OFFICE MEMORANDUM

Sub: Standard Operating Procedure (SOP) for Change of Status of RA from Proprietorship to a Partnership Firms or to a Limited Company, or Partnership Firms to a Limited Company, or Partnership Firm to Proprietorship.

The undersigned is directed to refer to the communication of even dated 6th December, 2017 enclosing a draft Standard Operating Procedure on the above subject, requesting all the stakeholders to submit their suggestions/comments by 31st December, 2017. Now the SOP has been finalised and enclosed for compliance/implementation by all the concerned stakeholders/R.A. PoEs are directed to forward all such requests for further approvals, after due-diligence/scrutiny and categorical recommendation of the the PoE.

This issues with the approval of the Protector General of Emigrants,

(Bikash R. Mahato)
Under Secretary (OE-III)
Ph. 01124673965

i) All PoEs for necessary action.
ii) Federation/Association of Recruiting Agents
iii) eMigrate, TCS for uploading in the website
Standard Operating Procedure for Change of Status of RA from Proprietorship to a Partnership Firm or to a Limited Company, or Partnership Firm to a Limited Company, or Partnership Firm to Proprietorship.

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The following procedure will henceforth be adopted to process requests received from a registered Recruiting Agent for Change of Status of RA from Proprietorship to a Partnership Firm or to a Limited Company, or Partnership Firm to a Limited Company, or Partnership Firm to Proprietorship:

1. The validity of Registration Certificate after change of status (from proprietorship to partnership/company, as the case may be) will be for a period of five (5) years {Section 12(b) of Emigration Act, 1983}
2. The amount of Bank Guarantee as a performance guarantee will be Rs. Fifty (50) lakh only. {Rule (8) of Emigration Rules, 1983}
3. The minimum required area of the premises will be fifty (50) Sq Mts. {Rule (10) (xv) (a)}
4. The case will be examined on the same parameters which are adopted in case of fresh registration and a new registration number will be given; however, the applicant may choose to retain the previous name/title of the business.
5. The change of status from Proprietorship to a Partnership Firm or to a Limited Company will be examined as a re-registration. After approval of the case, the Applicant will surrender the old Registration Certificate; and, a new Registration Certificate with a new number will be issued to him.
6. The new entity i.e. a Partnership Firm or a Limited Company should be formed/constituted for the purpose of re-registration. The re-registration can also be considered for an already existing partnership firm or a limited company provided the said firm is engaged in recruitment activities as per Memorandum of Association/Articles of Association of the existing entity. (If Memorandum of Association/Articles of Association does not include "recruitment activity" in present entity, the same will need to be included in the amended Memorandum of Association/Articles of Association as per procedure).

A. Application requirements:

i) The applicant will make an On-line payment Rs.25,000/- in favour of PAO, MEA, New Delhi towards re-registration fee under Rule 7(2) of the Emigration Rules, 1983, through e-Migrate login.

ii) The applicant will apply in Form-I for re-registration duly signed and stamped by the Managing Partner or Managing Director; and, an affidavit in Form-II executed by the Managing Partner or Managing Director (duly sworn on before Metropolitan/Judicial Magistrate/Notary) under Rule 7(2)(iv) of the Emigration rules, 1983. The applicant will also provide four Passport-SIZE photographs of Managing Partner or Managing Director duly (self) attested on the front-side.
B. Documents required:

i) Copy of the applicant's/partner's/director's bachelor's degree or two years diploma or equivalent from a recognized university or institute [in respect of Managing Partner/Managing Director or incoming partner/Director]. Verification of the educational qualification certificate by the concerned University by payment of verification fee in respect of person(s) whose degree is to be verified will be done after grant of Registration Certificate. [In case the existing RA is a Graduate and his certificate has already stands verified, the same need not be repeated again]

ii) A resolution passed and signed by all Partners/Directors authorising one of the Partners/Directors to act as Managing Partner/Director and to sign papers on behalf of the new entity; and in case of partnership firm, a resolution signed by all the partners to authorize one of the partners to act as Managing Partner on behalf of the partnership firm.

(iii) A copy each of the Memorandum of Association and Articles of Association of the new entity which must provide inter alia for “Recruitment of Indians for overseas employment”, as a mandatory Article.

(iv) A copy of the Certificate of registering the Partnership / Company issued by RoC as a new entity.

(v) A certificate of a Chartered Accountant having a certificate of practice under the CA Act, 1949, showing the financial soundness of the applicant, stating the financial standing (Assets minus liabilities as on date), turnover of the legal entity. The certificate so issued by a Chartered Accountant will contain the following information in respect of the applicant:

   a) PAN number.
   b) Assets (Fixed as well as liquid)
   c) Liabilities (mandatory requirement)
   d) Networth (Assets minus liabilities)

   e) A certificate with regard to payment of Income Tax by the applicant firm; and by the Managing Partner/Managing Director and ALL Partners/Directors, as the case may be, for the last three consecutive years.

(vi) A self attested copy of PAN Card of the applicant entity; Managing Partner of Partnership Firm or Managing Director of the Company or the Proprietor.( if not already in the eMigrate records)

(vii) An affidavit-cum-Indemnity Bond from the Managing Partner (in case of Partnership Firm; and, from Managing Director in case of limited company) taking over all liabilities relating to transactions/business of the
previous entity’s Registration Certificate holder, duly sworn in before Metropolitan/Judicial Magistrate/Notary, on Rs. 100 Stamp-paper.

(viii) A fresh Security in the form of Bank Guarantee for Rs. 50.00 Lakh in the name of new entity (after issuance of Eligibility Letter)*.

* (A fresh/extended Bank Guarantee would be required with a validity of 8 1/2 years since, fresh RC would be issued for a period of five years, the BGs already submitted to MEA, would be returned to the previous entity/Bank for discharge) (Format for amendment of existing Bank Guarantee is enclosed).

(ix) Performance of existing RA i.e. number of workers deployed year-wise for the last 5 year validity of the existing RC. { Section 12(b) of Emigration Act, 1983}

(x) Police Verification Report in respect of the incoming Partner(s) in case of a Partnership Firm and incoming Director(s) in case of a limited company.

(xi) POE Inspection Report of the office (not required if no change of address or inspection done in the last 2 years).

(xii) In case, the proposed applicant (partnership firm or company) plans its operations from a new address, then, the following additional documents will also be required:

a. Copy of ownership deed; or, the lease deed in case of rented premises duly attested by Notary/Magistrate. The lease deed will be required to be got registered within six months of the grant of Registration Certificate.

b. An affidavit, attested before MM/JM/Notary to the effect that no other RA is functioning from the same address.

c. An affidavit in Form-III, attested before MM/JM/Notary.

d. Blue-Print of the layout plan duly signed and stamped (with registration number) by a government approved Architect. The dimensions of the rooms and total built up area, carpet area (minimum 50 Sq meters built-up area having a waiting hall with the capacity of sitting for at least 10-15 persons) and complete office address must be clearly indicated.

e. A copy of certificate under the Shops and Commercial Establishment Act, duly self-attested.

f. Since this is a case of re-registration of an Existing RA, the requirements like copy of telephone bills (in case of existing premises), Trade Testing Certificate, experience in Overseas Manpower employment is not required again.

C. Any other stipulation, as may be required as per proviso of Emigration Act, 1983, notified subsequently will need to be complied with.

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Format for amendment in Bank Guarantee for cases of change of status of the firm  
(Non-Judicial Stamp Paper of value not less than Rs. 100/-)

To

President of India acting through  
Protector General of Emigrants,  
Ministry of External Affairs, Akbar Bhawan,  
Chanakyapuri, New Delhi.

[Amendment in Bank Guarantee].

We, the Bank ......... (name of bank and complete address of the branch) ... have issued a Bank Guarantee in respect of our client, M/s (Name and complete address of the RA) as under:

1. Client Detail:  
   ________________________ (Name & Address of existing firm/proprietor)

2. Bank Guarantee Number:  
   ________________________

3. Amount:  
   ________________________

4. Valid upto:  
   ________________________ (excluding claim period of six months)

5. Issued in favour of:  
   President of India (acting through PGE, Ministry of  
   ________________________

6. Beneficiary Accounts detail  
   ________________________

   ________________________

Now, on receipt of a request from our client M/s (name and complete address of RA), the following amendments are made in the above bank guarantee:

7. Client Details (revised):  
   ________________________ (Name & Address of new entity/firm/Ltd Co.)

8. Bank Guarantee Number:  
   ________________________

9. Amount:  
   ________________________

10. Valid upto:  
   ________________________ (excluding the claim period of six months)

   Contd./
11. Issued in favour of: President of India acting through PGE, Ministry of External Affairs, Akbar Bhawan, Chanakyapuri, New Delhi

12. Beneficiary details:
   i. Name of the beneficiary's bank: State Bank of India
   ii. Account No. of beneficiary: 11084278820 (Bank Code-83-01-00)
   iii. Name and Branch address: SBI Main Branch, Parliament Street, New Delhi-110001.
   iv. IFSC Code of Branch: SBI N0000691
   v. MICR Code: 110002087
   vi. Branch Code: 16-06-99

13. This amendment may be treated as an integral part of the original bank guarantee (No. ___________ Dated ___________ for an amount of Rs. ___________) and further extensions thereto.

14. The address of our Regional Office/Zonal Office is as under:

   ____________________________

   ____________________________

15. This amendment may be got verified through our regional office/zonal office at the above address.

16. In case of Banks which do not have system of having regional office/zonal office, they may give complete address of their next higher/controlling office from which the said Bank Guarantee can be verified.

   Date ____________

   Seal and Signature of Executors