



K M GATECHA & CO LLP

Chartered Accountants

7TH FLOOR, C714, DEV AURUM COMPLEX 100 FEET ROAD DEER CIRCLE PRAHLAD
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Checklist for Change in Registered Office under LLP and Companies Act, 2013

For Limited Liability Partnerships (LLP)

Checklist for Change within the Same State (Jurisdiction of the Same Registrar):

1. Partners' Consent:
 - Obtain consent from all partners for the change of registered office.
2. LLP Agreement:
 - Check the provisions of the LLP Agreement for the process to change the registered office.
 - Amend the LLP Agreement, if required.
3. Resolution:
 - Pass a resolution for the change of registered office.
4. Form Filing with ROC:
 - File Form 15 with the Registrar of Companies (ROC) within 30 days of the change.
 - Attachments:
 - Copy of the resolution.
 - Proof of the new address (e.g., rent agreement, utility bill not older than 2 months).
 - NOC from the owner of the new premises.
5. Update LLP Agreement (if amended):
 - File Form 3 with the ROC for any amendment to the LLP Agreement.
6. Intimation to Stakeholders:
 - Notify banks, clients, vendors, and other stakeholders of the change.

Checklist for Change from One State to Another (Jurisdiction of a Different Registrar):

1. Partners' Consent:
 - Obtain unanimous consent from all partners.
2. LLP Agreement:
 - Check and amend the LLP Agreement if required.
3. Resolution:
 - Pass a resolution for the change of registered office to another state.
4. Approval from Creditors:



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- Obtain consent or no-objection from creditors.

5. Public Notice:

- Publish a notice of the change in one English and one vernacular newspaper in the state of the existing registered office.

6. Form Filing with ROC:

- File Form 15 with the ROC of the current state and obtain approval.

- Attachments:

- Copy of the resolution.

- Proof of the new address.

- NOC from the owner of the new premises.

7. Certificate of Registration:

- Obtain a fresh certificate of registration from the new ROC.

8. Update LLP Agreement:

- File Form 3 for the amendment of the LLP Agreement.

9. Intimation to Stakeholders:

- Notify all relevant parties about the change.

For Companies under Companies Act, 2013

Checklist for Change within the Same City:

1. Board Resolution:

- Pass a board resolution for the change.

2. Form Filing:

- File Form INC-22 with the ROC within 30 days.

- Attachments:

- Proof of the new address.

- NOC from the owner of the premises.

- Utility bill not older than 2 months.

3. Intimation to Stakeholders:

- Notify stakeholders of the change.

Checklist for Change within the Same State (Outside City Limits but Same ROC):

1. Board Resolution:

- Pass a board resolution for the change.

2. Special Resolution:

- Convene a general meeting and pass a special resolution for the change.



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3. Form Filing:

- File Form MGT-14 with the ROC for the special resolution.
- File Form INC-22 with the ROC within 30 days.
- Attachments:
 - Copy of the special resolution.
 - Proof of the new address.
 - NOC from the owner of the premises.
 - Utility bill not older than 2 months.

4. Intimation to Stakeholders:

- Notify banks, clients, and other relevant parties.

Checklist for Change from One State to Another State (Different ROC):

1. Board Resolution:

- Pass a board resolution to initiate the process.

2. Special Resolution:

- Convene a general meeting and pass a special resolution for the change.

3. Approval from Creditors:

- Obtain consent or no-objection from creditors.

4. Form Filing with ROC:

- File Form MGT-14 with the ROC for the special resolution.
- File Form INC-23 to obtain approval from the Regional Director.
- Attachments:
 - Special resolution.
 - Proof of the new address.
 - Copy of the altered Memorandum of Association (MOA).
 - Copy of the notice published in newspapers.

5. Public Notice:

- Publish a notice of the change in one English and one vernacular newspaper in the state of the existing registered office.

6. Approval from Regional Director:

- Obtain an order approving the change from the Regional Director.

7. Filing of Order:

- File the order with both ROCs in Form INC-28.

8. Form INC-22:

- File Form INC-22 with the ROC of the new state.

9. Fresh Certificate of Incorporation:

- Obtain a fresh certificate of incorporation from the new ROC.



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10. Update Statutory Registers:

- Update statutory registers and letterheads with the new address.

11. Intimation to Stakeholders:

- Notify banks, clients, vendors, tax authorities, and other stakeholders.

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