KHAN AKBER & CO.
ICAB Registered Chartered Accountants | Dhaka, Bangladesh | khanakber.com

Private Limited Company & Subsidiary Registration Checklist

Bangladesh | RJSC Registration Process | Use this checklist alongside professional guidance

This checklist covers the complete registration process for a **private limited company** (Ltd.) or a **wholly owned subsidiary** in Bangladesh. Both structures follow the same RJSC process. A subsidiary is simply a private limited company where the foreign parent holds 100% of shares. Work through each step in order. **Minimum paid-up capital for a foreign-invested company: USD 50,000.**

STEP 1 Before you start

- [ ] Confirm your proposed company name (must not duplicate an existing registered name at RJSC)
- [ ] Confirm at least 2 directors (both can be foreign nationals)
- [ ] Confirm at least 2 shareholders (both can be foreign nationals)
- [ ] Have a proposed registered office address in Bangladesh ready (rented or serviced office with a valid lease)
- [ ] Confirm minimum paid-up capital of USD 50,000 is available for remittance from abroad
  This is equity capital deposited into the company bank account after incorporation. Not a government fee.
- [ ] [SUBSIDIARY ONLY] Prepare parent company documents for notarization and apostille in country of origin
  Required: certificate of incorporation, MOA/AOA, board resolution authorizing the Bangladesh subsidiary

STEP 2 Name clearance at RJSC (1-3 working days)

- [ ] Access the RJSC online portal at roc.gov.bd
- [ ] Submit proposed company name for clearance
- [ ] Receive name clearance certificate
  Valid for 30 days. Begin document preparation immediately after clearance. Do not wait.

STEP 3 Document preparation (5-10 working days)

Core formation documents

- [ ] Memorandum of Association (MOA) in RJSC required format
  Must match the RJSC template exactly. Any deviation causes rejection and resets the timeline.
- [ ] Articles of Association (AOA) in RJSC required format
- [ ] Form IX: Consent to act as director (one per director)
- [ ] Form X: List of persons consenting to be directors
- [ ] Form XII: Particulars of directors, managers, and managing agents
- [ ] Form I: Declaration on registration
- [ ] Stamped share subscription form (one per shareholder)

Supporting documents (foreign directors and shareholders)

- [ ] Notarized passport copy of each director
- [ ] Notarized passport copy of each shareholder
- [ ] Address proof for each director

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[SUBSIDIARY ONLY] Additional parent company documents

- [ ] Parent company certificate of incorporation (notarized + apostilled in country of origin)
- [ ] Parent company Memorandum and Articles of Association (notarized)
- [ ] Board resolution from parent company authorizing incorporation of the Bangladesh subsidiary
- [ ] Power of attorney naming local authorized representative in Bangladesh

STEP 4 RJSC submission and incorporation (3-5 working days after submission)

- [ ] Calculate and pay stamp duty on MOA and AOA (calculated on declared paid-up capital)
- [ ] Pay RJSC registration fee (calculated on declared paid-up capital)
- [ ] Submit all documents through the RJSC online portal at roc.gov.bd
- [ ] Receive Certificate of Incorporation from RJSC
  This is the moment the company legally exists in Bangladesh.
- [ ] Collect certified copies of the MOA and AOA from RJSC

STEP 5 Post-incorporation registrations

Trade license (3-7 working days)

- [ ] Determine relevant city corporation: DNCC (Dhaka North) or DSCC (Dhaka South)
- [ ] Prepare: certificate of incorporation, MOA, office lease agreement, passport copy of director
- [ ] Pay trade license fee (BDT 5,000-15,000 depending on business category and office size)
- [ ] Receive trade license

TIN registration (same day, online)

- [ ] Register at NBR e-TIN portal
- [ ] Documents: certificate of incorporation, trade license, MOA
- [ ] Receive TIN certificate (Taxpayer Identification Number)

VAT registration (2-5 working days)

- [ ] Register at NBR VAT online portal at mushak.gov.bd (if making taxable supplies in Bangladesh)
- [ ] Documents: TIN, trade license, certificate of incorporation
- [ ] Receive BIN (Business Identification Number)
  Register before your first taxable invoice. Back-filing for pre-registration periods attracts NBR scrutiny.

Bank account (7-14 working days)

- [ ] Choose a scheduled commercial bank in Bangladesh
- [ ] Submit KYC documents: certificate of incorporation, MOA/AOA, trade license, TIN, BIN, board resolution, director passports

- [ ] Remit USD 50,000 minimum paid-up capital from abroad via banking channels in foreign currency
  Must be remitted in foreign currency (USD, EUR, GBP, etc.), not brought in cash. Reported to Bangladesh Bank.
- [ ] Receive account number and internet banking access

Estimated timeline from start to finish

Step	Activity	Estimated time
1	Name clearance at RJSC	1-3 working days
2	Document preparation	5-10 working days
3	RJSC submission and certificate of incorporation	3-5 working days
4	Trade license	3-7 working days
5	TIN registration	Same day
6	VAT registration (BIN)	2-5 working days
7	Bank account (including capital remittance)	7-14 working days
	Total: start to active bank account	**Approx. 4-6 weeks**

Important notes

Timelines assume all documents are correct on first submission. A single formatting error at RJSC resets the timeline by 2-3 weeks.

For subsidiary registration, parent company documents (certificate of incorporation, board resolution) must be notarized and apostilled in the country of origin before arriving in Bangladesh.

Paid-up capital must be remitted from abroad in foreign currency through banking channels. It cannot be brought in as cash.

A company name is not guaranteed until RJSC clearance is received. Do not print stationery or sign leases using the name before clearance.

Monthly obligations begin immediately after registration: VAT returns (Mushak 9.1) by the 15th of each month, TDS deposits by the 15th of each month.

Need help with registration? Khan Akber & Co. handles the full process for foreign investors: name clearance, MOA/AOA preparation, RJSC submission, trade license, TIN, VAT, and bank account. Initial consultation is free. **khanakber.com/contact**