

## Whether DIR-12 is to be filed on Reappointment of a Director?

Form DIR -12 is required to be filed on appointment and resignation of the directors. A question arises, whether it is required to be filed on reappointment of a director.

Suppose if the existing director is reappointed on expiry of his term, whether the Company is required to file DIR – 12 again? If you look at Form DIR – 12, it does not provide an option for marking reappointment. An extract of the Form DIR -12 is given below:-

The image shows a portion of the Form DIR-12. At the top, there is a large grey rectangular box. Below it, the form contains several fields with labels and input boxes:

- v Nationality: [input box]
- vi Date of birth: [input box]
- vii Gender: [input box]
- viii ☒ Appointment ☐ Cessation ☐ Change in designation
- ix Designation: [input box]
- xi Category: [input box]
- x Date of Appointment or change in designation: [input box] (DD/MM/YYYY)

It provides options for appointment, cessation and change in designation of director. Even if you marked as “Appointment” in Form DIR-12 on reappointment of a director, it will display an error while uploading the form that the director is already appointed. Many of the Companies are of the view that it is not required to be filed on every reappointment.

Companies Act, 2013 is not specific regarding filing of DIR-12 on reappointment of a director. As per Section 152(5) of the Companies Act, 2013 a person appointed as director shall not act as a director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within 30 days of his appointment in Form DIR–12. The Companies (Appointment and Qualification of Directors) Rules, 2014 provides that every person who has been appointed to hold the office of a director shall on or before the appointment furnish to the Company consent in writing to act as director in Form DIR–12.

Conclusion: On reappointment of director, Form DIR-12 is not required to be filed. It is required to be filed only on appointment/ cessation/ change in designation of directors.

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