
BRAZIL	BR	NEPAL	NP
BRITISH INDIAN OCEAN TERRITORY	IO	NETHERLANDS	NL



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Country Name	Country Code	Country Name	Country Code
BRUNEI DARUSSALAM	BN	NETHERLANDS ANTILLES	AN
BULGARIA	BG	NEW CALEDONIA	NC
BURKINA FASO	BF	NEW ZEALAND	NZ
BURUNDI	BI	NICARAGUA	NI
CAMBODIA	KH	NIGER	NE
CAMEROON	CM	NIGERIA	NG
CANADA	CA	NIUE	NU
CAPE VERDE	CV	NORFOLK ISLAND	NF
CAYMAN ISLANDS	KY	NORTHERN MARIANA ISLANDS	MP
CENTRAL AFRICAN REPUBLIC	CF	NORWAY	NO
CHAD	TD	OMAN	OM
CHILE	CL	PAKISTAN	PK
CHINA	CN	PALAU	PW
CHRISTMAS ISLAND	CX	PALESTINIAN TERRITORY, OCCUPIED	PS
COCOS (KEELING) ISLANDS	CC	PANAMA	PA
COLOMBIA	CO	PAPUA NEW GUINEA	PG
COMOROS	KM	PARAGUAY	PY
CONGO	CG	PERU	PE
CONGO, THE DEMOCRATIC REPUBLIC OF THE	CD	PHILIPPINES	PH
COOK ISLANDS	CK	PITCAIRN	PN
COSTA RICA	CR	POLAND	PL
COTE D'IVOIRE	CI	PORTUGAL	PT
CROATIA	HR	PUERTO RICO	PR
CUBA	CU	QATAR	QA
CYPRUS	CY	REUNION	RE
CZECH REPUBLIC	CZ	ROMANIA	RO
DENMARK	DK	RUSSIAN FEDERATION	RU
DJIBOUTI	DJ	RWANDA	RW
DOMINICA	DM	SAINT BARTHELEMY	BL
DOMINICAN REPUBLIC	DO	SAINT HELENA	SH
ECUADOR	EC	SAINT KITTS AND NEVIS	KN
EGYPT	EG	SAINT LUCIA	LC
EL SALVADOR	SV	SAINT MARTIN	MF
EQUATORIAL GUINEA	GQ	SAINT PIERRE AND MIQUELON	PM

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Country Name	Country Code	Country Name	Country Code
ERITREA	ER	SAINT VINCENT AND THE GRENADINES	VC
ESTONIA	EE	SAMOA	WS
ETHIOPIA	ET	SAN MARINO	SM
FALKLAND ISLANDS (MALVINAS)	FK	SAO TOME AND PRINCIPE	ST
FAROE ISLANDS	FO	SAUDI ARABIA	SA
FIJI	FJ	SENEGAL	SN
FINLAND	FI	SERBIA	RS
FRANCE	FR	SEYCHELLES	SC
FRENCH GUIANA	GF	SIERRA LEONE	SL
FRENCH POLYNESIA	PF	SINGAPORE	SG
FRENCH SOUTHERN TERRITORIES	TF	SLOVAKIA	SK
GABON	GA	SLOVENIA	SI
GAMBIA	GM	SOLOMON ISLANDS	SB
GEORGIA	GE	SOMALIA	SO
GERMANY	DE	SOUTH AFRICA	ZA
GHANA	GH	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS	GS
GIBRALTAR	GI	SPAIN	ES
GREECE	GR	SRI LANKA	LK
GREENLAND	GL	SUDAN	SD
GRENADA	GD	SURINAME	SR
GUADELOUPE	GP	SVALBARD AND JAN MAYEN	SJ
GUAM	GU	SWAZILAND	SZ
GUATEMALA	GT	SWEDEN	SE
GUERNSEY	GG	SWITZERLAND	CH
GUINEA	GN	SYRIAN ARAB REPUBLIC	SY
GUINEA-BISSAU	GW	TAIWAN, PROVINCE OF CHINA	TW
GUYANA	GY	TAJIKISTAN	TJ
HAITI	HT	TANZANIA, UNITED REPUBLIC OF	TZ
HEARD ISLAND AND MCDONALD ISLANDS	HM	THAILAND	TH
HOLY SEE (VATICAN CITY STATE)	VA	TIMOR-LESTE	TL
HONDURAS	HN	TOGO	TG
HONG KONG	HK	TOKELAU	TK

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Country Name	Country Code	Country Name	Country Code
HUNGARY	HU	TONGA	TO
ICELAND	IS	TRINIDAD AND TOBAGO	TT
INDIA	IN	TUNISIA	TN
INDONESIA	ID	TURKEY	TR
IRAN, ISLAMIC REPUBLIC OF	IR	TURKMENISTAN	TM
IRAQ	IQ	TURKS AND CAICOS ISLANDS	TC
IRELAND	IE	TUVALU	TV
ISLE OF MAN	IM	UGANDA	UG
ISRAEL	IL	UKRAINE	UA
ITALY	IT	UNITED ARAB EMIRATES	AE
JAMAICA	JM	UNITED KINGDOM	GB
JAPAN	JP	UNITED STATES	US
JERSEY	JE	UNITED STATES MINOR OUTLYING ISLANDS	UM
JORDAN	JO	URUGUAY	UY
KAZAKHSTAN	KZ	UZBEKISTAN	UZ
KENYA	KE	VANUATU	VU
KIRIBATI	KI	VENEZUELA, BOLIVARIAN REPUBLIC OF	VE
KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF	KP	VIET NAM	VN
KOREA, REPUBLIC OF	KR	VIRGIN ISLANDS, BRITISH	VG
KUWAIT	KW	VIRGIN ISLANDS, U.S.	VI
KYRGYZSTAN	KG	WALLIS AND FUTUNA	WF
LAO PEOPLE'S DEMOCRATIC REPUBLIC	LA	WESTERN SAHARA	EH
LATVIA	LV	YEMEN	YE
LEBANON	LB	ZAMBIA	ZM
LESOTHO	LS	ZIMBABWE	ZW

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