PART XXXI

FORMS, RETURNS AND REGISTERS UNDER THE COMPANIES ACT, 1956

Chapter 1

Filing of Forms, Returns and Resolutions

Synopsis

1. Boundary-less filing of documents

Rather than compelling the business community to physically travel to MCA offices, MCA services is now made available at the place of their choice whether it is their homes or offices. The major components involved in this comprehensive e-Governance project are Front Office and Back Office.

The MCA21 project is designed to fully automate all processes related to the proactive enforcement and compliance of the legal requirements under the Companies Act, 1956. This will help the business community to meet their statutory obligations. From the customer perspective, the Front Office operations assume significance, which would be administered through the Front Office portal. The entire Back Office operations of the MCA would be automated so as to achieve the objective of a user-friendly computerized environment.

'My MCA portal' is the single point of contact for all MCA related services, which can be easily accessed over the Internet by all users.

2. Nature of documents covered under e-Filing

Permanent documents of existing companies like memorandum of association, articles of association, current charge documents are presently maintained in paper form across various Registrar of Companies (RoC) offices. These documents have been converted into electronic format.

The scope of MCA21 project covers only the offices of RoCs, Regional Directors and the Headquarters at New Delhi. It does not include other offices of MCA like Official Liquidators, Company Law Board/Tribunal and Courts.

Every company which has been incorporated under the Companies Act, 1956 as well as all the foreign companies having place of business in India are required to file with the RoC, Regional Director or the Head Quarter, requisite forms, returns and documents within the prescribed time alongwith the appropriate filing fee or with the payment of additional fees in the event of delayed filing.

Under the regime of MCA21 project launch by the Ministry of Company Affairs, the entire filing of forms and returns under the Companies Act, 1956 (except the filing of documents with the Liquidator, Company Law Board and High Court) is required to be filed electronically online at the portal of the www.mca,gov.in. The system of filing of forms and returns physically has been discontinued and after 16th Sept., 2006 and only electronic filing with the digital signature shall be accepted by the Department.

The Central Government vide Notification No. GSR 56(E) dated 10th Feb., 2006 has re-engineered the entire forms prescribed under the Companies (General Forms) Rules, 1956 and has prescribed new e-Forms, which has been effective from 28th Feb., 2006. (Appendix 1)

It should be noted that, duly filed means that the documents has been filed with an adequate filing fee All the columns of the forms and returns must be properly filled up and digitally signed by the managing director or director or manager or secretary of the Company as well as pre-certified by the company secretary or chartered accountant of cost accountant in practice as prescribed for certain forms before filing. Adequate enclosures must also be filed attached in the PDF files with the concerning.

3. Services Available on MCA21

The following services are available under the MCA21 project:—

(*a*) Registration and incorporation of new companies;

(*b*) Filing of Annual Returns, Balance Sheets and Profit and Loss Accounts;

(*c*) Filing of forms for change of names/address/Director's details;

(*d*) Registration, modification, satisfaction and verification of charges;

(*e*) Inspection of documents;

(*f*) Applications for various statutory services from MCA;

(*g*) Investor grievance redressal.

4. Administrative setup of MCA

The MCA Portal, which functions under overall direction and supervision of the Minister of Company Affairs, has a three tier organizational set-up for administration of the Act, namely:

1. Headquarters at New Delhi.
2. Regional Directors (RD) at Mumbai, Kolkata, Chennai and Noida
3. Registrar of Companies (RoC) in States and Union Territories

The Official Liquidators who are attached to various High Courts functioning in the country are also under the overall administrative control of the Ministry. The Company Law Board, a quasi-judicial body, has its Principal Bench at Delhi, an additional Principal Bench for Southern States at Chennai and four Regional Benches located at Delhi, Mumbai, Kolkata and Chennai.

The four Regional Directors are in-charge of the respective regions, each region comprising a number of States and Union Territories. They supervise the working of the offices of the RoCs and the Official

Liquidators working in their regions. They also maintain liaison with the respective State Governments and the Central Government in matters relating to the administration of the Companies Act. Certain powers of the Central Government under the Act have been delegated to the Regional Directors. There is also an inspection unit attached to the office of every Regional Director for carrying out the inspection of the books of accounts of companies' u/s 209A of the Companies Act.

RoCs appointed u/s 609 of the Companies Act and covering the various States and Union Territories are vested with the primary duty of registering companies in the respective States and the Union Territories and ensuring that such companies comply with statutory requirements under the Act. These offices function as registry of records, relating to the companies registered with them, which are available for inspection by members of public on payment of the prescribed fee. The Central Government exercises administrative control over these offices through the respective Regional Directors.

MCA Headquarters handles cases that require approval of the Central Government related functions. Regional Directors supervises the functioning of Registrars and handles the matters delegated by the Central Government while the Registrar offices handle the bulk of citizen facing functions.

The Official Liquidators (OL) attached to various High Courts functioning in the country is also under the overall administrative control of the MCA. Its headquarters at Delhi also includes two Directors of Inspection and Investigation and Director of Research and Statistics

5. Requirement for filing of Filing of e-Form s

The Ministry of Company Affairs *vide* Notification No. G.S.R. 56(E), dated 10th February, 2006 [F No 1/6/2005/CL.V] in exercise of the powers conferred by clauses (*a*) and (*b*) of sub-section (1) of section 642 read with section 610A of the Companies Act, 1956 (1 of 1956), has modified the Companies (Central Government's) General Rules and Forms, 1956, and these rules are called the Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2006. The Rules have come into force on the date of their publication in the Official Gazette *i.e.* 10th February, 2006. (*See* Appendix 2 for re-engineered e-Forms as compared to previous Forms)

The Ministry of Company Affairs has launched on 18th February, 2006 its e-governance MCA-21 Project by commencing the process of e-filing of company documents with the office of Registrar of Companies (ROC), Coimbatore.

The Ministry has already notified the forms, compatible with e-filing which have been made operational with effect from 28th February, 2006 and compulsory e-filing of forms with the digital signatures has been made w.e.f.16.09.2006. Therefore all filing from 16th Sept., 2006 has to be made under the digital signatures of the authorized persons.

6. Compulsory filing of documents through electronic media

Rule 3 of the Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2006 provides that the Forms prescribed in Annexure 'A' of the Rules may be filed through electronic media or through any other computer readable media as referred under section 610A of the Companies Act, 1956.

7. Framing of rules by the Central Government in relation to electronic filing

The Ministry of Company Affairs has *vide* Notification No. GSR No. 557(E) dated 14.9.2006 notified the Companies (Electronic Filing and Authentication of Documents) Rules, 2006. (*See* Appendix 3)

These Rules have been framed under the powers vested with the Central Government u/s 610A to 610E of the Companies Act, 1956. New sections 610B to 610E introduced u/s 4 of the Companies (Amendment) Act, 2006 has been notified by the Ministry of Company Affairs vide Notification No. S.O. 1529(E), dated 14-9-2006

NEW FORMS PRESCRIBED IN E-FILING SYSTEMS

8. Filing of annual return

New e-Form 20B has been prescribed under the Rules and now every company having a share capital shall file the annual return with the Registrar together with the e-Form 20B under the provisions of section 159 of the Companies Act, 1956.

The following important decisions given by the courts are relevant in the matter of filing of annual return:—

(*i*) Failure to hold an annual general meeting is not a defence for non-filing of annual return. [*Registrar of Companies* v *Utkal Distributors Pvt. Ltd*. (1978) 48 Comp Cas 106 (Ori)].

(*ii*) Even a defunct company must file statutory return till its name is struck off from the register of companies, by the Registrar. [*Sukhbir Saran Bhatnagar* v *Registrar of Companies* (1972) 42 Comp Cas 408 (Del)].

(*iii*) The fact that the company is not functioning and there is no change in the return filed in earlier year is no excuse for failure to comply with the requirement of section 159.

9. Filing of balance sheet

New e-Form 23AC has been prescribed under the Rules and now every company shall file the balance sheet and other documents (directors report, auditors report) with the Registrar together with e-Form 23ACA under the provisions of section 220 of the Companies Act, 1956.

10. Filing of profit & loss accounts

New e-Form 23ACA has been prescribed under the Rules and now every company shall file the profit & loss accounts with the Registrar together with e-Form 20AC under the provisions of section 220 of the Companies Act, 1956.

11. Filing of compliance certificate

New e-Form 66 has been prescribed under which every company shall file the compliance certificate with the Registrar together with e-Form 66 under the provisions of section 383A of the Companies Act, 1956.

12. Application to the Central Government for approval for modification in the format of the balance sheet and profit and loss account

New e-Form 23AAA has been prescribed for making application u/s 211 of the Act to the Central Government for seeking approval for modification in the matters to be stated in the company's balance sheet or profit and loss account.

13. Application to the Central Government for exemption from attaching balance sheet and profit and loss account of subsidiary companies

New e-Form 23AAB has been prescribed for making application u/s 212 of the Act to the Central Government for seeking exemption for attaching the balance sheet or profit and loss account of the subsidiary companies.

14. Application to the Central Government for approval for not providing depreciation

New e-Form 23AAC has been prescribed for making application u/s 205 of the Act to the Central Government for seeking approval for not providing depreciation or less provision of depreciation as prescribed under Schedule XIV of the Companies Act, 1956.

15. Application to the Central Government for approval for giving loan, providing guarantee or security in connection with the loan to the director of a company

New e-Form 24AB has been prescribed for making application u/s 295 of the Act to the Central Government for seeking approval for giving loan, providing security or guarantee in connection with a loan to a director of a public limited company. It should be noted that previous approval of the Central Government is required to be obtained.

16. Application to the Registrar for certain matters

New e-Form 61 has been prescribed for making an application under sections 166, 210, 394, 560 and 621A of the Act to the Registrar of Companies.

17. Filing of certain documents to the Registrar for submission of documents

New e-Form 62 has been prescribed for submission of certain documents to the Registrar of Companies. In case if a company is required to file any of the following documents, it shall be attached with Form 62 under the Rules;

(*a*) Statement in lieu of prospectus as per Schedule IV

(*b*) Prospectus as per Schedule II

(*c*) Form 4A of the Companies (Central Government's) General Rules and Forms, 1956

(*d*) Form 149 of the Companies (Court) Rules, 1959

(*e*) Form 152 of the Companies (Court) Rules, 1959

(*f*) Form 153 of the Companies (Court) Rules, 1959

(*g*) Form 154 of the Companies (Court) Rules, 1959

(*h*) Form 156 of the Companies (Court) Rules, 1959

(*i*) Form 157 of the Companies (Court) Rules, 1959

(*j*) Form 158 of the Companies (Court) Rules, 1959

(*k*) Form 159 of the Companies (Court) Rules, 1959

(*l*) Return of deposits pursuant to rule 10 of the Companies (Acceptance of Deposits) Rules, 1975

(*m*) Others

This form is having nature of the cover sheet together with all or any of the above said documents needs to be filed with the Registrar. The filing fee on filing of the above said documents should be calculated and paid on the basis of e-Form 62 and not on the basis of the documents attached with the Form 62.

18. Application to the Central Government for declaration of a Nidhi company

New e-Form 63 has been prescribed for making application u/s 620A to the Central Government for declaration as nidhi company.

19. Application to the Central Government for approval for opening of branch by a Nidhi company

New e-Form 64 has been prescribed for making application u/s 620A to the Central Government for opening of branch(s) by a nidhi company.

20. Application to the Central Government for extension of time for repayment of deposit and information on the comments of the Cost auditors

New e-Form 65 has been prescribed for making applications for seeking extension of time or exemption under section 58A(8) and information and explanation on reservations and qualification contained in the cost audit report by a company under section 233B(7) of the Companies Act, 1956 to the Central Government.

21. Merger/deletion of the certain existing forms

MCA has deleted or merged some existing Forms in the revised e-Forms such as Forms 1AC, 4A, 13, 16, 26, 29, 38, 40, 41, 42, 55, 56, 57, 59, 60. Therefore, these forms need not be submitted to the concerned authorities after 10th February, 2006.

22. List of Forms under the Companies Act and Rules made thereunder

List of Forms under the various provisions of the Companies Act, 1956 and rules made thereunder have been arranged section wise and Form wise in the Appendix 4 & 5.

23. Categories of e-Forms

For the purpose of standardization and better understanding, the proposed e-Forms have been grouped under the following broad categories:

23.1. Company Registration

For the purpose of incorporation in India under the Companies Act, 1956, a company requires name approval from the RoCs by filing e-Form 1A. After getting the name approval, the promoter(s) has to apply for incorporation of the company through e-Form 1 and also notify the RoC regarding the situation of registered office through Form 18, and provide details of the directors appointed through e-Form 32. After processing all three e-Forms *i.e.* 1, 18 and 32, a CIN is generated for the company.

Provisions of registration are also applicable in the case of a foreign company incorporated outside India and which plans to set up places of business in India. Every foreign company within 30 days of establishing business in India, has to deliver required documents with e-Form 44 to Delhi RoC for registration to be legally authorized to carry on business in India.

Company registration services also cover registration of joint stock companies under Part IX of the Companies Act, 1956 by also filing e-Forms 37 and 39.

In addition, there are also requirements of filling forms with RoC in case of Public companies regarding commencement of business.

23.2. Compliance Related Filing

All the statutory filing of e-Forms, whether annually or event based is grouped under compliance related filing services. The filing requirements include the following:

(*a*) Annual returns by companies having share capital

(*b*) Annual returns by companies not having share capital

(*c*) Balance Sheet, Profit & Loss Account, Annual Return and Compliance Certificate

(*d*) Returns of allotment including details of shares issued for consideration other than cash

(*e*) Return of buy back of securities

(*f*) Return of deposits by the company, which has accepted public deposits during the year

(*g*) Return of appointment of directors, Managing Director, Whole-time Director, manager and Secretary

(*h*) Notice of appointment of auditor

(*i*) Statutory report

(*j*) Cost audit report

23.3. Change Services

Change services cover matters in respect of Indian companies, especially those pertaining to any change in the capital structure, increase in authorised capital and increase in the number of members. In such cases, the prescribed form has to be filed with the RoCs.

Foreign companies are required to intimate the RoC about the changes in the charter statutes or any instrument governing the company, changes in the registered office, principal place of business or the persons appointed as Directors, Secretaries and authorised representatives. Change services also facilitate companies to notify RoC the change of situation of registered office of the company and change of Directors, Manager and Secretary.

23.4. Charge Management

Companies are required to file particulars for registration of charge created or modified with the concerned RoC. The charge can be created on various types of assets, such as immovable properties, plant and machinery, fixed deposits or book debts. The charge can also be created either on entire series of debentures or on any issue in a series. The charge is created on assets of a company in favour of lenders, such as financial institutions or banks. In the case of satisfaction of charge, e-Form-17 has to be filed with the RoC. It also includes filing of e-Forms for appointment and cessation of receiver and filing of accounts by receiver.

23.5. Investor Services

MCA21 system accepts complaints filed against a company by an investor as part of investor services. There is a specific e-Form for this purpose. A separate e-Form has to be filed for complaints with respect to each company. No digital signature is needed for filing this e-Form. Also, no filing fee is required for submitting the e-Form for complaints.

The nature of complaint may relate to any of the following aspects:

(*a*) Shares/Dividend

(*b*) Debentures/Bond

(*c*) Fixed Deposits – non –receipt of amount

(*d*) Miscellaneous – non –receipt

The investor will be in a position to view the latest status of the complaint by querying on the Service Request Number (SRN) of the complaint. The list of complaint status is presented below:

(*a*) Under process (*i.e.* Follow-up with Company)

(*b*) Waiting for information (*i.e.* Waiting for response from Complainant)

(*c*) Forwarded (*i.e.* Forwarded to other departments)

(*d*) Closed

23.6. Provisions Relating to Managerial Personnel

MCA headquarters in Delhi deals with approvals relating to managerial personnel. This includes applications pertaining to the following:

(*a*) Increase in the number of Directors

(*b*) Appointment or reappointment of Managing Director, Whole-time Director and Manager

(*e*) Fixing/increasing the remuneration or waiving off excess/overpayment to the concerned managing authority

(*d*) Payment of commission to directors

(*e*) Seek opinion about the professional qualification of directors

(*f*) Modification of the terms and conditions for the appointment of Managing Directors, Whole-time Directors and Non Rotational Director

(*g*) Remove disqualification of directors. This is a new form being proposed.

23.7. Approval Services —Head Quarters

The MCA Headquarters located in Delhi handles all approvals relating to managerial personnel, managerial remuneration, annual accounts and other important aspects. Approval from MCA (Headquarters) is required in the following cases:

(*a*) Exemption from attaching annual accounts of subsidiary(s)

(*b*) Exemption or extension time for repayment of deposits

(*c*) Recognition as a Nidhi company

(*d*) Appointment of sole selling agent

(*e*) Appointment of sole buying agent

(*f*) Declaration of dividend out of reserves

(*g*) Exemption from providing depreciation

(*h*) Consent for holding office or place of profit

(*i*) Providing loan or guarantee or security in connection with the loan to or by specified category of persons

(*j*) Modification of the form and content of Balance sheet and profit and loss account

(*k*) Appointment of Cost Auditor

23.8. Approval Services —Regional Director

The approval of the Regional Director is required in respect of the following matters:

(*a*) Issue of licence u/s 25 to an existing company

(*b*) Issue of licence u/s 25 to a new association

(*c*) Approval of contract u/s 297

(*d*) Rectification of name of company

(*e*) Appointment/Removal of auditor

(*f*) Shifting of registered office of the company from the jurisdiction of one RoC to another within the same State

(*g*) Opening of new branches by a Nidhi Company

23.9. Approval Services – RoCs

RoCs are empowered to accord approval, or to give any direction in relation to the matters pertaining to the change of name of an existing company and the conversion of a public company to private company. In addition, RoC approval is required in following cases:

(*a*) Extension of time period for holding AGM

(*b*) Holding AGM at place other than registered address

(*c*) Declaring a company as defunct

(*d*) Extension of the period of annual accounts

(*e*) Amalgamation of companies

(*f*) Compounding of offences

(*g*) Forms relating to winding up

23.10. Informational Services

Informational services cover those forms, which are to be filed with RoC for informational purposes, in compliance with the provisions of the Companies Act.

(*a*) Form 1AA regarding consent and withdrawal of consent of persons charged as officers in default

(*b*) Declaration of solvency in case company decides to buy back its shares

(*c*) Form 23 resolutions and agreements

(*d*) Form 23AA regarding place where books of accounts are kept

(*e*) Form 35A in case company decides to transfer its shares to another company

(*f*) Form 21 regarding order received from Court or Company Law Board

REQUIREMENT FOR PRE-CERTIFICATION OF E-FORMS

Certification of company documents by practicing professionals as is presently required, has not only been continued by MCA-21 in its e-forms but the same has also been extended to several other forms comprising of e-Form Nos. 2, 3, 5, 10, 17, 18, 23, 24AB, 32. This pre-certification can be carried out by company secretaries in whole-time practice as well as by chartered accountants and cost accountants in practice. Besides Form 1 of Companies (Declaration of Dividend out of Reserves) Rules, 1975 and Form 1 of Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001 are also to be pre-certified. Practising Company Secretaries continue to be eligible for signing of Form Nos.1, 19, 20, 20A, 25C and 61.

New e_form DIN-3 has to be certiofied by the Company Secretary of the Company in employment or Company Secretary in whole-time practice only.

By the Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2006, the MCA has prescribed a new set of documents for certain forms for filing in the e-Form filing mechanisms.

Please refer Part 28 for list of forms required to be certified by a company secretary or chartered accountant or cost accountant in practice for their correctness by digital signatures in case of filing through on line system or by physical signature with their seal and membership number of the respective bodies of which they are member.

PREPARATION OF E-FORMS

24. Downloading of blank e-Forms

Only blank templates can be downloaded from the My MCA portal. A user can either download a single e-Form or can download them as a group. It is advisable to down load fresh e-Form at every time, to avoid the exceeding size of the e-Forms as well revision in the e-Forms if any.

24.1. File up the e-Form

The Company is required to fill up the concerned form as per its requirement by way of following the instructions provided in instruction kit provided with each form.

24.2. Attachment

An attachment refers to a document that is sent as an enclosure with an e-Form by means of an attached file. The objective of the attachment is to provide details relevant to the e-Form for processing. While some attachments are optional some are mandatory in nature.

The attachments to e-Form will be only in Adobe PDF format and My MCA portal will have a facility to convert any document format to PDF format. My MCA portal shall not be accepting big attachment and the user is advised to keep the attachment size to minimum.

In case of attachment relating to the Balance Sheet, Profit and Loss Account, Compliance Certificate and Annual Return, it is required to convert the file into PDF form in place of scanning of the documents.

24.3. Modify

Once the user has done 'Check Form", the form gets locked and it cannot be edited. If the user wishes to make any alterations, the form can be overwritten by clicking "Modify" button.

If the user wants to modify the form after pre-scrutiny failure, the user can get the e-Form and whichever fields have to be changed only those may be modified by using the "Modify" button.

24.4. Addendum to e-Form

The user may have to submit some additional supporting documents that are not submitted during the e-Form (application) filing but are required for the processing of the e-Form. MCA may also ask the applicant to provide some additional documents in support of the e-Form already filed so as to expedite the processing of the same. The users can initiate this on their own by checking the track transaction status on My MCA portal or on being notified by MCA through email. Payment of fees is not required for filing an addendum. The supporting documents that the applicant uploads, as an addendum, gets duly associated with the e-Form that was submitted earlier with the given SRN.

The normal process of filing an addendum is presented below:

(*a*) The applicant enters SRN for which document needs to be attached.

(*b*) The applicant attaches relevant document and clicks "Submit."

(*c*) The system verifies that the status of entered SRN is "In Progress" and the submitted document gets accepted.

Steps to attach document(s)

1. Login to the MyMCA portal
2. Click on **Addendum** link under **Services** tab
3. A screen will appear with the following fields to be filled:
   (*a*) SRN: Specify the Service Request Number for which addendum is required.
   (*b*) Document Type: Select the type of document to be attached.
   (*c*) File – Browse: To attach a file, click on the **Browse** button and select the file. Document name and path will appear in the **File** field.
4. Click on the Submit button after filling all the details. You will get a message confirming the acceptance of the document(s) by the system.

24.5. Re-submission of an e-Form

The facility to re-submit an e-Form is given in case certain changes are to be made with respect to an e-Form submitted earlier. This requires previous SRN but does not require payment of fees. All the documents that were uploaded at the time of submission of e-Form shall again be uploaded during re-submission. On receipt of re-submitted documents, the earlier filed documents will be deleted from MCA document repository. User cannot re-submit the form on his/her own. Only when the status of the transaction of an e-Form is set to "Required re-submission" at the instance of MCA authorities, the user can re-submit an e-Form**.**

However, if the user wants to submit revised filing, say the Annual Report, it will not be considered as re-submission but as fresh filing. In this case both the filing will be stored in the MCA document repository.

24.6. Physical submission of certain documents

In view of practical constraints, certain documents requiring stamp paper or stamp fees like stamped memorandum of association, declaration on stamp paper, order of Company Law Board/Court will also be sent by the companies in the physical form to the RoCs. The user will be providing SRN while sending these forms/documents to MCA. This would ensure the authenticity and reliability of such key documents and enable the MCA authorities to further act upon the same.

24.7. E-mail Communication

The important outcomes shall be communicated to the user through an email. For example, an email is sent to the user when the fee payment for the e-Form is not made by pay by date mentioned in bank challan. Also when an e-Form is accepted for processing, an acknowledgement mail is sent. Similarly when an e-Form filed is approved/rejected by the authority concerned, an email is sent.

FILING OF RESOLUTIONS WITH THE REGISTRAR

Pursuant to section 192 of the Companies Act, 1956, certified copies of the following resolutions/ agreements alongwith explanatory statement, wherever applicable, shall be filed electronically with the Registrar of Companies in the e-Form 23 within 30 days after the passing or making thereof:—

(*a*) all the special resolutions;

(*b*) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions;

(*c*) any resolution of the Board of directors of a company or agreement executed by a company relating to the appointment, re-appointment or renewal of the appointment or variation of the terms of appointment of a managing director;

(*d*) resolutions or agreements which have been agreed to by all the members of any class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;

(*e*) resolutions passed by a company:—

  (*i*) according consent to the exercise by its Board of directors of any of the powers under section 293(1)(*a*), 293(1)(*d*) and 293(1)(*e*);

  (*ii*) approving the appointment of sole selling agents under section 294 or 294AA;

(*f*) resolutions requiring a company to be wound up voluntarily passed in pursuance of section 484(1);

(*g*) copies of the terms and conditions of appointment of a sole selling agent appointed under section 294 or of a sole selling agent or other person appointed under section 294AA.

FILING OF OTHER RETURNS ON HAPPENING OF PARTICULAR EVENTS

25. Filing of casual returns

There are so many other returns, which are required to be filed with the Registrar of Companies on happening of certain events. It should be noted that almost all the forms and returns covered under the Companies (Central Government's) General Rules and Forms, 1956 and under the various other allied rules under the Companies Act, 1956 have been revised vide Notification No. GSR 56(E) dated 10th Feb., 2006 and the process for revision and changes therein is continuous to resolve the problems encountered by the Department and the stack holders in the electronic filing process.

The Companies Act, 1956 has also laid down the time-limit for filing of different types of forms under the relevant applicable provisions of the Act. The general time-limit has been prescribed as thirty days from the date of the relevant event.

26. Payment of fees for filing of returns

The various e-forms and returns are required to be filed within the stipulated time-limit with the payment of requisite filing fee as per the provisions of Schedule X to the Companies Act, 1956 and rules for payment of filing fee as may be applicable on the basis of the authorised capital of the company.

The existing system for making payment of fee to the Registrar, Regional Director and Central Government has been changed, under the e-filing system the users are having option to make payment of filing fee through online or offline method. Refer Chapter 2 of this Part for detailed study of payment of fees mechanism.

27. Condonation of delay for late filing of returns with the Registrar

Section 637B of the Act, relates to condonation of delay in certain cases. It deals with the powers of the Central Government to condone delay in certain cases. Where any application required to be made to the Central Government under any provisions of the Companies Act, in respect of any matter, is not made within the time specified or where any document required to be filed with the Registrar under the provisions of the Act has not been filed within the time specified therein, the Central Government may, for reasons to be recorded in writing, condone the delay. An application in the e-Form 61 for that purpose may be submitted with the Registrar of Companies.

28. Registrar is bind by the guidelines and instructions issued by the Department

In *S.K. Bhattacharya* v *UOI* (1998) 2 Comp LJ 257 (Del), it was held that Registrar of Companies is merely an administrative authority appointed under section 609 of the Companies Act, 1956. His office is an office of record. He is neither a court nor an adjudicating authority. In case of circulars had been issued by the Ministry of Company Affairs laying down guidelines of registration or non-registration of documents, it is necessary for him to follow the instructions or guidelines contained in the circulars. It is incorrect to say that he is not bound by the guidelines or that they were not mandatory. The affected party could bring to the notice of the competent authority at the appropriate time and get relief from that authority.

On verification of the documents by the Department, it shall show status whether the documents have been accepted or is available for resubmission or rejected. In cases where resubmission is required, the Department shall advise the defects observed by the department and to give an explanation electronically to at the portal of the MCA. Since the email addresses is mandatory, the department may also communicate the defects by email address given by the Company under its users mail id.

29. Procedure for making corrections in defective documents filed with the Registrar's office

The DCA *vide* Circular No. 9/90 No. 14/2/88, dated 15-5-1990 has observed that the companies, which file the defective documents with the Registrar of Companies, do not take appropriate steps to remove those defects and they remains pending for taken on record. It has been instructed to the Registrar of Companies to ensure that the defective documents are corrected expeditiously, so that the same may be taken on record. While it is necessary that the documents are corrected by the signatory of the document concerned, as a matter of administrative convenience, it has been decided that a duly authorized person, preferably a Chartered Accountant/Company Secretary/Cost Accountant or an Advocate, be allowed to make such corrections. The said authorisation should be by way of a power of attorney, duly executed on the requisite stamp paper and accompanied by a resolution of the Board of directors in this behalf.

29.1. Intimation by the Registrar in the case of defective documents filed by a company

Under the e-filing system the users are having option to submit the documents for checking and in case of any error, the message will appear on the system immediately, necessary corrections in the Forms has to be carried out and it should be resubmitted for checking. Therefore, normally there will be no mistake in the Form filed itself, however, in case where the PDF files attached for various enclosures, may have some defects, which may be communicated by the Department to the user on his email id for making necessary correction or re-submission of the attached documents and/or e-Forms.

29.2. Directions for the documents to be taken on record, if the same are duly certified as correct by professional

The Government has taken decision that all documents filed by companies with the concerned Registrar under the Companies Act, 1956, be taken on record, if the same are duly certified as correct by a chartered accountant/company secretary or cost accountant in practice for the sake of registration of public documents filed under the Act.

Under the e-filing systems most of the frequently used Forms like, 2, 3, 5, 8, 10, 17, 23, 25C, 32, 61, etc. are required to be pre-certified by a chartered accountant or company secretary or cost accountant in practice as to the correctness of the e-Form as well as the attachment of documents, etc. Therefore, the Department shall on receipt of the document, after verification accepts and register the same and the status may be verified on the website of the MCA, it can also be searched as well as certified copy of the same may be requested as per the procedure laid down by the Department.

SEARCH AND OTHER FACILITIES

30. Search facilities

The following search facilities are available to locate the requisite information:

(*a*) Search for viewing public document

(*b*) Search for getting certified copy

(*c*) Finding the Corporate Identity Number (CIN)

(*d*) Checking company name

31. Search of Public Document

Public documents are those documents that are available for viewing, by anyone, on payment of requisite fees. Users may need to see public documents of any company registered with MCA for various purposes. Similarly, banks and financial institutions may also need to view these documents while sanctioning loan.

The following are the categories of public document:

(*a*) Incorporation documents

(*b*) Charge documents

(*c*) Annual returns and balance sheet

(*d*) Change in directors

(*e*) Other documents

32. Getting a certified copy of a document

The user selects one or more document(s) for viewing and clicks the "Get Certified Copy" button. User has the option to choose more than one document at a time. This is a paid service.

User will have the facility to add the documents to his cart and make the payment collectively. The User has the option to mention the number of pages in the document for which he wants a certified copy as well as the number of copies.

Once the request reaches to the pending work list of the concerned MCA official, the official will take the printouts of the documents and sign it with seal and deliver to the requester. The certified copy will be delivered in physical form.

33. Inspection of documents

The Ministry of Company Affairs has amended the Companies Regulations, 2006 vide Notification No. GSR No. 556(E) dated 14.9.2006. As per the Companies (Third Amendment) Regulations, 2006 any person who wishes to inspect a document registered, recorded or filed by or with the Registrar in pursuance of the Act, shall apply to him for the purpose alongwith fee prescribed in that behalf under clause (*a*) of sub-section (1) of section 610 of the Act.

The applicant shall be allowed to inspect the document, which does not form part of the electronic registry, only in presence of the Registrar or of a person authorised by him in this behalf, and only during office hours.

The documents registered, recorded or filed with the Registrar electronically or documents which have been scanned and digitised and form a part of the electronic registry shall be available for inspection only in electronic manner on payment of fee as prescribed under clause (a) of sub-section (1) of section 610 of the Act.

34. Scheme for e-Filing

The Ministry of Company Affairs has notified Scheme for filing of statutory documents and other transactions by companies in electronic mode vide Notification No. SRO. 1844(E) dated 26th October 2006. Text of the Scheme has been given in Appendix 7.

Appendix 1

Text of Companies (Central Government's) General Rules & Forms, 1956

[Amended upto 10th February, 2006 *vide* Notification No. G.S.R. 56(E), dated 10-2-2006]

In exercise of the powers conferred by clauses (*a*) and (*b*) of sub-section (1) of section 642 of the Companies Act, 1956 (1 of 1956), and all other powers hereunto enabling, the Central Government hereby makes the following Rules, namely:—

1. **Short title, commencement and interpretation**.—(*i*) These Rules may be called the **Companies (Central Government's) General Rules and Forms, 1956**.

(*ii*) They shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint.

(*iii*) The General Clauses Act, 1897 (X of 1897), shall apply to the interpretation of these rules as it applies to the interpretation of a Central Act.

2. **Definitions**.—(1) In these Rules—

(*i*) 'Act' means the Companies Act, 1956 (1 of 1956);

(*ii*) 'Annexure' means an Annexure to these Rules;

(*iii*) 'Charge' includes a mortgage;

(*iv*) 'Form' means a Form in Annexure A;

(*v*) 'responsible officer', in relation to a company, means any one of the following:—

- (*a*) a director of the company;
- (*b*) manager or secretary of the company;
- (*c*) any other officer or employee of the company, who may from time to time be recognised or declared by the Central Government to be a responsible officer of the company within the meaning and for the purposes of these Rules;

(*vi*) 'the seal' means the common seal of the company; and

(*vii*) 'section' means a section of the Companies Act, 1956 (1 of 1956).

(2) Words or expressions occurring in these rules and not defined in sub-rule (1) shall bear the same meaning as in the Act.

3. **Forms**.—(1) The Forms set forth in Annexure A, or Forms as near thereto as circumstances admit, shall be used in all matters to which the Forms relate.

(2) Every company using the Forms set forth in Annexure A or Forms as near thereto as circumstances admit shall specify, therein—

(*i*) its registration number; and

(*ii*) its nominal share capital.

[1][(*3*) *The Forms prescribed in Annexure 'A' to these rules may be filed through electronic media or through any other computer readable media as referred under section 610A of the Companies Act, 1956* (*1 of 1956*).

(*4*) *The electronic-form shall be authenticated by the authorized signatories using digital signatures, as defined under the Information Technology Act, 2000* (*21 of 2000*).

(*5*) *The Forms prescribed in Annexure 'A', when filed in physical form, may be authenticated by authorized signatory by affixing his signature manually.*]

4. **Prescribed particulars**.—The particulars contained in a Form are hereby prescribed as the particulars, if any, required under the relevant provision or provisions of the Act.

4A. **Sections 20 and 21**.—(1) A company seeking to change its name or the promoters of a company under a proposed name may make application to the Registrar of Companies of the State in which the registered office of the company or of the proposed company is or is to be situate, for information as to whether the changed name or the name with which the proposed company is to be registered, as the case may be, is undesirable within the meaning of section 20. Every such application shall be in Form No. 1A and be accompanied by a fee of Rs.500 and the Registrar of Companies shall furnish the required information ordinarily within seven days of the receipt of the application.

(2) Where the Registrar of Companies informs the company or the promoters of the company that the changed name or the name with which the proposed company is to be registered, as the case may be, is not undesirable, such name shall be available for adoption:—

(*a*) by the said company for a period of six months; or

(*b*) by the said promoters of the company for a period of six months, from the date of intimation by the Registrar.

4B. **Alteration of articles**.—Where the alteration of the articles of association of any company has the effect of converting a public company into a private company, the company shall make, within three months from the date when the special resolution for the alteration of the articles of the company was passed, an application in writing in Form No.1A or in a form as near thereto as the circumstances of the case admit, to the Central Government for its approval of the alteration of the articles of the company.

4BB. **Section 5**.—(1) The company shall, within thirty days of exercising its powers pursuant to the provisions of clause (*f*) or clause (*g*) of section 5 of the Act, file with the Registrar a return in Form 1AA duly signed by the Secretary or, where there is no Secretary, by a director.

(2) Every return relating to exercise of power under clause (*f*) shall be accompanied by the consent given to the board of directors by the person concerned in Form 1AB.

(3) Where the consent given pursuant to the proviso to clause (*f*) of section 5 has been revoked or withdrawn, the company shall within thirty days of such revocation or withdrawal file with the Registrar a return in Form 1AC.]

4BBA. Change of registered office within a State.—(1) The company seeking confirmation from the Regional Director for shifting its registered office from the jurisdiction of one Registrar of Companies to the jurisdiction of another Registrar of Companies within the same State shall make an application in Form 1AD to the Regional Director alongwith a fee of Rs. 500.

(2) The Regional Director shall pass an order in writing confirming the change after giving necessary opportunity of being heard to the parties within four weeks from the date of receipt of application.

1 Inserted vide Notification No. G.S.R. 56(E), dated 10-2-2006 w.e.f. 10-2-2006

(3) The company shall file a copy of the confirmation order passed by the Regional Director with the concerned Registrar of Companies within two months from the date of the confirmation order and the Registrar shall make necessary changes in the register and transfer the records to the Registrar of Companies under whose jurisdiction the company has shifted its registered office.

4C. **Section 43A**.**—**The average annual turnover, for the purposes of sub-section (1A) of section 43A of the Act, shall be not less than rupees twenty-five crores:

Provided that nothing contained in this rule shall apply on and, after the commencement of the Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2001.

4CC. Section 56.**—**The salient features of prospectus for the purposes of sub-section (3) of section 56 shall be in Form 2A.

4CCC. Section 58A.—For the purposes of sub-section (11) of section 58A, a nomination shall be in Form 2B, set forth in Annexure A.

4CCCA. Section 60A.**—**For the purposes of sub-section (3) of section 60A, prescribed time limit for filing information memorandum between the first offer of securities, previous offer of securities and the succeeding offer of securities shall be three months.

4D. Section 73.—The rates of interest, for the purposes of sub-sections (2) and (2A) of section 73, shall be 15 per cent per annum.

5. **Section 75**.**—**Copies of contract required to be filed by a company with the Registrar in pursuance of section 75, sub-section (1), clause (*b*), shall be verified by an affidavit of a responsible officer of the company stating that they are true copies.

5A. **Section 108**.—(1) For purposes of clause (*a*) of sub-section (1A) of section 108, the prescribed authority shall be the Registrar, or such other authority as the Central Government may from time to time appoint in that behalf of notification in the Official Gazette.

(2) An instrument of transfer shall be in Form 7B set forth in Annexure A.

(2A) An instrument of transfer in respect of counter receipts allowed to be traded by Over the Counter Exchange of India (OTCEI) shall be in Form 7BB.

(3) When an instrument of transfer is presented to the prescribed authority referred to in sub-rule (1), that authority shall forthwith stamp or otherwise endorse thereon the date of such presentation, affix its signature thereto and return the instrument to the party presenting the same:

Provided that the said instrument presented in Form 7B as was in force immediately before the 22nd day of April, 1988, the date of commencement of the Companies (Central Government's) General Rules and Forms (Amendment) Rules, 1988 shall be valid if it is presented and stamped or endorsed by the prescribed authority on or before the 30th day of July, 1988:

Provided further that] when the said instrument is sent to the prescribed authority by post, it shall be accompanied by a self-addressed envelope with the requisite postage stamps for the return of the instrument to the sender.

(4) Every application to the Central Government for extension of time under sub-section (1D) of section 108 shall be made in Form 7C and shall be accompanied by the instrument of transfer forming the subject-matter of the application and the fee prescribed therefor.

5B. Sections 108A, 108B and 108C.—(1) Every application for approval of the Central Government under section 108A of the Act shall be in Form 7D.

(2) Every application under sub-rule (1) shall be accompanied by a challan or a bank draft evidencing payment of a fee of rupees five hundred.

(3) Every intimation referred to in section 108B and every application for approval under section 108C shall be given in Form 7E.

(4) Every application under sub-rule (3) shall be accompanied by a challan or a bank draft evidencing the payment of a fee of rupees five hundred.

5C. Section 77A.—(1) A declaration of solvency under sub-section (6) of section 77A shall be in Form 4A.

(2) The register of the securities bought back by a company under sub-section (9) of section 77A shall be in Form 4B.

(3) The return relating to the buy-back of securities shall be in Form 4C.

[1][(4) The debt equity ratio for listed Housing Finance Companies for the purposes of clause (*d*) of sub-section (2) of section 77A shall be such as may be specified by the National Housing Bank being the regulator, in consultation with the Central Government.]

5D. Section 109A.—For the purposes of section 109A(1) a nomination shall be in Form 2B, set forth in Annexure A.

6. Sections 125, 127, 128, 130, 132, 135 and 138.—(*a*) The prescribed particulars together with copy of the instrument creating the charge or modification thereof or satisfaction of charge shall be filed with the Registrar in Form 8, or Form 10, or Form 17, as the case may be, in triplicate.

(*b*) A copy of every instrument evidencing any charge or modification of charge and required to be filed with the Registrar in pursuance of section 125, 127, 128 or 135 shall be verified as follows:—

(*i*) Where the instrument or deed relates solely to property situate outside India, a copy shall be verified by a certificate either under the seal of the company, or under the hand of a responsible officer of the company, or under the hand of some person interested in the mortgage or charge on behalf of any person other than the company, stating that it is a true copy.

(*ii*) Where the instrument or deed relates, whether wholly or partly, to property situate in India, the copy shall be verified by a certificate or a responsible officer of the company stating that it is true copy or by a certificate of a public officer given under and in accordance with the provisions of section 76 of the Indian Evidence Act, 1872.

(*c*) Form 13 shall be filed in triplicate, alongwith the relevant Form 8 or Form 10, or Form 17, as the case may be, with a fee of rupees fifty.

(*d*) Form 8, or Form 10, or Form 13, or Form 17, as the case may be, shall be signed on behalf of the company and the chargeholder.

(*e*) For the purposes of section 132, the Registrar shall affix stamp on the relative Forms and accompanying instruments with the word 'Registered' under his signature with date and a copy thereof be delivered to the company and the chargeholder.

(*f*) The register kept in pursuance of sub-section (3) of section 130 shall be open for inspection by any person on payment of a fee of rupees ten for each inspection.

[2]**[*6A. Section 159*.**—*Every company having a share capital shall file the annual return with the Registrar together with the Form 20B.*

***6B. Section 187C*.**—*Every company shall file a return in the Form 22B with the Registrar of the declaration made to it in compliance of section 153.*]

7. **Section 170**.—Sections 171 to 186 shall apply—

(*a*) with respect to meetings of any class of members of a company, as adapted and modified in the form set out in Annexure B;

(*b*) with respect to meetings of debentureholders of a company, as adopted and modified in the form set out in Annexure C; and

(*c*) with respect to meetings of any class of debentureholders of a company, as adopted and modified in the form set out in Annexure D:

---

1 Inserted by Notification GSR No. 479, dated 12-6-2003, w.e.f. 12-6-2003.

2 Inserted vide Notification No. G.S.R. 56(E), dated 10-2-2006, w.e.f. 10-2-2006.

Provided that the application of sections 171 to 175 and sections 177 to 186 as in Annexure B, C or D, as the case may require, shall be subject to such other provision as may be made either in the Articles of the company or in a contract binding on the persons concerned.

7A. **Section 219**.—(1) The statement containing the salient features of the documents referred to in sub-section (1) of section 219 shall be in Form 23AB.

(2) The statement referred to in sub-rule (1) shall be approved by the board of directors and signed on behalf of the board in accordance with the provisions of sub-section (1) of section 215.

(3) A signed copy of the statement shall be attached to the documents filed pursuant to section 220.

[1]**[*7B. Section 220*.**—*Every company shall file a balance sheet, profit and loss account and other documents with the Registrar together with the Form 23AC.*

7C. Section 211.—*Application to the Central Government for modification in the matters to be stated in the company's balance sheet or profit and loss account shall be made in Form 23AAA.*

7D. Sub-section (***8***) ***of section 212***.—*Application for exemption from attaching the annual accounts of the subsidiary companies shall be made to the Central Government in Form 23AAB.*

7E. Clause (***c***) ***of sub-section*** (***2***) ***of section 205***.—*Application for not providing depreciation shall be made to the Central Government in Form 23AAC.*]

8. **Section 235**.—*Omitted by GSR 289*(*E*), *dated 31-5-1991*.

9. **Section 241**.—The fee payable for furnishing a copy of the Inspector's report in pursuance of section 241, sub-section (2), clause (*b*), shall be rupee one for every one hundred words or fractional part thereof.

10. **Section 246**.—A copy of the report of any inspector or inspectors shall for the purposes of section 246, be authenticated either—

(*a*) by the seal of the company whose affairs have been investigated; or

(*b*) by a certificate of a public officer having the custody of the report, under and in accordance with the provisions of section 76 of the Indian Evidence Act, 1872 (1 of 1872).

10A. **Section 269**.—(1) Every public company, and every private company, which is a subsidiary of a public company, having a paid-up share capital of rupees five crores or more shall have a managing or whole-time director or a manager.

(2) The return required to be filed with the Registrar, in pursuance of sub-section (2) of section 269 and the certificate required to be incorporated in the said return pursuant to paragraph 3 of Part III of Schedule XIII, shall be filed in Form No. 25C.

[2][***10AB. Section 295***.—*Application for giving loan, providing security or guarantee in connection with a loan shall be made to the Central Government in Form 24AB*.]

[3]**[10B. Section 310**.—For the purposes of the first proviso to section 310, the amount of remuneration by way of fee for each meeting of the Board of directors or a committee thereof, shall be as under:—

(*a*)	Companies with a paid-up share capital and free reserves of Rs. 10 crore and above or turnover of Rs. 50 crore and above	Sitting fees not to exceed the sum of twenty thousand rupees
(*b*)	Other companies	Sitting fees not to exceed the sum of ten thousand rupees]

10C. **Section 314**.—(1) The total monthly remuneration for the purpose of clause (*b*) of sub-section (1) of section 314, shall not be less than rupees ten thousand.

(2) The total monthly remuneration, for the purpose of sub-section (1B) of section 314, shall not be less than rupees twenty thousand.

1 Inserted vide Notification No. G.S.R. 56(E), dated 10-2-2006, w.e.f. 10-2-2006.
2 Inserted vide Notification No. G.S.R. 56(E), dated 10-2-2006, w.e.f. 10-2-2006.
3 Substituted by GSR 580(E), dated 24-7-2003, w.e.f. 24-7-2003.

11. *Omitted by GSR 289*(*E*), *dated 31-5-1991*.

11A. *Omitted by GSR 289*(*E*), *dated 31-5-1991*.

11B. **Section 370**.—(1) For the purposes of the first proviso to sub-section (1) of section 370, no special resolution shall be necessary in the case of loans made to other bodies corporate not under the same management as the lending company, where the aggregate of such loans do not exceed thirty per cent of the aggregate of the subscribed capital of the lending company and its free reserves.

(2) The aggregate of the loans made by the lending company to all other bodies corporate shall not, except with the prior approval of the Central Government, exceed—

(*a*) thirty per cent of the aggregate of the subscribed capital of the lending company and its free reserves, where all such other bodies corporate are not under the same management as the lending company;

(*b*) thirty per cent of the aggregate of the subscribed capital of the lending company and its free reserves, where all such other bodies corporate are under the same management as the lending company.

(3) Where a company has defaulted in repayment of any deposit referred to in section 58A or any part thereof or interest thereupon in accordance with the terms and conditions of such deposit, it shall not make any loan or give any guarantee under section 370 till the default is made good.

11C. **Section 372**.—(1) The board of directors of a company shall be entitled to invest in the shares of any other body corporate, pursuant to sub-section (2) of section 372, up to thirty per cent, of the subscribed equity share capital, or the aggregate of the paid up equity and preference share capital, of such other body corporate, whichever is less.

Explanation.—Where the investments are made by a company together with its one or more subsidiary companies, the percentage specified in this sub-rule shall be computed with reference to the aggregate of the investments made by the company and its subsidiaries.

(2) The aggregate of the investments made by the board in all other bodies corporate shall not, except with the previous approval of the Central Government, exceed—

(*i*) thirty per cent of the aggregate of the subscribed capital and free reserves of the investing company; and

(*ii*) thirty per cent of the aggregate of the subscribed capital and free reserves of the investing company, where such other bodies corporate are in the same group.

(3) Where a company which has defaulted in repayment of any deposit referred to in section 58A or any part thereof or interest thereon in accordance with the terms and conditions of such deposit, it shall not be entitled to invest in the share of any other body corporate under section 372 till the default is made good.

12. Section 395.—(1) The notice required to be given by a transferee company—

(*a*) to any dissenting shareholder of the transferor company in pursuance of section 395, sub-section (1); or

(*b*) to any shareholder of the transferor company who has not assented to the scheme or contract in pursuance of section 395, sub-section (2), clause (*a*), shall be given in the manner provided in section 53 for the service of a document by a company or a member thereof.

(2) While making any offer or issuing any circular containing any recommendation to the members of the transferor company by its directors to accept such offer, the company shall furnish the prescribed information in addition to the statement referred to in sub-clause (*ii*) of clause (*a*) of the said section.

12A. Section 396(3).—For the purpose of sub-section (3) of section 396, the Joint Director (Accounts) in the Department of Company Affairs shall be the authority to assess the compensation payable to a member or creditor (including a debenture holder) of each of the companies amalgamating under that sub-section.

13. Section 399(4).—(1) Every application under sub-section (4) of section 399 to the Central Government by any members of a company who wish to be authorised to apply to the Company Law Board shall specify—

(*a*) the names and addresses of the applicants;

(*b*) if the company has a share capital, the voting power held by each applicant;

(*c*) the total number of applicants;

(*d*) their total voting power; and

(*e*) the reasons for making the application.

(2) The reasons given in pursuance of clause (*e*) of sub-rule (1) shall be precise and specific.

(3) Every such application shall be accompanied by such documentary evidence in support of the statements made therein as are reasonably open to the applicants.

(4) Every such application shall be signed by the applicants and shall be verified by their affidavit stating that paragraphs thereof are true to their knowledge and paragraphs to the best of their information and belief.

(5) The Central Government may, before passing orders on the application, require the applicants or any one or more of them, to produce such further documentary or other evidence as the Central Government may consider necessary—

(*a*) for the purpose of satisfying itself as to the truth of the allegations made in the application; or

(*b*) for ascertaining any information which, in the opinion of the Central Government, is necessary for the purpose of enabling it to pass orders on the application.

13A. Sections 408 and 409.—*Omitted by GSR 289*(*E*), *dated 31-5-1991*.

14. Section 503.—(1) Sub-sections (2), (3), (4), (5), (6) and (10) of section 465 shall apply with respect to a committee of inspection appointed in a creditors' voluntary winding-up under section 503.

(2) Sub-sections (7), (8) and (9) of section 465 shall not apply with respect to the committee, and sub-rules (3) to (5) shall apply instead.

(3) If a member of the committee is adjudged an insolvent, or compounds or arranges with his creditors, or is absent from five consecutive meetings of the committee without the leave of those members who, together with himself represent the creditors or the company, as the case may be, his office shall become vacant.

(4) A member of the committee may be removed at a meeting of the creditors if he represents the creditors, or by the company in general meeting, if he represents the company, by an ordinary resolution of which seven day's notice has been given stating the object of the meeting.

(5) On a vacancy occurring in a committee, the liquidator shall forthwith summon a meeting of the creditors or a general meeting of the company, as the case may require, to fill the vacancy, and the meeting may, by resolution, re-appoint the same, or appoint another person to fill the vacancy:

Provided that if the liquidator, having regard to the position in the winding-up, is of the opinion that it is unnecessary for the vacancy to be filled, he may apply to the court; and the court may make an order that the vacancy shall not be filled except in such circumstances as may be specified in the order.

14A. Section 549.—(1) Any creditor or contributory of a company may apply to the liquidator, for inspection, during office hours, of the books and papers of the company in respect of which an order is made for winding up by or subject to the supervision of the court and which are in his custody, and the liquidator may, by order, permit inspection of such books and papers in his possession as he thinks just:

Provided that where the winding-up is for the purpose of reconstruction or amalgamation of the company, inspection of the books and papers of the company shall be subject to orders of the court to be made on application for the purpose on notice to the liquidator:

Provided further that where a proceeding is pending in the winding-up between a contributory or creditor, or a person claiming to be a contributory or a creditor and the liquidator, inspection of the books and papers of the company shall be subject to the orders of the court in the proceeding as to discovery and inspection.

(2) Every application to the liquidator for permission under sub-rule (1) shall specify.—

(*a*) the name and address of the applicant;

(*b*) description and particulars of the books and papers of which inspection is required;

(*c*) the reasons for requiring the inspection of the books and papers referred to in clause (*b*); and

(*d*) the name of the company in respect of which such inspection is required and, if possible the date of its winding-up order.

(3) Every such application shall be in writing and signed by the applicant in such form, if any, as may be specified by the Central Government specifying the capacity in which such application is made and giving the particulars of the shareholding or debt, and shall be supported by such evidence as may be required by the liquidator concerned.

(4) Where the liquidator refuses to grant inspection of the books and papers or any portion thereof, the applicant may apply to the court and shall give notice of the application to the liquidator; and the court may pass such orders on the application as it thinks fit, and the inspection, if granted, shall be in accordance with such orders.

15. Section 550(3)(*a*) and (*b*).—(1) Except as provided in this rule or in an order of the court made in pursuance of section 550, sub-section (1), clause (*a*), the books and papers of a company which has been wound-up and of its liquidator shall not be destroyed for a period of five years from the date of its dissolution.

(2)(*a*) Any creditor or contributory of any such company may make representations to the Central Government in writing, with regard to the desirability of destroying all or any of the books and papers of the company and of its liquidator, at an earlier time than that specified in sub-rule (1).

(*b*) The liquidator of any such company may also make representations to the Central Government in writing with regard to the desirability of destroying all or any of his books and papers and those of the company at an earlier time than that specified in sub-rule (1).

(3) After considering the representations made to it under clause (*a*) or clause (*b*) of sub-rule (2), as the case may be, and giving to all persons concerned in the matter, such opportunity, if any, as may, in the opinion of the Central Government, be reasonable in the circumstances, to make their representations, if any, to it in writing, the Central Government may direct either—

(*a*) that the period of five years specified in sub-rule (1) shall be reduced to such extent as it may deem just and proper; or

(*b*) that period shall remain unaltered.

(4) Any creditor or contributory of the company may appeal to the court from any direction given by the Central Government under sub-rule (3).

(5)(*a*) After giving such opportunity, if any, as may, in the opinion of the Central Government, be reasonable in the circumstances, to all persons concerned in the matter, to make representations, if any, to it in writing, the Central Government may for reasons to be recorded by it in writing, vary or rescind any direction made by it under these Rules.

(*b*) Any creditor or contributory of the company may appeal to the court from any direction given by the Central Government under clause (*a*).

(6) Every appeal under sub-rule (4) or clause (*b*) of sub-rule (5) from any direction of the Central Government shall be preferred within ninety days of the making of the direction:

Provided that an appeal may be admitted after the period aforesaid, if the appellant satisfies the court that he had sufficient cause for not preferring the appeal within that period.

(7) No direction given by the Central Government under sub-rule (3) or clause (*a*) of sub-rule (5) shall be inconsistent with any order made by the court on an appeal preferred to it under these Rules or on an application made to it under clause (*a*) of sub-section (1) of section 550.

(8) Any special or other resolution passed, by any such company or such other authority as may be competent in this behalf, for the destruction of all or any of the books and papers of the company and of its liquidator before the expiry of the period of five years specified in sub-rule (1) or of such shorter period as may be fixed by the Central Government or the court in pursuance of these Rules shall have effect as if for the period mentioned in the resolution, the period of five years or the shorter period aforesaid had been substituted.

(9) Where any application or appeal is made to the court for the destruction of all or any of the books and papers of a company and of its liquidator before the expiry of the period of five years referred to in sub-rule (1) or of such shorter period, if any, as may have been fixed by the Central Government under sub-rule (3) or clause (*a*) of sub-rule (5), as the case may be, the application or appeal shall not be heard unless a copy thereof has been served on the Central Government by the applicant or appellant and not less than one month has expired from the date on which the copy is so served.

16. Section 592(1)(*a*).—(1) A copy of any charter, statutes, memorandum and articles, or other instrument constituting or defining the constitution of a company shall be duly certified to be a true copy as provided in sub-rules (2), (3) and (4) or as provided in sub-rule (5) as the case may require.

(2) If the company be incorporated in a country outside the Commonwealth, the copy aforesaid shall be certified—

(*a*) by an official of the Government to whose custody the original is committed; or

(*b*) by a Notary (Public) of such country; or

(*c*) by an officer of the company.

(3) The signature or seal of the official referred to in clause (*a*) of sub-rule (2) or the certificate of the Notary (Public) referred to in clause (*b*) of that sub-rule shall be authenticated by a diplomatic or consular officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or, where there is no such officer, by any of the officials mentioned in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic C 10), or in any Act amending the same.

(4) The certificate of the officer of the company referred to in clause (*c*) of sub-rule (2) shall be signed before a person having authority to administer an oath as provided under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or, as the case may be, by section 3 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic C 10), the status of the person administering the oath in the latter case being authenticated by any official specified in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic C 10), or in any Act amending the same.

(5) If the company be incorporated in any part of the Commonwealth, the copy of the document referred to in sub-rule (1) shall be certified as a true copy—

(*a*) by an official of the Government to whose custody the original of the document is committed; or

(*b*) by a Notary (Public) in that part of the Commonwealth; or

(*c*) by an officer of the company, on oath, before a person having authority to administer an oath in that Part of the Commonwealth.

17. Sections 592, 593 and 605.—(1) Translation into English of documents required to be filed with the Registrar in pursuance of section 592, 593 or 605 shall be certified to be correct as provided in sub-rule (2), or sub-rule (3), as the case may require.

(2) Where any such translation is made outside India, it shall be authenticated by the signature and the seal, if any—

(*a*) of the official having custody of the original; or

(*b*) of a Notary (Public) of the country (or part of the country) where the company is incorporated:

Provided that where the company is incorporated in a country outside the Commonwealth, the signature or seal of the person so certifying shall be authenticated by a diplomatic or consular officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or, where there is no such officer, by any of the officials mentioned in section 6, of the Commissioners of Oaths Act, 1889 (52 and 53 Vic C 10), or in any Act amending the same.

(3) Where such translation is made within India, it shall be authenticated—

(*a*) by an advocate, attorney or pleader entitled to appear before any High Court; or

(*b*) by any affidavit, of some person having, in the opinion of the Registrar, an adequate knowledge of the language of the original and of English.

18. Section 593.—(1) Notice of any alteration in any instrument, referred to in clause (*a*) of section 593 or in any particulars referred to in clause (*b*) or (*c*) of that section, shall be delivered to the Registrar on or before the 31st January of the year following the year in which the alteration was made or occurred.

(2) Notice of any alteration in the particulars referred to in clause (*d*) or (*e*) of that section shall be delivered to the Registrar within one month from the date on which the alteration was made or occurred.

18A. Section 594.—The documents referred to in clause (*a*) of sub-section (1) and in sub-section (3) of section 594 shall be delivered to the Registrar within a period of nine months of the close of the financial year of the foreign company to which the documents relate:

Provided that the Registrar may, for any special reason, and on application made in writing by the foreign company concerned, extend the said period by a period not exceeding three months.

19. Translation of documents other than those under Part XI of the Act.—If any document, or any portion of any document, required to be filed by, or registered with, the Registrar, or containing any fact required to be recorded by him, in pursuance of any provision of the Act contained in any part of the Act (except Part XI) is not in English or in Hindi, a translation of that document or portion either in English or in Hindi certified by a responsible officer of the company to be correct, shall be attached to each copy of the document which is furnished to the Registrar.

20. Section 601.—The fee to be paid to the Registrar in pursuance of section 601 for registering any document relating to a foreign company shall be Rs. 5,000.

20A. General.—(1) A copy of every application together with a copy of each of the documents enclosed therewith, made in pursuance of sub-section (1) of section 31, sub-section (4) of section 43A, section 198, section 309, section 387 or under any of the sections referred to in sub-section (1) of section 640B, shall be forwarded by the company to the Registrar of Companies concerned simultaneously with the application to the Central Government.

(2) Any person having any objection to a proposal contained in a notice issued in pursuance of section 640B shall, if he so desires, communicate his objection in writing duly substantiated to the Secretary, Department of Company Affairs and Insurance, Ministry of Finance, New Delhi, as early as possible after the publication of the notice in the newspapers. No objection received by the Central Government after thirty days of the publication of such a notice would be considered.

[1][***20B. Section 621A***.—*Application under sections 166, 210, 394, 560 and 621A of the Act shall be made to the Registrar of Companies in Form 61.*

20C. *Every company shall file documents with the Registrar of Companies under sections 18, 31, 44, 60, 77A, 488, 497, 509, 516, 551 and 555 of the Act and rules 313, 315, 327, 331, 335 of the Companies* (*Court*) *Rules, 1959 and rule 10 of the Companies* (*Acceptance of Deposits*) *Rules, 1979 together with*[2] *Form 62*.

20D. Section 620A.— *Application for declaration as nidhi company shall be made to the Central Government in Form 63.*

20E. Section 620A.—*Application for opening branch or branches by a nidhi company, pursuant to Notification Number GSR 555*(*E*)*, dated 26th July, 2001, shall be made to the Central Government in Form 64.*

1 Inserted vide Notification No. G.S.R. 56(E), dated 10-2-2006, w.e.f. 10-2-2006.

2 Sic.

***20F. Section 58A(8) and 233B(7)**.— Applications for extension of time or exemption under section 58A(8) and information and explanation on reservations and qualification contained in the cost audit report by a company under section 233B(7) of the Companies Act, 1956 shall be made to the Central Government in Form 65.*]

21. Power of Central Government to relax rules 16, 17 and 19.—Where the Central Government is satisfied that, it is not practicable to certify a copy of translation as provided in rule 16, 17 or 19 as the case may be, the Central Government may after recording its reasons in writing, permit the copy of translation to be treated as a certified copy, if such conditions, if any, as may be imposed by the Central Government in that behalf, are (duly) fulfilled.

21A. Fees for inspection of documents, etc.—The fee payable in pursuance of the following provisions of the Act shall be—

(1)	Clause (*a*) of sub-section (1) of section 118	...	Rupees ten.
(2)	Clause (*b*) of sub-section (1) of section 118	...	Rupee one.
(3)	Sub-section (2) of section 144	...	Rupees ten.
(4)	Clause (*b*) of sub-section (2) of section 163	...	Rupees ten.
(5)	Clause (*b*) of sub-section (3) of section 163	...	Rupee one.
(6)	Sub-section (2) of section 196	...	Rupee one.
(7)	Clause (*a*) of sub-section (1) of section 610	...	Rupees fifty
(8)	Clause (*b*) of sub-section (1) of section 610—		
(*i*)	for copy of certificate of incorporation	...	Rupees fifty
(*ii*)	for copy of extracts of other documents including hard copy of such documents on computer readable media	...	Rupees twenty-five per page.

22. Payment of fees.—Except as otherwise provided elsewhere—

(1) fees payable to the Registrar in pursuance of the Act or any rule or regulation made or notification issued thereunder shall be paid either to the Registrar in cash or into the Public Account of India at any Treasury or into the Reserve Bank of India or any office of the State Bank of India or any subsidiary thereof acting as the agent of the Reserve Bank of India for credit under the following head, namely:—

Major Head	*Alpha numeric Code description*	*Account Code*	*Serial Code*	*Source category check digit*
(*1*)	(*2*)	(*3*)	(*4*)	(*5*)
1475	Other General Economic Service	147500105	14750006	113
1475-00-105	Regulation of Joint Stock Companies:			
(*a*)	Registration fees	14750010599	14750032	114
(*b*)	Filing fees	14750010598	14750033	117
(*c*)	Inspection and copying fees	14750010597	14750034	112
(*d*)	Other fees	14750010596	14750035	119;

(2) fees payable to the Central Government in pursuance of the Act or any rule or regulation made or notification issued thereunder other than those payable under sub-section (2) of section 451 of the Act shall be paid into the Public Account of India at any Government treasury, or into the Reserve Bank of India or any office of the State Bank of India or any subsidiary thereof acting as the agent of the Reserve Bank of India for credit under the following head, namely:—

Major Head	*Alpha numeric description*	*Account Code*	*Serial Code*	*Source category check digit*
(*1*)	(2)	(3)	(4)	(5)
1475	Other General Economic Services	147500105	147500106	113
1475-00-105	Regulation of Joint Stock Companies	14750010596	14750035	119;

(3) fees payable to the Central Government in pursuance of sub-section (2) of section 451 of the Companies Act, 1956, shall be paid into the Public Account of India at any Government treasury or into the Reserve Bank of India or any office of the State Bank of India or any subsidiary thereof acting as the agent of the Reserve Bank of India for credit under the following head, namely:—

Major Head	*Alpha numeric Code description*	*Account Code*	*Serial Code*	*Source category check digit*
(*1*)	(*2*)	(*3*)	(*4*)	(*5*)
1475	Other General Economic Services	147500105	147500106	113
1475-00-105	Regulation of Joint Stock Companies Other fees	14750010596	14750035	119:

Provided that the fees payable to the Registrar may be paid also through postal orders (where the amount involved does not exceed fifty rupees) or through cheques or bank drafts payable at and/or drawn on post offices or banks, as the case may be, located at the same city or town as the office of the Registrar:

Provided further that, where a fee payable to the Registrar is paid through postal orders, cheques or bank drafts as aforesaid, it shall not be deemed to have been paid unless and until the relevant postal orders, cheques or drafts are cashed and the amount credited:

[1][*Provided also that, where application is filed through electronic media or through any other computer readable media, the user may choose any one of the following payment options namely,* (*i*) *Credit Card; or* (*ii*) *Internet Banking; or* (*iii*) *Remittance at the Bank Counter; or* (*iv*) *any other mode as approved by the Central Government. The requisite fee as specified in the Companies* (*Fees on Applications*) *Rules, 1968*[2] *shall be payable through any of the accredited branches of the following Banks.*

(*a*) *Punjab National Bank*

(*b*) *State Bank of India*

(*c*) *Indian Bank*

(*d*) *ICICI Bank*

(*e*) *HDFC Bank*]

23. Payment of dividend to shareholders and interest to debentureholders.—The amount of dividend payable to shareholders and the amount of interest payable to debentureholders under the provisions of the Companies Act, 1956 (1 of 1956) may be rounded off to the nearest rupee and, for this purpose, where such amount contains a part of a rupee consisting of paise then, if such part is fifty paise or more, it shall be increased to one rupee and if such part is less than fifty paise, it shall be ignored.

1 Inserted vide Notification No. G.S.R. 56(E), dated 10-2-2006, w.e.f. 10-2-2006.

2 Should be 1999.

Appendix 2

List of Re-Engineered e-Forms

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
1	Form 1	Application and declaration for incorporation of a company	Form 1	Company Registration	Existing practice of levying fee
2	Form 1A	Application form for availability or change of name	Form 1A	Company Registration/Change services	Rs. 500
3	Form 1AA	Particulars of person(s) or director(s) or charged or specified for the purpose of clause (f) or (g) of section 5	Form 1AA, 1AC	Informational services	Existing practice of levying fee
4	Form 1AD	Application for confirmation by Regional Director for change of registered office of the company within the state from the jurisdiction of one Registrar to the jurisdiction of another Registrar	Form 1AD	Approval services-Regional Director	Rs. 500
5	Form 1B	Application for approval of the Central Government for change of name or conversion of a public company into a private company	Form 1B (For conversion of public company into private company)	Approval services-Registrar of Companies/Change services	As per Companies (Fees on Application) Rules, 1999
6	Form 2	Return of allotment	Form 2	Compliance related filing	Existing practice of levying fee
7	Form 3	Particulars of contract relating to shares allotted as fully or partly paid-up otherwise than in cash	Form 3	Compliance related filing	Existing practice of levying fee
8	Form 4	Statement of amount or rate percent of the commission payable in respect of shares or debentures and the number of shares or debentures for which persons have agreed for a commission to subscribe for absolutely or conditionally	Form 4	Compliance related filing	Existing practice of levying fee

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
9	Form 4	Statement of amount or rate percent of the commission payable in respect of shares or debentures and the number of shares or debentures for which persons have agreed for a commission to subscribe for absolutely or conditionally	Form 4	Compliance related filing	Existing practice of levying fee
10	Form 4C	Return in respect of buy back of securities	Form 4C	Compliance related filing	Existing practice of levying fee
11	Form 5	Notice of consolidation, division, etc. or increase in share capital or increase in number of members	Form 5	Change services	Existing practice of levying fee
12	Form 8	Particulars for creation or modification of charges (other than those related to debentures)	Forms 8, 13, 55, 56, 59	Charge management	Existing practice of levying fee in respect of Form 8
13	Form 10	Particulars for registration of charges for debentures	Forms 10, 13, 57, 59	Charge management	Existing practice of levying fee in respect of Form 10
14	Form 15	Appointment or cessation of receiver or manager	Forms 15, 16, 13	Charge management	Existing practice of levying fee in respect of Form 15
15	Form 17	Particulars for satisfaction of charges	Forms 17, 13, 60	Charge management	Existing practice of levying fee in respect of Form 17/60
16	Form 18	Notice of situation or change of situation of registered office	Form 18	Company Registration/ Change services	Existing practice of levying fee
17	Form 19	Declaration of compliance with the provisions of section 149(1)(*a*), (*b*) and (*c*) of the Companies Act, 1956	Form 19	Company Registration	Existing practice of levying fee
18	Form 20	Declaration of compliance with the provisions of section 149(2)(*b*) of the Companies Act, 1956	Form 20	Company Registration	One Fee for Form 20 and another on SLP-Schedule III as per existing practice

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
19	Form 20A	Declaration of compliance with the provisions of section 149(2A) or of section 149(2B)	Form 20A	Company Registration	Existing practice of levying fee
20	Form 20B [Refer Section 159 of the Companies Act, 1956]	Form for filing annual return of a company having a share capital	None	Compliance related filing	As one document filing fee
21	Form 21	Notice of the Court or the Company Law Board order	Form 21	Informational services	Existing practice of levying fee
22	Form 21A	Particulars of annual return for the company not having share capital	Form 21A	Compliance related filing	Existing practice of levying fee
23	Form 22	Statutory Report	Form 22	Compliance related filing	Existing practice of levying fee
24	Form 22B	Form of return to be filed with the Registrar	None	Informational services	Existing practice of Form 3 for fee
25	Form 23	Registration of resolution(s) and agreement(s)	Form 23	Informational services	Existing practice of levying fee
26	Form 23AA	Notice of address at which books of account are maintained	Form 23AA	Informational services	Existing practice of levying fee
27	Form 23AAA	Application to Central Government for modification in the matters to be stated in the company's balance sheet or profit and loss account	None	Approval services-Head Quarters	As per Companies (Fees on Application) Rules, 1999
28	Form 23AAB	Application for exemption from attaching the annual accounts of the subsidiary companies	None	Approval services-Head Quarters	As per Companies (Fees on Application) Rules, 1999
29	Form 23AAC	Application to Central Government for not providing depreciation.	None	Approval services-Head Quarters	As per Companies (Fees on Application) Rules, 1999
30	Form 23AC	Form for filing balance sheet and other documents with the Registrar	None	Compliance related filing	As one document filing fee

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
31	Form 23ACA	Form for filing profit & loss account and other documents with the Registrar	None	Compliance related filing	As one document filing fee
32	Form 23B	Information by auditor to the Registrar	Form 23B	Compliance related filing	Existing practice- no fee
33	Form 23C	Form of application to the Central Government for appointment of cost auditor	Form 23C	Approval services- Head Quarters	Existing practice of levying fee
34	Form 24	Form of application to the Central Government for increase in the number of directors of the company	Form 24	Provisions relating to managerial personnel	Existing practice of levying fee
35	Form 24A	Form for filing application to Central Government (Regional Director)	Form 24A	Approval services- Regional Director	Existing practice of levying fee
36	Form 24AB	Form for filing application for giving loan, providing security or guarantee in connection with a loan.	None	Approval services- Head Quarters	As per Companies (Fees on Application) Rules, 1999
37	Form 24B	Form of application to the Central Government for obtaining prior consent for holding of any office or place of profit in the company by certain persons.	Form 24B	Approval services- Head Quarters	As per existing Practice
38	Form 25A	Form of application to the Central Government for approval of appointment and remuneration or increase in remuneration or waiver for excess or over payment to managing or whole-time director(s) or manager.	Forms 25A, 26	Provisions relating to managerial personnel	Existing practice of levying fee on Form 25A
39	Form 25B	Form of application to the Central Government for approval to amendment of provisions relating to managing, whole-time or non- rotational directors	Form 25B	Provisions relating to managerial personnel	Existing practice of levying fee

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
40	Form 25C	Return of appointment of managing director or whole-time director or manager	Form 25C	Compliance related filing	Existing practice of levying fee
41	Form 32	Particulars of appointment of managing director, directors, manager and secretary and the changes among them or consent of candidate to act as a managing director or director or manager or secretary of a company and/or undertaking to take and pay for qualification shares	Forms 32, 29	Company Registration/ Change services	Existing practice of levying fee
42	Form 32 Addendum	Particulars of appointment of managing director, directors, manager and secretary and the changes among them or consent of candidate to act as a managing director or director or manager or secretary of a company and/or undertaking to take and pay for qualification shares-addendum to Form 32	None	Company Registration/Change services	No fee applicable
43	Form 35A	Information to be furnished in relation to any offer of a scheme or contract involving the transfer of shares or any class of shares in the transferor company to the transferee	Form 35A	Informational services	Existing practice of levying fee
44	Form 36	Receiver's or manager's abstract of receipt and payments	Form 36	Charge Management	Existing practice of levying fee
45	Form 37	Application by an existing joint stock company or by an existing company (not being a joint stock company) for registration as a public limited or private limited or an unlimited company	Forms 37, 38	Company Registration	Existing practice of levying fee

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
46	Form 39	Registration of an existing company as a limited company	Forms 39, 40, 41, 42	Company Registration	Existing practice of levying fee
47	Form 44	Documents delivered for registration by a foreign company	Form 44	Company Registration	Existing practice of levying fee
48	Form 49	Return of alteration in the charter, statute or memorandum and articles of association, address of the registered or principal office and directors and secretary of a foreign company	Form 49	Change services	Existing practice of levying fee
49	Form 52	Notice of (A) alteration in names and addresses of persons resident in India authorized to accept service on behalf of a foreign company (B) alteration in the address of principal place of business in India of a foreign company (C) list of places of business established by a foreign company (D) cessation to have a place of business in India	Form 52	Change services	Existing practice of levying fee
50	Form 61	Form for filing an application with Registrar of Companies	None	Approval services-Registrar of Companies	Application fee as per Companies (Fees on Application) Rules, 1999
51	Form 62	Form for submission of documents with the Registrar	Form 4A Return of Deposits, Liquidation Forms (Voluntary),	Compliance related filing	Each event as a separate document and separate filing fee as existing practice
52	Form 63	Form for filing application for declaration as nidhi company	None	Approval services-Head Quarters	As per Central Government Rules
53	Form 64	Form for filing application for opening branch(s) by a nidhi company	None	Approval services-Regional Director	As per Central Government Rules

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
54	Form 65	Form for filing application or documents with Central Government	Application as Prescribed under Companies (Application for Extension of Time or Exempt-ion under sub-section (8) of Section 58A) Rules, 1979. For other application None	Approval services-Head Quarters	As per present practice of levying fee in regard to the Form attached
55	Form 66	Form for submission of compliance certificate	None	Compliance related filing	As one document filing fee
56	Form I [Pursuant to rule 2 of the Companies (Appoint-ment of Sole Agents) Rules, 1975]	Form of application for approval of the Central Government for the appointment of sole selling agent by a company	Form I [[Pursuant to rule 2 of the Companies (Appointment of Sole Agents) Rules, 1975]	Approval services-Head Quarters	Existing practice of levying fee
57	Form II [Pursuant to rule 2 of the Companies (Appoint-ment of Sole Agents) Rules, 1975]	Form of application for approval of the Central Government for the appointment of sole buying agent by a company	Form II [[Pursuant to rule 2 of the Companies (Appointment of Sole Agents) Rules, 1975]	Approval services-Head Quarters	Existing practice of levying fee
58	Form DD-B [Pursuant to section 274(1) (*g*) read with rule 5 of Companies (Disqualifica tion of Directors u/s 274(1)(*g*) of the Companies Act, 1956) Rules, 2001]	Return by a public company	Form DD-B [Pursuant to section 274(1)(*g*) read with rule 5 of Companies (Disqualification of Directors u/s 274(1)(g) of the Companies Act, 1956) Rules, 2001]	Compliance related filing	Existing practice of levying fee
59	Form DD-C [Pursuant to section 274 read	Form of application for removal of disqualification of directors	None	Provisions relating to Managerial personnel	As per fee on application rules

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
	with Companies (Disqualifi-cation of Directors under section 274(1)(g) of the Companies Act, 1956) Rules, 2001]				
60	Form [Pursuant to the Companies (Declaration of Dividend out of Reserves) Rules, 1975]	Form of application for approval for declaration of dividend out of reserves	Part II - Form [Pursuant to section 159 of the Companies Act, 1956 and rule 3 of Application of section 159 to Foreign Companies Rules, 1975]	Approval services-Head Quarters	As per fee on application rules
61	Form [Pursuant to section 159 of the companies Act, 1956 and rule 3 of Application of section 159 to Foreign Companies Rules, 1975]	Form of annual return of a foreign company having a share capital	Part II - Form [Pursuant to section 159 of the Companies Act, 1956 and rule 3 of Application of section 159 to Foreign Companies Rules, 1975]	Compliance related filing	Existing practice of levying fee
62	Form 1 [Pursuant to rule 3 of Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001]	Statement of amounts credited to investor education and protection fund	Form 1 [Pursuant to rule 3 of Investor Education and Protection Fund (Awareness and Protection of Investo-rs) Rules	Compliance related filing	Existing practice of levying fee

S. No.	*E-Form No.*	*Details*	*Existing Form No.*	*Category*	*Modalities for fee computation (including additional fees)*
63	Form [Pursuant to section 233B (4), 600(3)(*b*) of the Companies Act, 1956 and rule 2(*c*) and rule 4 of the Cost Audit (Report) Rules, 2001]	Form for filing cost audit report and other documents with the Central Government	Cost Audit Report	Compliance related filing	Existing practice of levying fee
64	Investor Complaint Form	Investor Complaint Form	None	Investor services	No fee
65	DIN	Application for Director Identification Number.	None	Information Services	No fee
66	DIN-2	Intimation for allotment of DIN by director to the Company.	None	Information Services	No fee
67	DIN-3I	Intimation by Company to the Registrar for DIN	None	Information Services	No fee
68	DIN-4	Application for change in the particular of DIN	None	Information Services	No fee

Appendix 3

The Companies (Electronic Filing and Authentication of Documents) Rules, 2006

[*Issued by the Ministry of Company Affairs, Published in the Gazette of India, Extraordinary, Part II, Section 3(i), vide GSR No. 557(E) dated 14.9.2006.*]

In exercise of the powers conferred by clause (a) of sub-section (1) of sections 642 and 610B read with sections 610A and 610E of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules, namely, —

1. Short title and commencement.—(1) These rules may be called the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

(2) The Central Government hereby appoints the 16th day of September, 2006 as the date on which the provisions of these rules shall come into force.

2. Definitions.—In these rules, unless the context otherwise requires,

(a) "Act" means the Companies Act, 1956 (1 of 1956);

(b) "Certifying Authority" means a person who has been granted a licence to issue a Digital Signature Certificate under section 24 of the Information Technology Act, 2000 (21 of 2000);

(c) "digital signature" means authentication of any electronic record by a subscriber by means of an electronic method or procedure in accordance with the provisions of section 3 of the Information Technology Act, 2000;

(d) "Digital Signature Certificate" means a Digital Signature Certificate issued under sub-section (4) of section 35 of the Information Technology Act, 2000;

(e) "e-Form" means a form in the electronic form as prescribed under the Act or rules made thereunder and notified by the Central Government under the Act;

(f) "electronic record" means, electronic record as defined under clause (*t*) of section 2 of the Information Technology Act, 2000;

(g) "electronic registry" means an electronic repository or storage system in which the information or documents are received, stored, protected and preserved in electronic form;

(h) "Electronic Mail (e-mail)" means messages sent, received or forwarded in digital form via a computer based communication mechanism;

(i) "Registrar" means a registrar as defined under sub-section (40) of section 2 of the Companies Act, 1956;

(j) "Registrar's Front Office" means an office maintained by the Central Government or an agency authorized by it to facilitate e-filing of documents into the electronic registry and their inspection and viewing;

(k) "web" means the world wide web, as defined in the Information Technology Act, 2000;

(l) "website" means a location connected to the Internet that maintains one or more web pages;

(m) words and expressions used in these rules and not defined shall have the meaning respectively assigned to them in the Companies Act, 1956 and the Information Technology Act, 2000 (21 of 2000).

3. Filing and authentication in the electronic manner.—(1) Every e-form or application or document or declaration required to be filed or delivered under the Act and rules made thereunder, shall be filed in computer readable electronic form, in portable document format (pdf) and authenticated by a managing director, director or secretary or person specified in the Act for such purpose by the use of a valid digital signature:

Provided that where documents are required to be filed on Non-Judicial Stamp Paper, the company shall submit such documents accordingly in the physical form, in addition to their submission in electronic form.

(2) Every managing director, director or secretary or person specified in the Act for authentication of e-form, documents or application, etc., which are required to be filed or delivered under the Act or rules made thereunder, shall obtain a digital signature certificate from the Certifying Authority for the purpose of such authentication and such certificate shall not be valid unless it is of Class II or Class III specification under the Information Technology Act, 2000.

4. Maintenance of website.—The Central Government shall set up and maintain –

(*i*) a website or portal to provide access to the electronic registry; and

(*ii*) as many Registrar's Front Offices as may be necessary and at such places and for such time as Central Government may determine from time to time, for filing of application e-Forms, documents and applications, etc., viewing and inspection of documents in the electronic registry.

5. Maintenance of electronic registry.—(1) The Central Government, shall set up and maintain a secure electronic registry in which all the documents filed electronically shall be stored. The electronic registry so set up shall enable public access and inspection of such documents as are required to be in the public domain under the Act on payment of the fees as prescribed under the Act or the rules made thereunder.

(2) Every document or application or certificate or notice, etc., required to be signed by the Registrar or an officer of the Central Government under the Act or rules made thereunder, shall be authenticated through a valid digital signature of such person or a system generated digital signature.

(3) The Registrar or the Central Government, as the case may be, may send any communication either to the company or its authorised representative, directors or both in the electronic manner for which the company shall create and maintain at all times a valid electronic address (e.g., E-mail, user identification, etc.) capable of receiving and acknowledging the receipt of such communication, automated or otherwise.

6. Issue of certificate, approval, etc., in the electronic manner.—The Registrar or the Central Government shall issue certificate, licence, receipt, approval or communicate endorsement or acknowledgement in the electronic manner:

Provided that where the Registrar or an officer of the Central Government, as the case may be, is not able to issue any certificate, licence, receipt, endorsement, acknowledgement or approval in electronic manner for the reasons to be recorded in writing, he may issue such certificate, licence, receipt, or communicate endorsement, acknowledgement or approval in the physical form under manual signature affixing seal of his office.

Appendix 4

Number-wise List of Forms prescribed under the Companies (Central Government's) General Rules and Forms, 1956

Forms	*Title of the Form*
1.	Declaration as to compliance with the requirements of the Act, with respect to the registration of a company.
1A.	Application for availability of name.
1AA.	Particulars of person(s)/director(s) charged/specified as officer who is in default.
1AB.	Consent of the person charged by the Board with the responsibility of complying with the provisions of the Act.
1AD.	Application for the confirmation by Regional Director for change of registered office of the company within the State from the jurisdiction of one Registrar to the jurisdiction of another Registrar.
1B.	Application for conversion of a company from public to private company.
2.	Return of allotment of shares.
2A.	Memorandum containing salient features of Prospectus
2B.	Nomination Form
3.	Particulars of contract relating to allotment of shares otherwise than in cash.
4.	Statement of the amount or rate per cent of the commission payable in respect of shares/debentures and of the number of shares/debentures for which persons have agreed for a commission to subscribe for absolutely/conditionally.
4A.	Declaration of Solvency regarding buy back of shares.
4B.	Register of securities under section 77A(9)
4C.	Return for buy-back of shares.
5.	Notice of consolidation, division, redemption of preferential shares, increase in share capital or number of members, etc.
7B.	Share Transfer Form
7BB.	Counter receipt & transfer form
7C.	Application for extension of validity period of transfer deed.
7D.	Form of application for approval of the Central Government for acquisition of shares under section 108A.

Forms	*Title of the Form*
7E.	Form of intimation to the Central Government of the proposal to transfer shares under section 108B/Form of application for approval of the Central Government for transfer of shares of foreign companies under section 108C
8.	Particulars for registration and modification of charge.
10.	Particulars of a series debentures for creation of charge.
12.	Chronological index of charges
15.	Notice of appointment of receiver or manager.
17.	Particulars of satisfaction of charge.
18.	Declaration/Notice for situation of registered office and changes.
19.	Declaration of compliance with the provision of section 149(1)(*a*), (*b*) and (*c*).
20.	Declaration of the compliance with the provision of section 149(2(*b*).
20A.	Declaration of compliance with the provision of section 149(2A) or of section 149(2B).
20B.	Form for filing of Annual Return of a company having share capital
21.	Notice for filing of particulars of the Court/CLB/Tribunal/Central Government orders.
21A.	Annual Return of a company not having share capital.
22.	Statutory Report.
22A.	Consent by members for holding general meeting on a shorter notice.
22B.	Form of Return to be filed with the Registrar for beneficiary owner u/s 187C.
23.	Form for registration of resolution(s) and agreement(s).
23A.	Form of application to the Central Government for obtaining the previous approval for appointment/continuance of former managing agents or secretaries and treasurers
23AA.	Notice of address of place other than registered office at, which books of accounts are maintained.
23AB.	Statement containing salient features of balance sheet and profit & loss account, etc
23AAA.	Application to the Central Government for modification in the matters to be stated in the Balance Sheet or Profit and Loss Account.
23AAB.	Application for exemption from attaching the annual accounts of the subsidiary companies.
23AAC.	Application to the Central Government for not providing depreciation.
23AC.	Form for filing Balance Sheet and other documents with the RoC.
23ACA	Form for filing Profit & Loss accounts and other documents with the RoC.
23B.	Notice by auditors, as to whether he has accepted or refused to accept appointment as auditor.
23C.	Appointment of cost auditors.
69	Application for approval for increase in the number of directors.
24A.	Application for obtaining previous approval of the Central Government for appointment of the Sole Selling/buying agent.
24AB.	Form for filing application for giving loan. Providing guarantee and securities.
24AA.	Notice by the interested director.
24B.	Application for approval of the Central Government for holding office of place of profit.
25A.	Application to the Central Government for approval of the appointment and remuneration to the MD/WTD/M.
25B.	Application for approval in the amendment of provisions relating to MD/WTD or non-rotational directors.

Forms	*Title of the Form*
25C.	Return of appointment of managing, whole-time director or manager.
32 & Addendum	Return for particulars of appointment of directors, manager and secretary and changes among them and consent to act as director, etc.
34.	Register of Directors, Managing Director, Manager and Secretary, etc
34AA.	Form of application under section 370
34B.	Form of application to the Central Government for purchase by companies of shares of other companies
35.	Notice to dissenting shareholders
35A.	Information to furnish in relation to any offer of a scheme or contracts involving the transfer of shares or any class of shares in the transferor company to the transferee.
36.	Abstract of receipts and payments by receiver or manager.
37.	Documents specified in Part IX of the Companies Act, 1956 for registration of a Joint-Stock Company.
39.	List of members of existing "Joint Stock Company" intended to be registered
44.	Documents delivered for registration by foreign Company.
49.	Return of alteration in the charter, statute or memorandum and article of association, address of the registered or principal office and directors and secretary of a foreign company.
52.	Notice of (A) alteration in name and addresses of persion resident in India uthorized to accept service on behalf of foreign company (B) alteration in the address of principal place of business in India of a foreign company (C) list of places of business established by a foreign company (D) cessation to a have a place of business in India
61.	Form filing an application with RoC
62.	Form for submission of documents with the Registrar.
63.	Form filing an application for declaration as Nidhi Company.
64.	Form filing an application for opening branch(s) by a Nidhi Company.
65.	Form filing an application or documents with the Central Government.
66.	Secretarial Compliance Certificate under section 383A.
Form I	Form of application for approval of the Central Government for the appointment of sole selling agents
Form II	Form of application for approval of the Central Government for the appointment of sole buying agent by a company.
DD-B	Intimation by director under section 274(1)(g) to the Company regarding his status.
DD-C	Intimation by a public company to the Registrar regarding disqualification of a director u/s 274(1)(*g*).
Form	Form of application for approval for declaration of dividend out of reserves.
Form	Form of Annual Return of a foreign company having a Share Capital.
Form 1	Statement of amount credited to Investor Education and Protection Fund.
Form I	Form for filing cost audit report and other documents with Central Government.
	Investor Complaint Form

DIN Application for allotment of Director Identification Number.
DIN-2 Intimation of allotment of Director Identification Number (DIN) to the Company by director
DIN-3 Intimation of Director Identification Number by company to the Registrar
DIN-4 Application for change in the particular of Director Identification Number

Appendix 5

Section-wise Statutory Returns and Documents to be filed with the Registrar of Companies

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
1.	5(*f*)&(*g*)	Any person or a director entrusted by the Board for complying with any provision of the Act alongwith the consent given by the person concerned as per clause *(f)*.	e-Form 1AA within 30 days of Board's resolution alongwith consent from the person in e-Form 1AB.
2.	33 (1) and (2)	Application and Declaration of compliance by an advocate or other persons as specified in the sub-section.	e-Form 1
3.	33(3)	Memorandum and Articles of Association and other documents, if any	To be filed with the above declaration.
4.	17 & 18(1)	Alteration to object class in Memorandum — special resolution.	Certified copy of special resolution and explanatory statement to be filed with ROC in e-Form 23 within one month of passing.
5.	17(1), (5), 79, 81(2), 81(4), 94A(2), 102(1), 107(3), 111(5), 141, 155, 167, 186, 391(2), 394(1), 397, 398, 445 and 481	Filing of Orders of the Court, CLB/NCLT	e-Form 21 within 30 days from the date of orders.
6.	17A	Application for confirmation for change in the situation of registered office within same State from the jurisdiction of one Registrar to another.	Application in e-Form 1AD to the Regional Director and filing of orders of RD in Form 21 with ROC.
7.	18(3)	Alteration in memorandum to change the registered office from one State to another State.	Certified copy of order of Central Government to be filed with ROC of each State within 3 months in e-Form 21.
8.	20	Application for availability of name in respect of new company or existing one.	In e-Form 1A with a fee of Rs. 500 only.
10.	21	Change of name application to the Registrar of Companies. Special resolution for change in name.	e-Form 1A, 1B and 23.
11.	22	Form for filing application to the Central Government (RD) for rectification in the name of the company.	e-Form 24A
12.	23	Filing of resolutions and agreement for registration	e-Form 23 within 30 days.

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
13	25	Form for filing application to the Central Government (RD) for providing licence for section 25 Companies.	e-Form 24A
14.	31	Registration of Special Resolution.	Certified copy of special resolution and explanatory statement to be filed with ROC in e-Form 23 within one month of passing.
15.	31(1)	Approval for approval of conversion of a public company into private limited company and registration of Special Resolution	e-Forms 1B and 23 and printed copy of the Article to be filed with the ROC within one month of the date of approval
16.	44	Alteration of Memorandum by a private company so as to exclude clause (*iii*) of section 3(1).	The private company shall, within 30 days, file with the ROC e-Form 23 regarding special resolution and file statement in lieu of prospectus e-Form 62 and shall get the word "private" deleted from its name and from certificate of incorporation.
17.	58A	Filing of advertisement duly approved by the Board and duly singed by a majority of the directors as per Companies (Acceptance of Deposits) Rules, 1975.	Before issue of the advertisement in the newspapers, copy signed by a majority of directors shall be filed with the Registrar in e-Form 62. It would be adequate if the English version is signed by the directors and is filed.
18.	58A	Where a company proposes to accept deposits without invitation, a statement in lieu of advertisement duly approved by the Board and duly signed by majority of directors.	All particulars given in the advertisement should be given in this statement.
19.	60	Filing of a prospectus with all documents by a public company on or before the date of its issue duly signed by all the directors of the company or by their attorneys authorized in writing.	New e-Form 62 has been prescribed but Power of Attorney, if any, shall also be filed.
20.	60A	Filing of Information Memorandum with the Registrar.	e-Form 62 be filed within 3 months.
21.	70	Statement in lieu of prospectus by a public company duly signed by the directors or their agents in writing before allotment for the first time.	Schedule III to be filed with the Registrar in e-Form 62at least three days before first allotment of shares by a company on incorporation.

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
22.	75(1) and 75(2)	Filing a return of allotment of shares for cash and consideration other than cash and also allotment of bonus shares.	e-Form 2 and/or 3 within thirty days of allotment.
23.	76(1)	Copy of contract for payment of commission.	e-Form 4
24.	77A & 77A(10)	Special resolution passed by the members with explanatory statement regarding buy-back of shares and Return to the Registrar of Companies after completion of buy-back.	e-Form 23 and Declaration of Solvency in e-Form 4C. (*See* Rules for buy-back)
25.	79A	Authority to issue sweat equity shares.	e-Form 23
26.	81(1A)	Special resolution for issue of further shares to persons other than members holding equity shares.	e-Form 23
27.	81(3)	Special resolution for issue of debentures or raising loans with option for conversion into shares.	e-Form 23
28.	81(4)	Increase in capital on conversion of loans or debentures into shares by the Central Government.	e-Form 5 and 23
29.	94A(2) 81(4) 95and 97	Filing with Registrar for increase in capital, consolidation, sub-division of shares, redemption of preference shares and cancellation of unissued shares.	e-Form 5 along with e-Form 21 in respect of section 94A(2).
30.	99	Special resolution for determining reserve capital.	e-Form 23
31.	100	Special resolution for reduction of capital.	e-Form 23
32.	103 and 640A	Registration of order of the Court or Tribunal for reduction of capital.	e-Form 21 with certified copy of the Court or the Tribunal order.
33.	106	Special resolution passed by any class of members for variation of rights.	e-Form 23
34.	107(5)	Filing a copy of the order of the Tribunal disallowing the variation of rights.	e-Form 21 within 30 days of the service of the order on the company.
35.	125, 127, 130, 132 and 135	Filing particulars of creation and modification of charge.	e-Form 8 within 30 days.
36.	125, 127, 128, 129, 130 134, 132 and 135	Particulars of registration of charges for debentures, Creation of charge in the case of series of debentures, Inclusion of commission or discount on the issue of debentures.	e-Form 10 within 30 days
37.	137 and 600	Appointment, cessation of a receiver or manager to manage the property charged.	e-Form 15
38.	138 and 600	Satisfaction of charge.	e-Form 17 within 30 days.

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
39.	146	Situation/change of registered office.	e-Form 18 within 30 days of incorporation of company or change.
40.	149(1) (*d*)	Declaration for obtaining certificate to commence business by a company which has issued a prospectus.	e-Form 19
41.	149(2)©	Declaration for obtaining certificate to commence business by a company which has filed a statement in lieu of prospectus.	e-Form 20
42.	149(2A)	Passing of special resolution for commencing a new business.	e-Form 23 within 30 days of passing of resolution along with declaration by one of the director or secretary or that clause (*i*) of section 149(2A) or as the case may be.
43.	149(2A)(*ii*)	When only an ordinary resolution is passed, the approval of the Central Government shall be obtained for carrying out the new business and after the receipt of the order, return to be filed with the Registrar.	e-Form 20A within 30 days
44.	157	Intimation to Registrar of place where the branch register of members is kept.	e-Form 62 within 30 days of the opening of Foreign Register.
45.	159	Filing Annual Return.	e-Form 20B within 60 days of the holding of the AGM.
46.	160	Annual Return by a company not having share capital.	e-Form 21A within 60 days of the holding of annual general meeting.
47.	163	Advance copy of proposed special resolution for keeping Register of members, Register of debentureholders and copies of annual returns and certified copy of special resolution and explanatory statement after passing.	e-Form 23 for filing certified copy of special resolution after it is passed within 30 days thereof.
48.	165	Filing of statutory report with the Registrar duly certified and signed by two directors and also by auditors after copies have been sent to members	e-Form 22 for Statutory Report as soon as it is sent to the members.
49.	166(1), 2nd proviso	Application to the Registrar of Companies for granting extension of time for holding the AGM.	e-Form 61
50.	187C(4)	Return to be filed by a company with the Registrar on receipt of declarations from the beneficial owner and ostensible owner of shares in a company.	e-Form 22B Within 30 days of the declaration the company shall file (Declaration of Beneficial interest in Shares) Rules, 1957.

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
51.	192(4)(*b*)	Resolutions which have been agreed to by all the members of a company [like, for instance, a resolution approving a shorter notice as per section 171(2)(*i*)]	e-Form 23 shall be filed with the Registrar within 30 days of the passing of resolution.
52.	192(4)©	Resolution of the Board of directors or agreement executed by the company relating to appointment or renewal of appointment of MD/WTD/Manager.	Copy of the resolution shall be filed with the Registrar in e-Form 23 within 30 days.
53.	194(4)(*e*)	Resolutions or agreements which have been agreed to by all the members of any class of shareholders.	e-Form 23 together with certified copy of resolution/agreement and explanatory statement.
54.	192(*ee*)(*i*) & 293(1), (*a*), (*d*) and (*e*)	Resolution of shareholders giving consent to the Board to sell, lease or to dispose of the whole or substantially the whole of the undertaking; to borrow in excess of paid-up capital and reserves and to make contributions as specified.	e-Form 23 with certified copy of resolution and explanatory statement.
55.	192(4)(*ee*) (*ii*) & 294, 294AA	Resolution of shareholders approving appointment of sole selling agent.	e-Form 23 with certified copy of resolution and explanatory statement.
56.	192(4)(*f*)	Resolution of shareholders regarding voluntary winding up as per section 484.	e-Form 23 with certified copy of resolution and explanatory statement.
57.	192(4)(*g*)	Copies of the terms and conditions of appointment of sole selling agent under section 294 or 294AA including appointment of a sole buying agent for purchase of goods under section 294AA.	e-Form 23 within 30 days of the resolution of the Board.
58.	192A	Copy of the Board resolution along with calendar of events should be sent to the Registrar within one week of passing the resolution.	e-Form 62
59.	198(4)	Form of Application to the Central Government for payment of excess remuneration to the MD/WTD/M	e-Form 25A
60.	205A(3) and Rules, 1975	Application for approval for declaration of dividend out of reserves of the Company	e-Form prescribed but Number not given.
61.	205C	Amounts deposited the credit of Investor Education and Protection Fund.	e-Form 1 specified in the Rules duly certified to be filed with the Registrar within a period of 30 days after the respective amounts have become due.
62.	205(2)(*c*)	Application to Central Government for not providing depreciation	e-Form 23AAC

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
63.	208	Where special resolution is passed by members for payment of interest out of capital, copy of the same to be filed with the Registrar.	e-Form 23 with certified copy of resolution and explanatory statement within 30 days of passing of resolution.
64.	209	Notice to the Registrar for keeping the books of accounts in any place in India other than the registered office.	e-Form 23AA and a copy of the Board resolution be filed within seven days of the resolution of the Board.
65.	210(4), Proviso	Application extending the accounting year up to 18 months.	e-Form 61 to the Registrar.
66.	211(4)	Application to the Central Government for modification in the matter to be stated in the Company's Balance Sheet or Profit and Loss Account	e-Form 23AAA
67.	212(8)	Application for exemption from attaching the Annual Accounts of the subsidiary companies.	e-Form 23AAB
68.	220	Filing of Balance Sheet and other documents	e-Form 23AC
69	220	Filing of Profit and Loss Accounts and other documents	e-Form 23ACA
70.	220	Where the accounts are not adopted at the annual general meeting, reasons therefor may be intimated to the Registrar of Companies.	e-Form 23AC and 23ACA
71.	224(1A)	The auditor appointed at an annual general meeting to inform the Registrar of his acceptance/refusal of his acceptance.	e-Form 23B within 30 days of receipt of intimation from the company of the appointment made at the annual general meeting. The company concerned shall give such intimation to the Auditors immediately after the conclusion of the AGM.
72.	224(3)	Form for filing application to the Central Government (RD) if no auditors have been appointed/re-appointed in the Annual General Meeting of the company.	e-Form 24A within 7 days of the Annual General Meeting
73.	224(7)	Form for filing application for approval of removal of an auditor before expiry of his term.	e-Form 24A Before removal of the auditors.
74	233B(2)	Application to the Central Government for appointment of Cost Auditors	e-Form 23C
75.	233B(4), 600(3)(*b*), rule 2(*c*) and 4 of the Cost Audit Reports, 2001	Form for filing of Cost Audit Report and other documents with the Central Government.	e-Form No. I

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
76.	259	Application to the Central Government for approval for increase in the number of directors of the Company	e-Form 24
77.	266 Read with Companies (Director Identification) Rules, 2006	(*a*)Application for Allotment of DIN (*b*)Intimation for allotment of DIN by director to the Company. (*c*)Intimation by Company to the Registrar for allotment of DIN. (*d*)Application for Change in the particulars of DIN	DIN-1 DIN-2 DIN-3 DIN-4
78.	269 and Schedule XIII	Where appointment of managing/whole-time director or managers made in terms of Schedule XIII, the company shall file with the Registrar of Companies a certificate from the secretary or auditor of the company or a secretary in whole-time practice where the secretary is not appointed to the effect that the requirements have been complied with.	e-Form 25C within 90 days of appointment.
79.	268	Form of Application to the Central Government for approval to amendment of the provisions relating to MD/WTD and non rotational directors.	e-Form 25B
80.	269	Form of Application to the Central Government for approval for appointment of MD/WTD/M not fulfilling the conditions of Schedule XIII of the Act.	e-Form 25A Within 90 days from the date of appointment/re-appointment
81.	269(2)	Return of appointment of MD/WTD/M according to the provisions of Schedule XIII of the Act.	e-Form 25C Within 90 days from the date of appointment/re-appointment
82.	274(1)(*g*) and Directors Disqualification Rule 2003	Intimation for disqualification of director of a public company.	e-Form DD-B and DD-C within 3 days (Applicable only for a public company)
83.	293(1)(*a*)	Resolution passed by the general meeting authorizing the Board to sell, lease or dispose of the whole or substantially the whole of the undertaking.	e-Form 23 within 30 days of passing.
84.	293(1)(*d*)	Resolution passed by the general meeting authorizing the Board to borrow moneys which, with existing borrowings, will exceed the paid-up capital and free reserves.	e-Form 23 within 30 days of passing.
85.	294	Resolution of general meeting, approving appointment of sole selling agent, first held after the date of appointment.	e-Form 23 within 30 days of passing of resolution.

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
86.	295	Form for filing application to the Central Government for approval for giving loans, providing securities or guarantee in connection with a loan in which directors are interested.	e-Form 24AB before making loan or providing guarantee or security.
87.	294AA and rule 2 of the Companies Appointment of SSA Rules, 1975	Resolution of general meeting giving consent to the appointment of sole selling agent or sole purchasing agent by a company having a paid-up capital of not less than Rs. 50 lakhs.	—Do— and application to the Central Govt. in Form I & II for approval if required. Companies (Appointment of Sole Agents) Rules, 1975.
88.	297	Form for filing application to the Central Government (RD) for approval of contract in which directors are interested in the company.	e-Form 24A before entering into the contracts.
89.	303(2), 264(2), 266(1)(*a*) and 266(1) (*b*)(*iii*)	Appointment of managing director, whole time director, director, manager, secretary or change therefrom.	e-Form 32 within 30 days of appointment by Board or 30 days of resignation. e- Form 32 Addendum in case of the changes/appointment for more than 3 persons at a time.
90.	309(1)(*b*)	Form of Application to the Central Government for approval of professional fee to a director.	e-Form 25A
91.	309(3)	Form of Application to the Central Government for approval for payment of remuneration in excess of the limit to the MD/WTD/M and not fulfilling the conditions of Schedule XIII of the Act.	e-Form 25A Within 90 days from the date of appointment/re-appointment
92.	309(4)(*a*) and (*b*)	Form of Application to the Central Government for approval of payment of monthly/quarterly annual payment by way of commission to directors	e-Form 25A
93.	309(5B)	Form of Application to the Central Government for approval for waiver of recovery from the directors.	e-Form 25A
94.	310	Form of Application to the Central Government for approval for increase in the remuneration of MD/WTD/M.	e-Form 25A
95.	311	Form of Application to the Central Government for approval for increase in the remuneration of MD/WTD after commencement of the Act.	e-Form 25A
96.	314(1)(*a*)	Special resolution for appointment of a director to an office or place of profit under the company.	e-Form 23 within 30 days of passing of resolution.

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
97.	314(1)(*b*)	Special resolution for appointment to place of profit of a partner or relative of director, in which a director or relative is partner at a remuneration of the sum prescribed.	e-Form 23 within 30 days of passing of resolution.
98.	314(1)(B)	Special resolution for appointment to place of profit of partner or relative of a director or manager, a firm in which a director or manager or relative of either is partner or private company in which a director, manager or relative of either is director or member.	e-Form 23 within 30 days of passing of resolution.
99.	314	Form for filing application to the Central Government for appointment/holding of office or place of profit in a company	e-Form 24B
100.	316(4)	Form of Application to the Central Government for approval of holding office of the MD in more than two company	e-Form 25A
101	372A	Making loans or investments or providing security or giving guarantee in excess of the limits specified — Special resolution to be passed by members.	—Do—
102.	383A	Filing of Compliance Certificate in case of the company's paid up capital is over Rs. 10 lacs and not required to appoint a whole-time company secretary.	e-Form 66 within 30 days of annual general meeting as per Schedule X Companies (Compliance Certificate), Rules, 2001.
103.	387 and 388	Form of Application to the Central Government for approval of increase in remuneration of Manager.	e-Form 25A
104.	395(4A)	The letter of offer or scheme or contract proposed to be made by the transferee company to the shareholders of the transferor company shall contain all particulars and data as indicated in Form 35A which shall be with the ROC to confirm registration.	e-Form 35A before the offer is sent to shareholders.
105.	Rule 20A of Rules and Forms, 1956	In terms of the said Rule of the Companies (Central Government's) General Rules & Forms, 1956, copy of the application complete with the documents made pursuant to sections 31(1), 43A(4), 198, 309, 387 and sub-section (1) of section 640B shall be forwarded immediately to the Registrar of Companies, to enable him to send a report to the Central Government.	

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
106.	391(3) and 394(3)	Filing certified copy of the order of the Central Government sanctioning a scheme of amalgamation/arrangement with in 30 days for registration.	To be filed alongwith e-Form 21 within 30 days of the order of the Central Government.
107.	421, 424 and 600	Abstract of receipt and payment by the receiver and manager.	e-Form 36
108.	565, 566, 567 and 568	Application for registration of a new company under Part IX of the Act.	e-Form 37
109.	565(1), 567(*a*) & (*c*) & 568(*a*)	Registration of an existing company as a limited company under Part IX of the Act.	e-Form 39
110.	620A	Form for filing of application for declaration as a Nidhi Company.	e-Form 63
111.	620A and Notification GSR 555(E), dated 26-7-2001	Form for filing of application for opening of branches by a Nidhi company.	e-Form 64
112.	Rule 2 of the Companies (Application for Extension of time or exemption under sub section 8 of section 58A) Rules 1975,	Form for filing of application or documents with the Central Govt.	e-Form 65
113.	—	Investors complaints of a company to the Central Government.	Investors complaint form
114.	592 and 597	Deliver to the Registrar of Companies, New Delhi and the Registrar of the concerned State the following: Charter, Statutes or other instruments defining the constitution in English or a certified translation, if not in English. Registered or principal office. The directors and secretary. (as regards directors, their present name, nationality, usual residential addresses, business particulars of directorship in one other company in case the person has no business operation) The names and addresses of the persons resident in India and authorised to accept service of documents in India required to be served on the company. The Principal place of business in India.	

Sl. No.	*Section*	*Particulars*	*Forms or application (if any, specified)*
		With respect to secretary and where there are joint secretaries, name and surname, any former name and surname and usual residential address may be given. Where a body corporate is the Secretary, its corporate name and registered or principal office and in case partners of a firm are joint secretaries, the name and principal office of the firm shall be given.	
115.	593(*a*)/(*b*) or (*c*)	Return of alteration is made in respect of the charter statue or AOA and OAO. Address of the Registered or Principle Office or director or secretary of the company.	e-Form 49 within 30 days of the date of change.
116.	594(1), 594(3), 597(3), 593(*d*) and (*e*)	A foreign company shall in every year submit to the Registrar 3 copies of its Balance Sheet and Profit and Loss Account relating to its Indian business alongwith three copies of the documents showing all the places of business in India. Foreign company ceasing to have a place of business in India shall inform the Registrar.	e-Form 52
117.	18, 44, 60, 77A, 488, 497, 509, 516, 551 and 555 Rule 313, 315, 327, 331, 335 of the Companies (Court) Rules, 1959 and Rule 10 of the Companies (Acceptance of Deposit) Rules, 1975	Form for submission of documents with the Registrar.	e-Form 62
118.	600	Submission of annual return of a foreign company to the Registrar.	Not prescribed till now.

Appendix 6

Guidelines to be followed during e-filing

(*Note*.—Some of these guidelines will be applicable only at Customer Facilitation Centres)

S. No.	*Subject Area*	*Situation Encountered*	*How do you handle*
1	e-Forms/ Documents	Old form is submitted.	Old forms will not be accepted and only newly notified e-forms will need to be submitted.

S. No.	*Subject Area*	*Situation Encountered*	*How do you handle*
			These are available on the website of the Ministry at www.mca.gov.in and can be downloaded & printed. However in the case of Foreign companies, in view of time taken to get these signed from persons staying abroad, an old form will be accepted as an attachment as long as it is submitted with the newly prescribed form. However, this facility will be available only till 30-April 2006.
2		It is not known to the users that Adobe 7.0.5 is required for down loading the e-form. Hence the download of e-form is not successful.	It is noted and a message being incorporated as "Please ensure that Adobe Reader 7.0.5 is installed on your Computer".
3		How are the new e-forms be made available to public?	Steps have been taken to contact publishers/printers for printing a set of commonly used e-forms and another set for all e-forms.
4	Attachments	If the format of the attachments is not PDF?	All attachments and documents will need to adopt the standard format of PDF. Facilitation Centre will provide support for conversion to PDF in case of any difficulty.
5		The attachments are too huge (Due to constraints that are imposed by low bandwidth connectivity, it is suggested that attachment sizes are kept in the range of 1 to 2 MB per attachment).	If you have an electronic document such as MS-Word document, it is suggested the soft copy be brought to the facilitation center where it will be converted to PDF format. This way of conversion to PDF will result in smaller sized files as compared to scanning paper documents. In the case of scanned documents, large documents may be broken up into smaller parts and uploaded into the system in parts. Please divide the document into parts of between 15 to 20 pages. In the case of very large attachments to the Charge documents, fill out a "Instrument of Charge" and attached this to the charge form. Also, submit a paper copy of the loan agreement or such other supporting document with the customer representative who will forward this to the ROC office. Documents in multiple parts will be acceptable.
6	Submission of Documents at Facilitation Centres	Stakeholder chooses to come on the last day of filing i.e. the stakeholder comes to MCA facilitation center on the last day with a deadline scenario *i.e* charge documents to be updated/	Every effort will be made to get the e-filing completed in a smooth manner. However, during the initial period of operation, it is suggested that documents be submitted well in advance so that undue hardships can be avoided due to last minute difficulties.

S. No.	*Subject Area*	*Situation Encountered*	*How do you handle*
		satisfied on the same day and due to some data problem regarding charge documents he is unable to file as the migrated data is not current. It may be due to (*a*) Record not present in MCA records, (*b*) Record is under incremental scanning, (*c*) wrong data entry.	A special facility is available to create on-the-spot back reference for charge documents, so that you can complete your e-filing. In such cases documents so filed shall be accepted by RoC concerned provisionally with a request to file copies of all missing documents, if any, along with proof of filing within a specified period.
7		For existing charges the stakeholder finds it cumbersome to trace charge Id of the same.	Functionality has been provided at the portal whereby applicants/customer service executive can view and take a printout of the index of charges.
8		The loan agreement runs into 100 of pages and slows the form filing process.	It has been decided to evolve a form under the title "Synopsis of Charges" which is required to be signed by both the parties in the agreement and shall be attached to the Form 8 in place of Loan agreement. It shall be responsibility of borrower and lender to ensure that all the important terms and conditions (specified in the loan agreement) have been incorporated in the synopsis so that the interest of the lender is protected.
9	Digital Signature	What class of digital signature will need to be used?	It will need to be a CLASS 2 or equivalent
10		Will the digital signature be verified?	Considering the difficulty that is experienced by the stakeholders the system will accept the filing with digital signature of ROC officials or other authorized representatives only up to 30 June, 2006. However, it is highlighted that such person affixing the digital signature on the e-form will not be accountable or responsible for the filings made. Company and its directors will be solely responsible for the filings. Such filings MUST be supported by the scanned copy of the physical documents that will come as an attachment to the e-form.
11		The customer submitting the e-form places his digital signature at multiple places. For example, a single person signs as authorized signatory, charge holder and professional certifying the Form 8.	In the case of same company single person cannot sign in both the capacities as authorized signatories and as professional. However, in the case of a person signing for and behalf of more than one companies can sign either as an authorized signatory or as a professional. For the purpose of scrutiny the back office of RoC shall manually carry out the exercise and reject the forms in such cases of irregularities.

S. No.	*Subject Area*	*Situation Encountered*	*How do you handle*
12	Pre-scrutiny of e-forms	What should be done if pre-scrutiny failure is encountered?	It could generally happen due to incorrect data or non-filling of mandatory fields. Check again. If not, seek the services of the Facilitation Centre that has specific facilities to handle such cases.
13		There may be scenarios where if e-filing would not happen due to any reason. For example Form 20B has field for shareholders in thousands and the company was having three shareholders only.	It has been noted and suitable steps have been taken.
14	Fee	Customer has got a DD that has a higher fee than what is payable and customer feels that it is not worthwhile to get this changed as this is not significant.	MCA21 system accepts only exact fee amounts for which the receipt will be provided. Fee receipt will still be provided for the excess amount. However, future adjustment of the excess fee will not be possible in such cases. Also before tendering fees for any document, please check fee details available at the website and the facilitation centres.
15		Acceptance of fee under exceptional circumstances.	This can happen due to a number of conditions. In such exceptional cases where it is reasonable, the facilitation centre manager will allow the acceptance of the document using a special feature. The discrepancies will need to be sorted out on the following day without which filing will not be deemed completed.
16		Stamp Duty Customer has already printed an old e-form on stamp paper.	The customer is not required to buy the stamp papers in this case again. However it will be necessary for the user to fill in a new e-form and submit with the stamp paper document already purchased as attachment.
17		Need a certified copy.	Submit physical stamp paper at the Facilitation Centre or ROC Office as per your convenience.
18	Submission by Post.	Document is received by post at the ROC office along with necessary fees (in the newly notified e-form format)	These will be accepted in paper form till close of business on 13 April, 2006. Beyond this date, postal method of delivery will also need to be submitted with an electronic copy of the document (in a CD ROM)
19	Data Errors		While Ministry has taken due care to ensure accuracy of the data and digitized documents, the possibility of errors is not ruled out. Correction of errors can be done only with proactive support from the Company. It is requested that the company verifies the data before 30-6-2006 and bring any data discrepancy to the attention of the ROC in writing, with supporting documentary evidence and due declarations about the accuracy of the data.

S. No.	*Subject Area*	*Situation Encountered*	*How do you handle*
20		Proactive approach to check your company's data that is available in the system.	Ask your facilitation center representative to show you how to check for the basic company information and the charge information. You may also be able to view this data directly from the Internet. If you notice any discrepancies in the basic data or the charge information (check for the completeness and accuracy of all subsisting charges), please bring this to the attention of the concerned ROC in writing without delay. In the case of charge documents, please enclose copies of old documents as support/evidence. ROC will initiate steps to rectify such errors based on verification from documents already filed.
21		Key company data such as Company Registration Number, Address of Registered Office, Authorized Capital, etc. is incorrect or absent	Contact concerned ROC immediately to seek rectification of problem.
22		Person filing document finds it cumbersome to identify the charge reference from the Index of Charges.	The facility centre representative can provide a print out of the Index of charges upon request to enable you to easily identify the charge reference.
23	Inactive company	Inactive companies (i.e. those who have not filed statutory returns for the past three contiguous years) wishes to file a return/document.	Though filing will be accepted in these cases, it is to be noted that in the case of such companies, it is suggested that office of the concerned ROC is contacted to understand remedial measures for non-filing as laid down in the Companies Act, 1956.
24	Interaction with ROC Office	Where will the ROC communicate if there is a clarification needed or if he needs?	-Clarifications sought by the ROC can be seen by you in the "My Documents" facility of your individual login ID. In the case of filings made from the facilitation centre, clarifications will be sought by post
25		How should a clarification from ROC be replied?	You can send a written communication or e-mail to the ROC providing necessary clarification to ROC so that ROC can process your service request. In the case of MoA and AoA, you just need to send the amendments to specific sections as an addendum. In the case of request for- re-submission, entire documents will need to be re-submitted. No additional fees will be charged in such cases.
26		Company needs a proof of charge registration.	A certificate of charge registration will be provided by the ROC as per the Act.

S. No.	*Subject Area*	*Situation Encountered*	*How do you handle*
27		Where will certificate of incorporation or such other acknowledgements be Sent?	To the registered office of the company.
28	Power of Attorney	Is this necessary?	Only if you wish to collect the incorporation certificate in person, this will be needed.
29	DIN forms	There has been a feedback on improving the response time while opening the DIN form also there has been instances that DIN form printout has been manually filled in and send to DIN processing Desk	Corrective action has been initiated. The applicants should fill-in application and submit. They should take a print- out only after provisional DIN is generated and then complete the next steps.
30	Bulk filing	There are many visitors usually professionals who come in with multiple application forms and once their term comes for processing their queue is held up causing long waiting time for others.	In case company representatives/professionals bring filing documents in bulk, they are advised to bring the soft copy of the e-form duly filled-in, along with the hard copy duly signed manually. Please appreciate that individuals with single filing requests will get priority during peak times.
31	Help Desk	Problems are encountered persistently when filing over the Internet.	You can send a report on the problem encountered via the MCA portal or telephonically contact the nearest Facilitation Centre to report the problem.

Important Notice: Contents in this document will be periodically updated without any prior notice. Please check for periodic updates. This is last updated from time to time.

Appendix 7

Scheme for E-filing

Sub-section (1) of the newly inserted section 610B of the Companies Act, 1956 contains, *inter alia*, provisions for enabling electronic filing, storage, retrieval, viewing, processing and transmission of company data required to be filed with the Registrar of companies under the Companies Act, 1956. Sub-section (2) of section 610B has given statutory powers to Central Government to frame a scheme to carry out the provisions specified under subsection (1).

To give effect to such power and in order to provide corporate and other entities and individuals, easy and secure on-line services, Central Government has framed a scheme namely, 'Scheme for filing of statutory documents and other transactions by companies in electronic mode'. This has been issued by Ministry of Company Affairs and is published in the Gazette of India, Extraordinary, Part II, Section 3(*ii*) on 26th October 2006. The scheme is reproduced below:

Scheme for filing of statutory documents and other transactions by companies in electronic mode

SO No. 1844(E) dated 26th October 2006

In exercise of the powers conferred by sub-section (2) of section 610B of the Companies Act, 1956 (1 of 1956), the Central Government has decided to make a Scheme for implementation of e-Governance Programme named as "MCA-21 Project" to give effect to the provision of sub-section (1) of section 610B in order to provide corporate and other entities and individuals, easy and secure on-line services including filing of statutory data and registration throughout the country and to enable companies to carry out various transactions with the offices of the Registrars of Companies, Regional Directors and the Central Government in the electronic mode. The Central Government hereby makes the scheme for implementation and administration of e-Governance programme as follows: —

1. Short title and commencement.—(1) The Scheme shall be known as the "Scheme for Filing of Statutory Documents and other Transactions by Companies in Electronic Mode".

(2) This scheme shall be applicable from the date of its publication in the Official Gazette.

2. The Scheme.—The Scheme for Filing of Statutory Documents and Other Transactions by Companies in Electronic Mode is at Annexure 'A'.

3. Application of the Information Technology Act, 2000 (21 of 2000).—The Scheme would operate under the provisions of the Companies Act, 1956, and in so far as the provisions for use of Information Technology are not specifically made under the Companies Act, 1956, the provisions contained in the Information Technology Act, 2000 will apply.

4. Saving.—The transactions filed in the electronic mode and processed pursuant to the launch of the first pilot project for e-governance, *i.e.,* MCA 21, at Coimbatore with effect from 18th February, 2006 and subsequent operationalisation of the project at different locations till the date of notification of the Scheme shall be deemed to have been filed and processed under the provisions of this Scheme.

ANNEXURE A

SCHEME FOR FILING OF STATUTORY DOCUMENTS AND OTHER TRANSACTIONS BY COMPANIES, IN ELECTRONIC MODE

1. Background.—(1) MCA-21 is one of the mission mode projects of the Government of India under the National e-Governance plan to provide easy and secure on-line services through the use of information technology to various stakeholders with the corporate sector in the country.

(2) The "MCA-21 Project" was initially launched at Coimbatore as a Pilot project on 18th February, 2006. The second Pilot was launched at Delhi on 18th March, 2006 by the Hon'ble Prime Minister of India. Thereafter, the project was launched in a progressive manner and the nationwide roll-out has been completed across all Registrars of Companies ('RoC') jurisdictions. The MCA- 21 e-Governance project is the first of its kind for the Government of India. A programme of this size and magnitude, being comprehensive and complex, is bound to face transitional problems in the initial stages after the roll-out on the ground. As such, it has been found necessary to provide for a stabilization period of one year for the programme till 31st March 2007.

(3) (*i*) The e-Governance programme has been implemented following the BOOT (build, own, operate and transfer) framework. The project consists of the period required for implementation till roll-out stage at all sites with testing and certification, and the operation period of six years over which payments towards project cost in the form of fixed equated quarterly installments would be made to the BOOT operator by the project owner. The BOOT operator is responsible for—

(*a*) designing and implementing the project till stage of roll-out at all sites with testing and certification thereof;

(*b*) owning, operating and maintaining the system for a period of six years after successful roll-out at all sites;

(*c*) undertaking necessary replacement investments at the end of the third year/beginning of the fourth year.

(*ii*) TCS-CMC consortium were selected as the BOOT operator following an open competitive bidding process. The implementation of the project started on 1st March, 2005.

(4) With the enactment of Companies (Amendment) Act, 2006 (No. 23 of 2006), published in the Gazette of India (Extraordinary), dated the 30th May, 2006 the Companies Act, 1956, provides under section 610B of the Act, a comprehensive statutory framework for enabling electronic filing, storage, retrieval, viewing, processing and transmission of company data required to be filed with the Registrar of Companies under the Companies Act, 1956. The Central Government may appoint different dates in respect of different RoCs or Regional Directors from which such scheme shall come into force.

(5) Since the processing of company documents submitted in the electronic form would also be carried out electronically, it is envisaged that filing of all statutory forms, their processing, approvals and responses by the RoCs thereon would also be in electronic mode.

2. The Scheme.—The Scheme for Filing of Statutory Documents and other Transactions by Companies in Electronic Mode relates to electronic filing, storage, retrieval, viewing, processing and transmission of company data required to be filed with the Registrars of Companies, Regional Directors and Central Government under the Companies Act, 1956.

3. Transactions covered under the Scheme.—(1) The transactions covered under the e-Governance programme are as under:—

(a) Incorporation of company

(b) Filing of all annual statutory returns

(c) Registration, modification and satisfaction of charges

(d) Statutory filings related to all events as stipulated in the Companies Act (with the exception of matters related to liquidation)

(e) Inspection of documents

(f) Issue of certified copies

(g) Approvals from Regional Director

(h) Approvals from the Central Government

(i) Investor complaints

Provided that the scheme would not be applicable to matters pertaining to liquidation of companies.

(2) While some of the transactions could involve submission, of physical papers due to various requirements such as stamp duty, signed copy of complaint by the complainant, provision of supporting documents, issue of certified copies of documents, etc., the objective in the long term remains to processing of all transactions in a complete electronic mode.

(3) Issuance of certificates and such other approvals will continue to remain on paper and, as a general rule, will be dispatched by post/courier to the applicant. While the ministry and its offices would be enabled to provide such approvals through appropriate electronic means with the development of the requisite technical environment to receive and validate electronic documents through appropriate means.

(4) Suitable mechanisms are proposed to be evolved to progressively facilitate all transactions from the respective offices of the ministry with its stakeholders interactively in the electronic mode in respect of matters related to obtaining additional information, clarifications and re-submissions, in addition to filing of statutory documents.

4. Implementation of the programme.—(1) *Website/portal and electronic registry*—

(a) The Government has created a website *www.mca.gov.in* and set up a portal accessible through the internet to enable electronic filing of documents under the scheme. A data centre has been set up at Delhi to serve as a secure electronic registry for storage and retrieval of all the records. A disaster recovery centre has also been set up at Chennai in order to provide for a back-up of the electronic registry to which recourse can be taken in the event of any technology break-down, man-made or natural disaster incapacitating the data centre. The operations can be revived within a period of 12 hours in the event of services getting disrupted from the data centre. As the sovereign data is managed by an external third party, the project envisages setting up of a Government Secure Repository ('GSR') to which the data would be archived periodically.

(b) The Central Government shall maintain all the records filed electronically in a secure electronic registry so as to ensure that these are available to the public as well as to the Central Government offices as and when required. The periodicity of maintenance of these records is governed by the rules framed under the Companies Act, 1956. Documents maintained in electronic registry will be available for public access and shall be weeded-out in accordance with the retention period prescribed under the rules.

(2) *Director identification number*—

(a) A concept of Director Identification Number ("DIN") has been introduced as part of the e-governance initiative. The need for introduction of a unique identifier for directors arose from (*i*) creating a comprehensive and authentic database on the directors, and (*ii*) the phenomenon of companies that raise funds from the public and subsequently vanish, with their directors becoming untraceable. Sections 266A to 266G of Companies (Amendment) Act, 2006, provide for a Director Identification Number ("DIN"). As part of this scheme, the DIN is in the form of a unique identifier for an existing or a future intending director, containing personal information about such director. This would not only help in fixing the identity of the person but also co-relate his participation in other companies, past or present. A process for allotment of DIN has been put in place duly supported by the provisions contained in the Companies Act, 1956 and the rules made thereunder. It is highlighted that the DIN is a one-time process and, once obtained, the individual will use this in all transactions. Suitable provisions have been made for updating any change in the particulars of a Director in the event of such change occurring after allotment of the DIN in the first stage.

(b) The facility for allotment of DIN has been established even prior to the introduction of the related provisions in the Companies Act, 1956. The process of system generated provisional DIN was introduced to enable the companies to transact their businesses where a reference to the DIN was built into the software as necessary. A number of persons have generated provisional DINs and used such provisional DINs in their filings. The transactions made by the companies using such provisional DINs during the above transition period shall not be invalid on the ground that the provisional DIN holder had not submitted a formal application for the same. However, after the deadline for obtaining a DIN is reached, the system will allow only the regular DIN to be quoted in filings made thereafter.

(3) *e-Forms*—

(a) Prior to the implementation of the e-Governance programme, all transactions, including statutory filings by companies, were conducted in the manual mode using the prescribe forms which supported submissions in physical paper form. These Forms have been re-engineered and converted into electronic forms (e-Forms) so as to make the same compatible with the e-Governance processes. The e-Forms have already been notified for electronic use. The process of re-engineering and revision of e-Forms is a dynamic process and may call for changes from time to time depending on the information requirements and technology changes. As such, these e-Forms would continue to be revised as per the felt needs from time to time so as to optimise the processes under the e-Governance system.

(b) The e-Forms have been designed with in-built features to facilitate stakeholders. Requirements of repetitive data entry have been significantly reduced. Where such data is needed to be repeated in some of the forms, a facility known as "pre-fill" has been provided to the user whereby the data in the required fields is captured from the database available in the electronic registry in an automated manner.

(c) The process of electronic filing also incorporates the facility of "pre-scrutiny" of the e-Form. This is a completely electronic process where the system verifies if the form is complete in all respects. This is, however, limited to such checks as can be performed by the computerised system.

(4) *e-Filing* — It has been decided to mandate electronic filing by the companies from the appointed date to be notified separately. Making the filings in electronic mode would also need use of methods that ensure the security and the authenticity of the filings. It would involve a process according to which the user will be required to—

(a) register himself;

(b) apply for a Director Identification Number (in the case of a director);

(c) obtain a Digital Signature.

(5) *Authentication of documents with digital signatures* — Security and authenticity of filings in electronic mode shall be provided through use of digital signatures by the persons, specified under the Act and Rules made thereunder, to file the documents on behalf of the company. The provisions for use of digital signatures have already been made under the Information Technology Act, 2000 and the rules notified by the Central Government in this behalf, *vide* Notification GSR 735(E), dated 29th October, 2004. As such, all filings made from 16th September, 2006 shall be required to be made with the use of digital signatures as provided for under various provisions of the IT Act.

(6) *Electronic address* — It is important that the companies acquire and communicate an electronic address to the Central Government at which any communications may be sent in the electronic mode. Accordingly, the companies shall be required to interact through the MCA portal OR use valid e-mail IDs (for themselves or their authorised representatives) so as to enable the offices of the Central Government to interact with them. This would be necessary for interactions related to provision of clarifications, additional/supplementary information pertaining to transaction, re-submission of transactions, where called for, and verification of status of the progress of transactions.

(7) *Attachments*—

(a) The filing of various documents including annual returns and balance sheet envisages attachment of certain documents. Paper source documents will generally need to be scanned/digitised to obtain electronic documents that could be submitted as attachments to e-forms. Such attachments will need to be in portable document format (PDF).

(b) Where companies maintain and submit their financial statements as part of annual returns and the balance sheets (e-Form-20B and Form-23AC) in electronic formats (such as Microsoft TM word or excel), the same will need to be converted into PDF, thereby obviating the need for scanning these attachments to the extent feasible. For those, who do not have in-house facilities or are first time users of the system, the MCA portal and the facilitation centres would be available to facilitate the required conversion into PDF. In addition, these facilities would also be available at the certified filing centres (CFCs) on payment of user charges.

(c) There may be some attachments which are much bulkier in size (more than 2.5 MB) where uploading the documents may be time-consuming (for instance, in the case of list of share holders of companies with a large base of share-holders). In such cases, facility for acceptance of these documents in soft-copy in computer readable media would also be supported.

(8) *Physical submission of paper* — Notwithstanding the mandating of e-filing, companies would be required to submit physical copies of the documents requiring use of non-judicial stamp papers till such time the Central Government introduces a process of electronic generation of stamp papers to facilitate these transactions in complete electronic mode. The documents on stamp papers will be required to be scanned and submitted as attachments to the e-Forms during this period of transition. Physical copies of these documents (on stamp papers) would need to be submitted to the Registrars of Companies in physical form. Such copies may also be sent by companies by post/courier. In cases of physical submission, appropriate transaction reference details such as the service request number ('SRN') would also be required to be mentioned on the physical paper documents.

(9) *Scanning and digitisation of company records* — The Central Government has scanned and digitized the permanent documents of companies and the annual return and balance sheets for a period of two years and thus created an electronic repository of part of the legacy data. All event-based filings by the companies immediately preceding the launch of the programme have also been captured in the electronic repository. It is expected that the data in the electronic Registry would get enriched substantially over a period of time as the electronic filings of Companies will add to the legacy records in a seamless manner.

(10) *Inspection of public documents* — The inspection of public documents was earlier carried out by inspection of physical files containing company documents available in the concerned ROC offices. The documents, in so far as these are available in digitised form, shall henceforth be available for public inspection through electronic means using the Internet. However, after the implementation of the e-Governance programme, the documents have been filed only in the electronic form and these are

available only in electronic form. The users will have the option of looking at an index of documents available in electronic format. The documents can be accessed electronically upon payment of the statutory fees for a limited duration from the time of accessing the first document of the given company. In case of the documents not available in the electronic repository, the same can be viewed in person from the concerned RoC office in paper form and no fresh payment of fee would be required if the proof of payment for electronic viewing is produced at the RoC office,

(11) *Requests for certified copies* — Requests for certified copies would also be facilitated through electronic means with the implementation of the programme. This functionality is built as an extension of the inspection of public documents, where the user can mark the specified pages and number of copies that are required as certified copies. In case of documents available in the electronic registry, a person can request for certified copies of the selected documents on-line (on payment of prescribed fees). The requestor would also be required to submit the non-judicial stamp papers of the prescribed value and court fee, as applicable in various States. The certified copies of the documents will be sent in physical form to the requester by post/courier under the manual signatures and seal of the competent authority. However, in respect of documents not available in the electronic registry, the option of requesting certified copies in manual form will still be available. Prescribed fees will be applicable.

(12) *Data verification and cleaning* —

(a) Before implementation of the e-Governance programme described in this scheme, the company records were filed and received in the manual mode in the offices of Registrars and as per the rules and practices of maintenance of manual records, these documents formed part of Document files of respective companies. As part of the operations, limited amount of data pertaining to companies were maintained in computerised systems using the system of manual data entry. It was observed on test checks that there were inaccuracies in the data of companies so entered and maintained.

(b) The existing data has been migrated to the new e-Governance system. As a result, the migrated database is likely to carry over these inaccuracies in the electronic repository and, in spite of best efforts, it may not be possible to clean the same. To ensure an authentic data-base in respect of all the companies. Central Government may call upon the companies to verify the existing data, which can be viewed online without any charge.

(c) A facility has been provided whereby the companies can access their master company data. In case it is found that the company data is incorrect in respect of certain fields, the company would be required to enter the correct data against the appropriate field, enclose a copy of the evidence supporting such correction and send the same by post to the concerned Registrar of Companies in an envelop superscripted 'master company data correction'. Upon receipt of the request, the requisite changes would be incorporated after verification of the supporting evidence.

(d) The facility of correction of company data has been made available without any charge only for a limited period of time (up to 31st December, 2006). Accordingly, all the companies would be requested through public notices (both through the print media and the portal) to view their company master data and take appropriate steps for correcting the same.

(e) A similar facility has also been made available in respect of the 'register of charges' for the companies.

(f) Where, for any reason, a company encounters difficulty in using the new e-Governance programme, it may contact the respective Registrar of Companies or the staff in the facilitation centres who will facilitate electronic filing.

(13) *Investor complaints and grievance handling*—

(a) Suitable forms have been devised for investors to make complaints and for a complainant to seek-redressal of his grievances in the electronic mode using the e-Governance programme. The idea behind instituting the electronic submission of complaints is to ensure that complete details of the complaint are obtained so that the facilitation of redressal can be done effectively. It also provides a facility to consolidate the type of complaints that are received against any company, so that the company can effectively analyse the causes and take remedial action. The persistent complaints and serious nature of complaints also provides the Government with early indicators of problems in companies so that reasonable steps can be taken as provided by the law, to protect the interest of the investors/depositors/stakeholders.

(b) The communication to the companies as well as the complainants would be sent in paper mode during the initial period. This would gradually be phased out and replaced with electronic interaction response.

(c) Facilitates to provide the management information on complaints to the company directors/ authorised representatives would be implemented as part of the scheme in due course of time.

(14) *Payment of statutory fees*—

(a) The filings by the companies entail payment of statutory fees, wherever prescribed. Multiple options are available for remittance of statutory fees under which the users may opt for 'off-line' mode of payment or 'on-line' mode of payment. In the case of off-line mode of payment, the system calculates the applicable fees and generates a pre-filled challan, which the user would be required to present before one of the authorised bank branches for making payment. The list of authorized bank branches has been made available on the portal of the ministry and updated from time to time. In case the user opts for on-line mode of payment, he has been given the option to use credit card (master card or VISA) or internet banking. The Internet Banking facility is in the process of being made available under MCA 21 and is expected to be operational soon. In the case of on-line payment, the system generates a receipt of the fee amount paid by the user.

(b) The use of on-line payment mode allows the facility of instant realization of payment of statutory fees and enable faster delivery of services. As against this, in the off-line mode of payment, it may take a lead time of about 3-4 days for the banks to intimate about the realisation of payment to the system. The service request gets activated only after confirmation of payment is received from the bank.

(c) Keeping in view the possibility of duplicate payments in respect of the same services under on-line payment system, or payments made in excess of those prescribed, a refund process is proposed to be introduced whereby the refunds could be allowed in cases of duplicate/excess payments in genuine cases. However, the cases in which such requests for refunds would be entertained would be specifically indicated in the refund process.

(15) *Availability of services and sustainability*—

(a) The Government has put in place processes for taking the documents electronically filed by the companies on record, complete the processing thereof and maintain the records in the Electronic Registry for access to the public and to the Central Government as per requirement.

(b) To ensure sustainable performance of the e-Governance solution, the Government has established a six-year operating period with the selected Operator. Beyond this period, ministry would evolve a suitable structure to seamlessly operate the same. Such a structure could include setting up of a special purpose vehicle ('SPV') and could entail introduction of user charges for sustaining the operations by such an entity.

(c) The services under the e-Governance project shall be available to the stakeholders on a round-the clock basis throughout the week basis thereby enabling introduction of the concept of anywhere, anytime filing in electronic mode in a secure manner for all transactions with and by the Ministry of Company Affairs. But for exigencies beyond reasonable control, the operator has been made responsible under the contract for maintaining reliable availability of system to support this concept.

(16) *Facilitation centers*—

(a) As for the facilitation, the Government has planned to set up facilitation centres at 53 locations throughout the country as part of the project out of which facilitation centres at 39 locations have already been set up. All services from these centres are available free of any charge. These centres, managed and operated by the operator, would remain operational for a period of three years, by which time it is expected that the stakeholders would have switched over to e-filing from their virtual offices. The ministry has also introduced a scheme of certified filing centers ('CFCs') in order to provide a much wider out-reach of the facilitation services. These CFCs will be managed and operated by the professionals (chartered accountants, company secretaries, cost and works accountants and the body corporates managed by these professionals) and the services would be provided on a user-charge basis. The Government may review, modify or introduce newer schemes from time to time to facilitate e-filings by companies.

(b) The Government would strongly encourage the stakeholders to optimally use the facilities available under the e-governance programme from the comfort of their offices or homes and transact all business on-line from their virtual offices. However, in case the company representatives/professionals/stakeholders face any difficulties in using the system and the facilities from their virtual offices, for whatsoever reasons, adequate support and help would be available at the facilitation centers. However, for the purposes of filing of documents, the stakeholders would be required to bring their filings (e-forms and attachments duly authenticated with digital signatures) in soft-copies at these centers in computer readable media such as floppies or CDs or USB tokens.

(17) *Help desk* — In a large-scale transition involving migration from a traditional paper based system to an e-Governance system, extensive facilitation and help would be needed by the stakeholders. With this in mind, help system has been provided at three levels:

(a) through *a* central call center with phone numbers published on the MCA portal;

(b) e-mail facility that can be accessed through the portal;

(c) at the various front offices/facilitation centers.

(18) *Performance factors*—

(a) It is expected that the responses provided would be resulting from the combined performance levels of the system responses (including system availability), performance of the facilitation centers, the time-lines of payment acknowledgements from banks and the processing time required by the offices of MCA. The Government will progressively evolve monitorable and measurable levels of performance at each level so that the overall efficiencies in service delivery standards could be measured against service benchmarks comparable with those obtaining in the developed economies of the world.

(b) Presently, these service levels are defined in the Citizen Charter. It is expected that there would be improvement over the time-lines mentioned in the Citizen Charter as the e-Governance programme progresses dynamically. The MCA would publish these service benchmarks after complete stabilisation of the system operations.

(19) *Process changes*—

(a) The e-Governance programme shall be developed around a set of detailed processes, basically designed to be easily adaptive to scalability while accommodating changes to technology or other solution components. .

(b) The processes could also be impacted due to changes in law and also based on the evolution that is expected to occur with the passage of time.

(c) It may also be provided that where a filing does not require any immediate processing or approval, it may be taken on record through the 'straight through-process' (STP) to be implemented through amendment of the relevant regulation.

(d) Central Government may also introduce the process of electronic generation of stamp papers in due course of time, after the requisite authorizations have been received from the States, so as to completely eliminate the process of submission of physical documents.

(e) The process innovations would entail changes and MCA will provide enough lead-time including public announcements and information through the MCA portal for the benefit of users of this system.

Chapter 2

Fees payable to the Registrar and the Central Government

Synopsis

1. Payment of fee

The amount of fee depends on many parameters like type of service requested, authorized capital of the company and the stipulated rules for fee calculation. Belated filing entails additional fees as per applicable rules.

System calculates the fee and it is displayed to the user detailing the services sought. In case user has to make the additional payment as advised by MCA/Company Law Board the user enters the amount of fee to be paid to MCA.

The fee for filing of documents needs to be paid as per the scale given in the Schedule X of the Companies Act, 1956 and the fee as prescribed the Companies (Fees on Application) Rules, 1999. (*See* Appendix 1)

Fees shall be paid at the time of filing of documents for registration by companies. Such fees are on the basis of the authorised capital of the company and given in Schedule X to the Act. The Schedule also contains the amount of fees payable by every company at the time of filing or registering any document during the operating life of the company.

As the e-Filing has been made operational w.e.f. 28th February, 2006 it has been felt that there may be lack of clarity about the use of newly notified forms in so for as these relate to various service *vis-a-vis* the old forms. This is due to re-engineering/merger of the old forms. In order to clarify the issue and leave no doubt in this respect, the MCA has prepared and issued press release on 4th March, 2006 in an annotated form which shows the old forms, the corresponding newly notified e-forms and the method of fee calculation in each case for convenience of use by all the stakeholders.

2. Enquiring of fee payable

My MCA portal user can enquire the fee details for various chargeable services. The purpose is to provide the user with fee details for a particular service.

The user can enquire the fee details for the following services:

(*a*) Filing of e-Forms

(*b*) Viewing public documents

(*b*) Getting certified copies of public documents

(*c*) Getting endorsement on share transfer deeds

3. Status Monitoring

My MCA portal enables close monitoring of the status of any transaction by a user.

3.1. Viewing of Transaction Status

Once the transaction is performed, the user can check the status of that transaction from his account in the My MCA portal at any time by entering SRN. Users associated with a company (company users as well as professional users) can check status of all the transactions performed for their company. An individual user can only check the status of the transactions performed by him/her. The list of different transaction status is presented below:

(*a*) Waiting for payment

(*b*) Transaction cancelled — payment not received

(*c*) Work in progress

(*d*) Waiting for user information

(*e*) Approval

(*f*) Required resubmission

(*g*) Rejected

The submitted form is accepted for processing once the payment has been confirmed. The status from (*c*) to (*g*) provides outcome/status of submitted e-Form to the user.

3.2. Viewing of payment status

Status of payment done by user can be checked from the My MCA portal with the help of SRN. The list of payment status is shown below:

(*a*) Paid

(*b*) Waiting for payment

(*c*) Transaction cancelled — Payment not received

Status (*b*) and (*c*) above are applicable in the case of offline payment through bank challan mode.

4. Payment options

Payment of fees can be made by user either offline or online depending upon his convenience. The following payment options are available to the user for selection:

(*a*) Credit Card

(*b*) Internet Banking

(*c*) Challan

4.1. Offline Method

User can make the payment offline by taking the printout of pre-filled challan generated by MCA21 system and walking into any of the authorized bank branches to make the payment through traditional modes of payment (Cash/DD/Local Cheque). The user will look for bank branches most convenient to him/her. The address of the bank branches accepting payment on behalf of MCA are available on MyMCA portal. (*See* Appendix 2)

4.1.1. Challan payment process

The bank challan payment process is as follows:

(*a*) User selects the challan mode of payment;

(*b*) SRN is generated and the user is shown the amount and date by which he can make the payment.

For example, consider a case of filing of e-Form 32 for appointment of Director. If the date of appointment is Nov 1, 2005 and the user submits the form at MyMCA portal on Nov 10, 2005, fee amount will be normal fee and pay by date will be November 17. If the user submits the form at MyMCA portal on November 26, 2005, the fee amount will be normal fee and pay by date will be November 30, 2005. However, if the user submits the form at MyMCA portal on December 1, 2005, the fee amount will be normal fee and additional fee for one-month delay in payment and the pay by date will be December 8, 2005.

If the user does not make the payment in bank branch by pay by date, the submission of form on the portal shall be regarded as incomplete. The applicant will be sent an email that his form cannot be regarded as filed due to non-payment of fee. System generates the challan with the following fields pre-filled:

(*a*) Challan number (SRN)

(*b*) Date of challan

(*c*) Expiry date (pay by date)

(*d*) Name and designation of user by whom challan is tendered

(*e*) Name and address of the entity on whose behalf payment is made (company name and address)

(*f*) Particulars of the remittance

(*g*) Total amount

(*h*) Head of account

4.2. Online method

Electronic payments through Internet can be made either by credit card or by Internet banking facility.

4.2.1. Credit Card Payment Process

The credit card payment process is as follows:

(*a*) The user selects credit card option for payment;

(*b*) MCA21 system provides SRN and amount to third party (payment gateway);

(*c*) User is redirected to third party providing internet payment gateway services. The user enters card information (card number, expiry date etc.) as requested by the payment gateway server to process the payment;

(*d*) On success, following payment authorization information is provided by the payment gateway - SRN, date and time of transaction, amount paid, Authorization/Reference ID (generated by payment gateway), Credit Authorization reference (VISA, MASTERCARD, etc.);

(*e*) The payment status is updated as "Paid" for the corresponding SRN;

(*f*) In case of failure in payment (due to incorrect card number, card expiration, etc.), user is displayed the error page with appropriate error message (if received from payment gateway) along with payment options to restart the payment process.

4.2.2. Internet Banking Payment Process

Payments shall be made through Internet banking facility provided by designated banks namely, HDFC Bank, ICICI Bank, Indian Bank, Punjab National Bank and State Bank of India. The Internet banking payment process is as follows:

(1) MCA21 system redirects the user to the bank's Internet banking portal URL (as provided by the banking portal beforehand) and passes the necessary information such as SRN and amount;

(2) User interacts with the bank portal and provides relevant information for payment processing;

(3) After the payment processing is done, the response is sent by the bank's Internet banking portal to MyMCA portal;

(4) On success, following payment authorization information is provided by bank portal:

(*i*) SRN;

(*ii*) Date & time of transaction;

(*iii*) Amount paid;

(*iv*) Authorization/Reference ID generated by bank's portal;

(*v*) Credit Authorization reference (VISA, MASTERCARD, etc.)

(5) SRN, date and time of transaction, Amount paid and Authorization/Reference ID (generated by bank's portal) MyMCA portal. Payment authorization information as received is updated in the database and the payment status is updated as "Paid" for the corresponding SRN Internet banking service is not provided by some of the banks 24 hours, and 7 days in a week. In case the user opts for Internet banking option for payment, when the service is not online, request for payment will be accepted by the bank portal to be processed offline.

5. Mode of payment of fees to the Central Government

Fees payable to the Central Government in pursuance of the Companies Act, 1956 or any rule or regulation made or notification issued thereunder, other than those payable under section 451(2) of the Act shall be paid by way of on line or off line payment system as described above.

The system of physical filing of e-forms and payment of fees by way of demand draft will continue until the electronic filing is made mandatory.

6. Amount of fees payable to the Central Government

Fees shall be paid to the Central Government at the time of filing of application or documents for its approval. Such fees are on the basis of the authorised capital of the company at the time of filing of application, as may be prescribed by the Central Government from time to time.

Vide Notification No. GSR 501(E) the Central Government has issued the Companies (Fees on Applications) Rules, 1999 prescribing the fees payable to the Central Government for filing of documents under the provisions of the Companies Act, 1956 or any rule or regulation made or notification issued thereunder. (Text of the rules has been given in Appendix 3).

ADDITIONAL FEE

At times, one may be required to pay additional fee for certain service requests. This may be penalty or any fee pursuant to court order.

7. Standardisation of additional filing fee on belated documents

The Department of Company Affairs had further liberalised procedure as per recommendations made by the Review Committee (Joshi Committee) set up by the Department, it has now been decided that the standardisation of additional fee be extended to all the companies irrespective of their authorised share capital and period of delay. Accordingly, the levy of fixed rates of additional fee will be regulated according to the table given in Appendix 4 with effect from 1-5-1995.

Fixed rates of additional fee shall be paid by the companies at the time of filing the documents. Documents filed belatedly will not be accepted by the Registrars without payment of additional fee. Registrars of Companies will now not be required to issue show cause notice/demand notice for late filing of documents by the companies. (Text of the Circular No. 14/3/87- CL.V., Vol. III, dated 21-3-1995 has been given in Appendix 4).

8. Steps to pay additional fee

1. Login to the My MCA portal.
2. Click on **Pay Additional fee** link under **Services** tab.
3. A screen will appear with the following fields to be filled:

(*a*) SRN: Specify the service request number for which additional payment is to be done.

(*b*) Type of Fee: Select the type of fee by clicking either of the radio buttons against given fields (Penalty or Other.)

(*c*) Amount: Specify the amount of fee here.

(*d*) Remark: Enter a message required at the time of submission.

4. Click on the Submit button after filling all the details. A Service Request Number for this transaction will be displayed on the screen.

System calculates the fee and it is displayed to the user detailing the services sought. In case user has to make the additional payment as advised by MCA/Company Law Board, the user enters the amount of fee to be paid to MCA.

Appendix 1

Text of Schedule X of the Companies Act, 1956

[SCHEDULE X

[*See* sections 574 and 611]

Table of fees to be paid to the Registrar

	Amount of fees to be paid Rs.
I. In respect of a company having a share capital:	
1. For registration of a company whose nominal share capital does not exceed Rs. 1,00,000.	4,000
2. For registration of a company whose nominal share capital exceeds Rs. 1,00,000, the above fee of Rs. 4,000 with the following additional fees regulated according to the amount of nominal capital:—	
(*a*) for every Rs. 10,000 of nominal share capital or part of Rs. 10,000 after the first Rs. 1,00,000 upto Rs. 5,00,000	300
(*b*) for every Rs. 10,000 of nominal share capital or part of Rs. 10,000 after the first Rs. 5,00,000 upto Rs. 50,00,000	200
(*c*) for every Rs. 10,000 of nominal share capital or part of Rs. 10,000 after the first Rs. 50,00,000 upto Rs. 1 crore	100
(*d*) for every Rs. 10,000 of nominal share capital or part of Rs. 10,000 after the first Rs. 1 crore	50
Provided that where the additional fees, regulated according to the amount of the nominal capital of a company, exceeds a sum of rupees two crores, the total amount of additional fees payable for the registration of such company shall not, in any case, exceed rupees two crores.	
[1][3. For filing a notice of any increase in the nominal share capital of a company, the difference between the fees payable on the increased share capital on the date of filing the notice for registration of company and the fees payable on existing authorised capital, at the rates prevailing on the date of filing the notice.	
4. For registration of any existing company, except such companies as are by this Act exempted from payment of fees in respect of registration under this Act, the same fee is charged for registering a new company.	
5. For filing registering or recording any document by this Act required or authorised to be filed, registered or recorded—	
(*a*) in respect of a company having a nominal share capital of less than Rs.1,00,000	100
(*b*) in respect of a company having a nominal share capital of Rs. 1,00,000 or more but less than Rs. 5,00,000	200

1 Substituted by Notification No. SO 658(E), dated 12-7-2000.

	Amount of fees to be paid Rs.
(*c*) in respect of a company having a nominal share capital of Rs. 5,00,000 or more but less than Rs. 25,00,000	300
(*d*) in respect of a company having a nominal share capital of Rs. 25,00,000 or more	500
6. For making a record of or registering any fact by this Act required or authorised to be recorded or registered by the Registrar—	
(*a*) in respect of a company having a nominal share capital of less than Rs. 1,00,000	100
(*b*) in respect of a company having a nominal share capital of Rs. 1,00,000 or more but less than Rs. 5,00,000	200
(*c*) in respect of a company having a nominal share capital of Rs. 5,00,000 or more but less than Rs. 25,00,000	300
(*d*) in respect of a company having a nominal share capital of Rs. 25,00,000 or more	500
II. In respect of a company not having a share capital	
7. For registration of a company whose number of members as stated in the articles of association, does not exceed 20.	1,000
8. For registration of a company whose number of members as stated in the articles of association, exceeds 20 but does not exceed 100.	2,500
9. For registration of a company whose number of members as stated in the articles of association, exceeds 100 but is not stated to be unlimited, the above fee of Rs. 2,500 with an additional Rs. 10 for every 50 members, or less number than 50 members, after the first 100.	
10. For registration of a company in which the number of members is stated in the articles of association to be unlimited	5,000
11. For registration of any increase in the number of members made after the registration of the company, the same fees as would have been payable in respect of such increase, if such increase had been stated in the articles of association at the time of registration:	
Provided that no company shall be liable to pay on the whole a greater fee than Rs. 5,000 in respect of its number of members, taking into account the fee paid on the first registration of the company.	
12. For registration of any existing company except such companies as are by this Act exempted from payment of fees in respect of registration under this Act, the same fee as is charged for registering a new company.	
13. For filing or registering any document by this Act required or authorised to be filed or registered with the Registrar.	50
14. For making a record of or registering any fact by this Act required or authorised to be recorded or registered by the Registrar.	50

Appendix 2

List of Banks identified (including SEZ branches)
(Total Branches 200)

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
1	Delhi	PUNJAB NATIONAL BANK (PNB)	ECN House, N.D. (Focal Point)	D.No.1120	0302962
2			N-46, Connaught Circus	D.No.1846	0302431
3			Lodhi Road	D.No.128	0300272
4			Sansad Marg (Parl.St)	D.No.153	0300489
5			Naraina	D.No.627	0300276
6			Tolstoy House	D.No.3097	0303385
7			Nehru Place	D.No.1529	0301410
8			Gurdwara Rd., Karol Bagh	D.No.120	0300264
9			Rajendra Place	D.No.1522	0301261
10			Okhla Indl. Estate	D.No. 602	0300281
11			Preet Vihar	D.No.1399	0302056
12			74-Janpath	D.No. 131	0300266
13			Darya Ganj	D.No.117	0300242
14			Kamla Nagar	D.No.154	0300245
15	Delhi	STATE BANK OF INDA (SBI)	New Delhi Main Branch, Parliament Street (Focal Point Link)	O691	0000691
16			I.P. Estate	1187	0001187
17			Nehru Place	4688	0004688
18			Nirman Bhavan	0583	0000583
19	Delhi	HDFC	K.G. Marg, Connaught Place, N.D.(Focal Point)		0510005
20			AvantikaTower, Local Shopping Centre Saket.		0510054
21			Community Centre New Friends Colony		0510096
22	Delhi	ICICI BANK LTD.	New Delhi, Connaught Place, 1st Flr 9-A, Phelps Bldg., (Focal Point)		6390009
23	**Hariyana** Faridabad	PUNJAB NATIONAL BANK (PNB)	NIT Faridabad	D.No.167	0300465
24	Ambala		Ambala Cantt,	D.No. 14	0300432
25	Panipat		GT Road	D.No. 377	0300445
26	Rohtak		Civil Lines,	D.No. 838	0300454

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
27	Hissar		Main,	D.No. 203	0300471
28	Gurgaon		DLF Phase I	D.No. 188	0300463
29	Jammu & Kashmir Srinagar	PUNJAB NATIONAL BANK (PNB)	Amirakadal	D.No.2432	0300489
30	Jammu Tawi		Shalimar Rd	D.No.223	0300500
31	Jammu	HDFC Bank	Main Br.		
32	**RAJASTHAN** Jaipur	PUNJAB NATIONAL BANK (PNB)	Nehru Place, MJ Road,	D.No. 4064	0304017
33	Jodhpur	STATE BANK OF INDIA (SBI)		D.No.0659	0000659
34	Jaipur			D.No.0656	0000656
35	Ajmer		PB No 4	D.No.0603	0000603
36	Jaipur	HDFC	D-54 Sidhi Vinayak, Ashok Marg		0510055
37	Jodhpur		Chopasani Rd		0510144
38	Udaipur	ICICI	Madhubani		6390047
39	Kota		Jhalawal Road		6390385
40	**UTTAR PRADESH** Noida	PUNJAB NATIONAL BANK (PNB)	Sector 27	D.No. 2726	0301473
41	Kanpur		Swaroop Nagar	D.No.727	0300092
42	Allahabad		Civil Lines	D.No.12	0300104
43	Agra		Daresi No.2	D.No.4	0300141
44	Meerut		Kesargang	D.No.0319	0300168
45	Ghaziabad		GT Road	D.No.0180	0300171
46	Noida	STATE BANK OF INDIA (SBI)	SPECIAL ECONOMIC ZONE		0009837
47	Varanasi			D.No.0201	0000201
48	Lucknow			D.No.0125	0000125
49	Varanasi	HDFC	Kuber complex, Rathyatra Crossing		0510217
50	Noida		Sector 18		0510089
51	**UTTARANCHAL** Dehradun	PUNJAB NATIONAL BANK (PNB)	Clock Tower (Paltan Bazar)	D.No. 3713	03003272
52	Dehradun	STATE BANK OF INDIA (SBI)		0630	0000630

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
53	Dehradun	HDFC	Rajpur Road		0510224
54	**PUNJAB** Jalandhar	PUNJAB NATIONAL BANK (PNB)	Civil Lines	D.No.235	0300384
55	Amritsar	HDFC	39 The Mall		0510177
56	Bhatinda		3027B Guru Kashi Marg, Near Bus Stand		0510184
57	Mohali		SCF 19 Phase 7 SAS Ngr, Dist Ropar		0510094
58	Ludhiana	ICICI	Feroze Gandhi Market		6390019
59	Patiala		Chotti Baradari		6390366
60	**HIMACHAL PRADESH** Shimla	STATE BANK OF INDIA (SBI)		D.No.0718	0000718
61	**CHANDIGARH** Chandigarh	PUNJAB NATIONAL BANK (PNB)	Sector 17-B	D.No.87	0300483
62	Chandigarh	STATE BANK OF INDIA (SBI)	Industrial Estate	D.No.1508	0001508
63	Chandigarh	ICICI	Sector 9 C		6390014
64	**TAMIL NADU** Chennai	PUNJAB NATIONAL BANK (PNB)	Rajaji Salai, (Focal Point)	D.No.305	0300852
65	Chennai		Mount Road, Annasalai	D.No. 306	0300735
66	Coimbatore			D.No.98	0300756
67	Chennai	STATE BANK OF INDIA (SBI)	Focal Point Link Br, Chennai, 267 A, Royapettah High Road.	D.No.4310	0004310
68	Chennai,		Nungambakkam,	D.No.1176	0001176
69	Chennai		Main Br		0000800
70	Tirupur			D.No.0935	0000935
71	Chennai	ICICI BANK	Nungambakkam High Road (Focal Point)		6390011
72	Neyveli		Neyveli Township		6390205
73	Trichy		West Bouleward Road		6390125
74	Coimbatore				6390018

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
75	MADRAS	INDIAN BANK	Special Economic Zone (SEZ)		0261174
76	Chennai		Sterling Rd. (Nodal/Focal Branch)		0260565
77	Chennai		Ambathur		0261039
78	Chennai		Guindy		0260078
79	Chennai		Tambaram East		0260106
80	Madurai		Main		0260232
81	Tirunalveli		Junction		0260255
82	Virudanagar				0260243
83	Tiruchirapalli		Main		0260180
84	Udhagamandalam				0260354
85	Coimbatore		Trichy Road Branch		0261468
86	**ANDHRA PRADESH** Hyderabad	PUNJAB NATIONAL BANK (PNB)	Bank Street	D. No. 207	0300712
87	Vishakhapatnam	STATE BANK OF INDIA (SBI)	SPECIAL ECONOMIC ZONE (SEZ)		0004346
88	Vishakhapatnam		Main Branch		0000952
89	Vijayawada				0000948
90	Hyderabad	ICICI Bank	Khairatabad		6390010
91	Guntur	INDIAN BANK			0260049
92	**PONDICHERRY** Pondicherry	PUNJAB NATIONAL BANK (PNB)		D No.2928	0301423
93	Pondicherry	ICICI Bank	Chetty Street		6390175
94	**KARNATAKA** Bangalore	PUNJAB NATIONAL BANK (PNB)	Bangalore City	D. No. 41	0300851
95	Bangalore	STATE BANK OF INDIA (SBI)	IFB		0009077
96	Mysore	ICICI Bank	Main		6390333
97	Mangalore	INDIAN BANK			0260071
98	Hubli				0260671

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
99	Raichur				0260573
100	Bellary				0260069
101	**KERALA** Ernakulam	PUNJAB NATIONAL BANK (PNB)		D.No 1701	0301172
102	Cochin	STATE BANK OF INDIA (SBI)	SPECIAL ECONOMIC ZONE (SEZ) Branch		0009485
103	Kottayam			D.No.1891	0001891
104	Calicut			D.No.0861	0000861
105	Thrissur			D.No.0940	0000940
106	Thiruvananthapuram	ICICI BANK			6390356
107	Palakkad	INDIAN BANK		D.No.0276	0260276
108	**MAHARASTRA** Mumbai	PUNJAB NATIONAL BANK (PNB)	PNB Hs, Mumbai (Focal Point)	D No. 62	0300617
109	Mumbai		Samachar Marg	D.No. 1955	030243
110	Mumbai		Brady Hs, Nariman Point	D.No.3731	0303274
111	Dadar		N.C. Kelkar Road	D.No. 59	0300621
112	Mumbai		Main(Ilaco House)	D.No 61	0300631
113	Nagpur		Kingsway	D.No. 354	0300649
114	Thane		Ulhasnagar-II	D.No. 461	0300637
115	Aurangabad		Aurangapura	D.No. 981	0301338
116	Pune		Kothrud	D.No. 3974	0303938
117	SEEPZ	STATE BANK OF INDIA (SBI)	SPECIAL ECONOMIC ZONE (SEZ)		0003473
118	Mumbai		Safed Pul Branch, Anuradha Industries Compound, Kurla Andheri Rd, (Focal Point Link Br)		0008770
119	Malad		West	D.No.0552	0000552
120			Fort Market	5347	0005347
121	Churchgate			1821	0001821
122	Aurangabad			1716	0001716
123	Nagpur			0432	0000432
124	Thane		Wagle Industrial Estate	1053	0001053
125	Ghatkopar (East)		MG Rd	0516	0000516
126	Thane		Naupada, Gohale Rd	5354	0005354

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
127	Kolhapur		(Dassaro Chowk)	0413	0000413
128	Mumbai Fort	HDFC	Maneckji Wadia Bldg, Nanik Motwani Marg, (Focal Point)		0510062
129	Mumbai		Backbay Reclamation		applied for
130	Thane		Talao Pali		0510149
131	Jalgaon		DSP Chowk		0510169
132	Nagpur		Shankar Ngr Square		0510110
133	Mumbai		Colaba, Linden Hs, Mahakavi Bhushan Marg, Behind Taj Mahal Hotel		0510080
134			Sandoz Hs,Dr. Annie B.Rd,Worli		0510001
135			Nariman Hs. 101/104 Tulsiani Chambers, Free Press,Nariman Point		0510002
136			"El Dorado",Narayan D. Mrg Opp. VS Marg, Prabhadevi		0510011
137	Aurangabad		Shivani Chambers, Jaina Road		0510125
138	Nasik		Vasthushri, Gangapur College Link Rd		0510105
139	Vashi		HDFC Annexe, Sector 17		Applied
140	Dadar		Imperial Mahal,Dr.B.A. Rd Khodadad Circle		0510087
141	Pune		Fergusson College Road		0510086
142	Ahmednagar		ST Stand Road		0510181
143	Kolhapur		Tara Bai Park		0510156
144	Mumbai	ICICI	Nariman Point,215 Free Press House,Nariman Point (Focal Point)		6390005
145	Powai				6390020
146	Muland		West		6390243
147	Solapur		Gulmohar Complex		6390376
148	**GUJARAT** Ahmedabad	PUNJAB NATIONAL BANK (PNB)	Maskoti Market	D.No. 5	030060
149	Gandhinagar			D.No. 1913	0301490
150	Vadodara		Fatehganj	D.No. 3405	0300590

151	Kandla	STATE BANK OF INDIA (SBI)	SPECIAL ECONOMIC ZONE (SEZ)		0002657
152	Ahmedabad		Commercial Branch	6926	0006926
153	Ahmedabad	HDFC	Navrangpura		0510007
154	Surat		Damas Rd, Athwa Lines		0510104
155	Ahmedabad	ICICI	JMC House, Ambawadi		6390030
156	Vadodara		Alokpuri, Baroda		6390006
157	**DADAR & NAGAR HAVELI** Silvassa	STATE BANK OF INDIA (SBI)		6586	0006586
158	Silvassa	HDFC	Vapi Silvassa Road		0510090
159	**MADHYA PRADESH** Indore	PUNJAB NATIONAL BANK (PNB)	Sitala Mata Bazar	D.No. 212	0300685
160	Gwalior		Naya Bazar	D. No 290	0300698
161	Bhopal	STATE BANK OF INDIA (SBI)	Main Branch		0001308
162	Jabalpur		Main Branch	0390	0000390
163	Bhopal	HDFC	E-1/57, Arera Colony		0510058
164	Indore		U.V House, South Tukoganj 9/1-A		0510037
165	**CHATTISGARH** Raipur	HDFC	Chattisgarh		0510176
166	Bhillai	ICICI	Supela		639038
167	**GOA** Goa	PUNJAB NATIONAL BANK (PNB	Panaji	D.No. 2923	0301369
168	Goa	HDFC	Vasco De Gama Goa Swatantra Peth		0510107
169	**DAMAN & DIU** Daman	HDFC	Tin Batti, Nani Daman		0510131
170	**WEST BENGAL** Kolkata	PUNJAB NATIONAL BANK (PNB)	Brabourne Road, (Focal Point)	D.No.100	0300048
171	Kolkatta		Alipore Chetla	D.No. 1412	0301057
172	FALTA	STATE BANK OF INDIA (SBI)	FALTA SPECIAL ECONOMIC ZONE		0008772
173	Kolkata		Main Branch(Focal Point Link)	0001	0000001

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
174	Kolkata	HDFC	Stephen House, (Focal Point)		0510009
175	Siliguri		3, Rama Krishna Samiti Building Pari Tarki Seroki Road		0510154
176	Durgapur		Distt. Burdwan	234	051023
177	Kolkata		BA-3, Sector 1, Salt Lake		0510018
178	Kolkata		63/2, Dr. S.P. Mukherjee Rd, Dum Dum		0510103
179	Kolkata		55/1, Bhupendra Bose Avenue,Near Shyambazar, Metro Station,		0510189
180	Kolkata		493/C/A, G.T. Road (S), Howrah		0510208
181	Kolkata		Shree Arcade, Ist Flr, 2 Jogendra Kaviraj Row, Burrabazar,		0510215
182	Kolkata		Dr. U.N. Brahmachari Street, Constantia Complex,		0510088
183	Kolkata		174 A, Block G, New Alipore		0510039
184	**ANDAMAN AND NICOBAR** Port Blair	PUNJAB NATIONAL BANK (PNB)		D.No..2167	0302702
185	Port Blair	STATE BANK OF INDIA (SBI)		0156	0000156
186	**BIHAR** Patna	PUNJAB NATIONAL BANK (PNB)	Boring Road	D.No. 2910	0301119
187	Patna		New Market	D.No.2913	0301229
188	Patna	HDFC	Rajendra Basu Plaza Exhibition Road,	186	051017
189	**JHARKHAND** Ranchi	PUNJAB NATIONAL BANK (PNB)	S.N.G Rd.	D.No. 404	0300038
190	Ranchi	STATE BANK OF INDIA (SBI)		0167	0000167

S. No.	*Place*	*Name of the Bank*	*Branch*	*Branch Code*	*BSR Code No. Allotted by RBI*
191	**MEGHALAYA** Shillong	PUNJAB NATIONAL BANK (PNB)	Police Bazar	D. No. 864	0300006
192	Shillong	STATE BANK OF INDIA (SBI)		0181	0000181
193	**ASSAM** Guwahati	STATE BANK OF INDIA (SBI)		0078	0000078
194	**TRIPURA** Agartala	STATE BANK OF INDIA		0002	0000002
195	**MIZORAM** Aizwal	STATE BANK OF INDIA (SBI)		1539	0001539
196	**NAGALAND** Dimapur	STATE BANK OF INDIA (SBI		0072	0000072
197	**MANIPUR** Imphal	STATE BANK OF INDIA (SBI)		0092	0000092
198	**ARUNACHAL PRADESH** Itanagar	STATE BANK OF INDIA (SBI)		6091	0006091
199	**ORISSA** Cuttack	PUNJAB NATIONAL BANK (PNB)	Buxi Bazar	D.No. 99	0300066
200	Bhubaneswar Junction	HDFC	Janpath & Gandhi Marg, Kharavelanagar		0510120

Appendix 3

Text of the Companies (Fees on Application) Rules, 1999[1]

In exercise of the powers conferred by sub-section (1) of section 642, read with sub-section (2) of section 637A of the Companies Act, 1956 (1 of 1956), and in supersession of the Companies (Fees on Applications) Rules, 1968, the Central Government hereby makes the following rules, namely:—

1 Notification No. GSR 501(E), dated 6-7-1999, published in the Gazette of India, Part II, section 3, sub-section (*i*), dated 6-7-1999.

1. Short title.—(1) These Rules may be called the Companies (Fees on Applications) Rules, 1999.

[1][(2) They shall come into force on 10th August, 1999.]

2. Fees.—(1) Every application made to the Central Government in respect of a company proposed to be registered pursuant to a licence under section 25 of the Companies Act, 1956, or by a company, (including a foreign company as defined in section 591 of the said Act), under any provision (other than sub-section (1D) of section 108 or clause (*b*) of sub-section (7) of section 555) of the said Act, shall be accompanied by the fee specified in the Table below, namely:—

Table I

	For Applications made	*Amount of fees to be paid* (*Rs.*)
(*i*)	By a company having an authorised share capital of:—	
(*a*)	Less than Rs. 25,00,000	500
(*b*)	Rs. 25,00,000 or more but less than Rs. 5 crores	1,000
(*c*)	Rs. 5 crores or more	2,000
(*ii*)	By a company limited by guarantee but not having a share capital.	500
(*iii*)	By an Association or proposed company for issue of licence under section 25 of the Act	500
(*iv*)	By a company having a valid licence issued under section 25 of the Act	500
(*v*)	By a foreign company	1,000

(2) Every application made to the Central Government under sub-section (1D) of section 108 of the said Act shall be accompanied by the fee specified in the Table below, namely:—

Table II

	Where the face value of the shares involved in a transfer	*Amount of fees to be paid* (*Rs.*)
(*a*)	Does not exceed Rs. 5,000	50
(*b*)	Exceeds Rs. 5,000	100

(3) Every application made to the Central Government under clause (*b*) of sub-section (7) of section 555 of the said Act shall be accompanied by the appropriate fee specified in the Table below:—

Table III

	Application for payment from the Companies' Liquidation Account	*Amount of fees to be paid* (*Rs.*)
(*a*)	When the amount of claim does not exceed Rs. 5,000	Nil
(*b*)	When the amount of claim exceeds Rs. 5,000 but does not exceed Rs. 10,000	200
(*c*)	When the amount of claim exceed Rs. 10,000	300

[2][(4) Every application made by a hotel company to the Central Government under sub-section (4) of section 211 of the Companies Act, 1956 for exemption from paras 3(*i*)(*a*) and 3(*ii*)(*d*) of Part II of Schedule VI of the Companies Act, 1956, for a period of three years at a stretch, shall be accompanied by the appropriate fee specified in the Table below:—

1 Substituted by the Companies (Fees on Applications) Amendment Rules, 1999 for the following:
"(2) They shall come into force on the date of their publication in the Official Gazette."

2 Inserted by Companies (Fees on Applications) Amendment Rules, 2002, w.e.f. 14-5-2002.

Table IV

For Application made	*Amount of fees to to be paid (Rs.)*
By a hotel company having an authorised share capital of:—	
(*a*) Less than Rs. 25,00,000	2,500
(*b*) Rs. 25,00,000 or more but less than Rs. 5 crores	5,000
(*c*) Rs. 5 crores or more	10,000

Appendix 4

Standardisation of Additional Fee under section 611(2)[1]

The Department of Company Affairs had earlier streamlined and standardised the additional fee under section 611(2) of the Companies Act in June, 1994 in respect of companies having authorised share capital up to Rs. l crore for delays up to one year in case of Form 5 under section 97 of the Act relating to increase in the authorised share capital and for delays up to 6 months in respect of other documents filed by companies with the Registrars of Companies. This liberalised procedure is working well. As per recommendations made by the Review Committee (Joshi Committee) set up by the Department, it has now been decided that the standardisation of additional fee be extended to all the companies irrespective of their authorised share capital and period of delay. Accordingly, the levy of fixed rates of additional fee will be regulated according to the following table with effect from 1-5-1995.

Table

Fixed rates of additional fee under section 611(2) of the Companies Act, 1956

	Document	*Period of delay*	*Fixed rate of additional fee*
(*a*)	Form 5 under section 97 relating to increase in authorised share capital	(*i*) Upto one year	2 per cent p.m. on the fee payable under para 1.3 or II.11 of Schedule X, as the case may be.
		(*ii*) More than one year	2.5 per cent p.m. on the fee payable under para 1.3 or II.11 of Schedule X, as the case may be.
(*b*)	Other documents	(*i*) Upto one month	One time of normal filing fee
		(*ii*) More than one month and upto 3 months	Two times of normal filing fee.
		(*iii*) More than 3 months and upto 6 months	Four times of normal filing fee.
		(*iv*) More than 6 months and upto one year	Six times of normal filing fee.
		(*v*) More than 1 year and upto 2 years	Eight times of normal filing fee.
		(*vi*) More than 2 years	Nine times of normal filing fee.

Fixed rates of additional fee specified in column 3 of the above Table, shall be paid by the companies at the time of filing the documents. Documents filed belatedly will not be accepted by the Registrars without payment of additional fee. Registrars of Companies will not now be required to issue show cause

1 Issued by the Department of Company Affairs vide No. 14/3/87-CL.V.,Vol. Ill; Press Note No. 2/95, dated 21-3-1995.

notice/demand notice for late filing of documents by the companies. The aforesaid liberalised procedure will be convenient not only to the companies, but will also return in taking the documents on record expeditiously for public inspection.

Refund of excess Registration Fees deposited by companies for Form 5

The Department of Company Affairs has issued a Circular No: 2/5/2002-CL.V, dated 27th January, 2003 which states that:—

1. The Department had issued a Notification No. SO 419(E), dated 27th April, 2000 revising Schedule X to the Companies Act, 1956 for filing a notice for increase in the nominal share capital of a Company. In the said notification an anomaly had crept in, on arriving at the difference between the fees payable on the nominal share capital on the date of filing of the notice and the fees paid on the nominal share capital before the increase. Therefore, by a further notification of No. SO 658(E), dated 12th July, 2000 effective from 12th July, 2000, the said anomaly was removed. The notification had come to notice of the public after a few days and during the intervening period, a few Companies had paid fees calculated on the basis of the notification dated 27th April, 2000 and thereby they had paid excess fees for registration of Form 5.
2. Companies have approached the department and courts for refund of the excess registration fees paid by them on account of the said anomaly.
3. The department has decided in consultation with Integrated Finance Division to refund the excess registration fees paid by Companies on or after 12-7-2000. It is, hereby, clarified that Companies may seek refund by making a fresh request to the concerned Registrar of Companies (ROC) with proof of excess payment. It is further clarified that only the actual excess registration fees and interest, if any, charged by the ROC on late filing of Form 5 would be refundable. The Companies will not claim any cost and interest.
4. ROC concerned will forward the claim of the Company duly certified by the concerned Pay & Accounts Officer to the department for issue of "Refund Sanction Order".
5. It is further clarified that no other notification other than notification No. SO 419(E), dated 27th April, 2000 and Notification No. SO 658(E), dated 12th July, 2000 only are dealt with herein above.
6. This issues with the concurrence of Integrated Finance Division *vide* their Diary No. 51/CA/03, dated 20-1-2003.

Chapter 3

Statutory and other Registers

Synopsis

Other optional registers

19. Attendance register for the Board, committee and general meetings
    19.1. Check List
20. Proxy register
    20.1. Check list
21. Common seal register
    21.1. Check list
22. Share transfer register
    22.1. Check list
23. Application and allotment register
24. Cross reference register
25. Dividend warrant register
26. Dividend mandate register
27. Register of probates and letters of registration
28. Register of share warrants
29. Register of consents in Postal Ballots
30. Checklist for statutory and other registers
    30.1. Registers and Returns
    30.2. Register of destruction of records/documents
    30.3. Register of fixed assets

1. Statutory registers

Every company is required under various provisions of the Act to maintain certain statutory registers and returns, which must be open to inspection by a member interested in knowing any such information. Even non-members may also ask for inspection of the documents in the manner prescribed in the relevant provisions of the Companies Act, 1956. The following statutory registers are compulsorily required to be maintained by a company:—

Sl. No.	*Sections*	*Name of Register*
1.	49(7)	Register of investments held in the name of another person
2.	58A and Deposit Rules, 1975	Register of deposits
3.	77A	Register of buy-back of securities (Form 4C)
4.	108	Share/Debenture transfer register
5.	Share Certificate Rules	Register of renewed and duplicate certificates
6.	136	File containing instrument of charges
7.	143	Register of charges
8.	Rule 40 of the Rules	Register of members holding equity shares with differential rights as per Companies (Issue of share capital with differential voting rights) Rules, 2001
9.	150 & 151	Register of members and index
10.	152	Register of debentureholders and Index
11.	153	Foreign register of members or debentureholders
12.	163	File regarding copies of annual returns
13.	193	(*a*) Minutes of all meetings of Board of directors (*b*) Minutes of committee of directors (*c*) Minutes of General Meetings

Sl. No.	*Sections*	*Name of Register*
14.	205	Dividend register and list of unclaimed dividends
15.	209	Proper books with respect to:— (*a*) Receipt and expenditure of money (*b*) Sale and purchase of goods (*c*) Assets and liabilities (*d*) Cost records
16.	301	Register of contracts in which directors are interested
17.	303	Register of directors, etc.
18.	307	Register of directors' shareholding, etc.
19.	372A	Register of loans, investments and guarantees/securities provided

Requirement of some important statutory registers has already been elaborated in the respective topics in the book and some other important registers being described hereunder:

2. Register of investments held in the name of another person

Section 49 of the Companies Act, 1956 provides that all investments made by a company on its own behalf shall be made and held by it in its own name. It contains certain provision according to which a company may keep investments in shares or securities in the name of its nominees.

Section 49(4) provides that requirement of section 49(1) of the Act requiring a company to hold investments in its own name, does not apply to investment made by a company whose principal business consists of the buying and selling of shares or securities.

Section 49(5) provides that nothing in the section 49 shall be deemed to prevent a company:—

(*a*) from depositing with a bank, being the bankers of the company, any shares or securities for the collection of any dividend or interest payable thereon; or

(*b*) from depositing with, or transferring to, or holding in the name of, the State Bank of India or a scheduled bank, being the bankers of the company, shares or securities, in order to facilitate the transfer thereof. However, transfer should be effected within six months from the date of transfer of shares by company to the bankers, or holding of shares by the company in the name of its bankers for the first time, otherwise shares will have to be retransferred as early as possible, in the name of the company; or

(*c*) from depositing with, or transferring to, any person, any shares or securities, by way of security for the repayment of any loan advanced to the company or the performance of an obligation undertaken by it.

(*d*) from holding investments in the name of a depository when such investment are in the form of securities held by the company as a beneficial owner.

Where shares or securities of a company are not held in the name of company on account of any reason as stated in (*i*) to (*iv*), *supra*, the company shall maintain a register in the prescribed format and cause prescribed particulars to be entered in the same: [Section 59(7)]

(*a*) Nature, value of shares and share certificate and distinctive numbers;

(*b*) Name of the person in whose name the shares are held.

2.1. Inspection and penalty

The register shall be open for inspection of any member or debentureholder without charge for at least two hours every day during the business hours. If a default is made in complying with the requirement of section 49, the company and every officer who in default shall be punishable with fine up to Rs. 50,000 by the Companies (Amendment) Act, 2000.

The offence of non-compliance with the provisions of section 49 is compoundable under section 621A of the Companies Act, 1956.

2.2. Order of Central Government as to immediate inspection of register

If inspection required under section 49(8) is refused, the Central Government may, by order, direct an immediate inspection of the Register.

2.3. Place of keeping register

Section 49 does not specify about the place where register of investments in shares or securities, not held in the company's name, shall be kept. Therefore, as a general rule, it is advisable that the aforesaid register shall also be kept at the registered office of the company.

3. Register of Deposits

Section 58A read with rule 7 of the Companies (Acceptance of Deposit) Rules, 1975 provides that every company accepting deposits from public shall keep at its registered office a Registers of deposit in which the following particulars will be recorded:—

(*a*) name and address of the depositors;

(*b*) date and amount of each deposit;

(*c*) duration of deposit and date on which the deposit is repayable;

(*d*) rate of interest;

(*e*) due dates on which payment of interest will be made;

(*f*) Any other particulars relating to the deposits, like deposit receipt no., renewal, variation in the rate of interest, tax deducted at source, nomination by the depositors, etc.

3.1. Place of keeping and preservation of the register of deposit

The Register of deposits shall be kept at the registered office of the company and it shall be preserved for a period of eight years from the year in which the latest or last entry is made on the register.

3.2. Penalty

Rule 11 of the Companies (Acceptance of Deposits) Rules, 1975 provides that the company and every officer of the company who is in default or such other person, shall be punishable with fine which may extend to five hundred rupees and where the contravention is a continuing one, with a further fine which may extend to fifty rupees for every day after the first, during which the contravention continues.

3.3. Check list

Specific attention should be given to check the Register of Deposits, check whether the company has small depositors as per latest amendments, is there any default in repayment of deposit amount of interest thereon as per statement of advertisement or statement in lieu of advertisement, whether rate of interest, period of deposits are in accordance with the provisions of the Companies (Acceptance of Deposits) Rules, 1975. Register of Deposits should also be checked with the Return of Deposit filed with the Registrar of Companies and a copy of the same has been sent to the Reserve Bank of India, at its local office.

In case if the company is NBFC, whether the company is registered by the RBI as NBFC and complied with the RBI directions and obtained required approvals.

4. Register of buy-back of securities

Where a company buy backs its securities under section 77A, it shall maintain a Register in Form 4B of the securities so bought, the consideration paid for the securities bought back, the date of cancellation of securities, the date of extinguishing and physically destroying of securities and such other particulars as may be prescribed.

5. Share/Debenture transfer and transmission records/registers

By virtue of section 108 of the Companies Act, 1956, where a company receives instruments for transfer of shares or debentures in prescribed form, these are recorded in a separate Register on a continuous basis and are submitted to the Board or Committee of Board for their approval from time to time. The Register is signed/initialed by the chairman of the meeting (Board or Committee) on behalf of the Board or Committee of Board which approves the transfer of shares.

6. Record of instruments creating charge

Section 136 casts duty on every company to cause keeping of a copy of every instruction creating any charge requiring registration and the same is required to be kept at the registered office of the company.

7. Register of charges

Every company shall keep at its registered office a register of charges and enter therein all charges specifically affecting property of the company and all floating charges on the undertaking or on any property of the company, giving in each case:—

(*i*) a short description of the property charged

(*ii*) the amount of the charge; and

(*iii*) except in the case of securities of bearer, the names of the persons entitled to the charge.

The Register of charges kept as above, shall be open during business hours to the inspection of any member or creditor without fee. The Register shall also be open during business hours to the inspection of any other person on payment of Rs. 10 for each inspection.

If the inspection of the Register of charges is refused, the company and every officer of the company who is in default shall be punishable with fine which may extend to Rs. 500 and with a further fine which may extend to Rs. 200 for every day during which the refusal continues.

The Company Law Board/Central Government may also by order compel an immediate inspection of the Register of charges.

7.1. Check List

Check whether:—

(*i*) all charges specifically affecting the property of the company and all floating charges on the undertaking or on any property of the company have been entered in the register giving, in each case, the particulars prescribed in sub-section (1) of section 143. Date of filing of e-Form 8 has been mentioned in the Register;

(*ii*) all charges, which has been fully repaid/satisfied, e-Form 17 has been filed for satisfaction of charge and entry to that effect has been made in the Register.

Note.—Register of Charges should be checked with the Balance Sheet to verify the position of charges, if any,

(*iii*) copies of instruments creating charges kept in pursuance of section 136 and the register of charges kept in pursuance of section 143 are kept open for inspection as provided in section 144, by any member or creditor without fee, and by any other person on payment of Rs. 10 or such other fee as may be prescribed during business hours subject to reasonable restrictions as imposed by the general meeting.

8. Register and index of beneficial owners

Section 152A of the Companies Act, 1956 provides that the Register and index of beneficial owners u/s 11 of the Depositories Act, 1996 shall be deemed to be the Register of members and debentureholders and index as the case may be.

9. Register of members and index

Every company shall keep in one or more books a Register of its members, and enter therein the following particulars:—

(*a*) the name and address and the occupation of each member;

(*b*) in the case of a company having a share capital, the shares held by each member distinguishing each share by its number except where such shares are held with a depository and the amount paid or agreed to be considered as paid on those shares;

(*c*) the date at which each person was entered in the Register as a member;

(*d*) the date at which any person ceased to be a member.

Where the company has converted any of its shares into stock and given notice of the conversion to the Registrar, the Register shall show the amount of stock held by each of the members concerned instead of the shares so converted which were previously held by him.

If default is made in complying with the above provision, the company and every officer of the company who is in default shall be punishable with fine which may extend to Rs. 500 for every day during which the default continues.

Every company having more than 50 members shall keep an index of the names of the members of the company and shall within 14 days after the date on which any alteration is made in the register of members, make the necessary alteration in the index.

9.1. Check List

Check whether:—

(*i*) separate registers for each class of shares are maintained in the format as prescribed under rule 7 of the Companies (Issue of Share Certificate) Rules, 1960;

(*ii*) entries in the register are authenticated by the director/secretary or any other person authorised by the Board for the purpose;

(*iii*) an index of members is maintained unless the Register of members is in such a form as in itself constitutes an Index, where the company has more than 50 members and every change made in the Register of members has also been recorded in the index within 14 days.

10. Register of debentureholders and index

Every company shall keep in one or more books a Register of the debentureholders and enter therein the following particulars, namely:—

(*a*) the name and address, and the occupation of each debenture holder;

(*b*) the debentures held by each holder, distinguishing each debenture by its number except where such debentures are held with a depository and the amount paid or agreed to be considered as paid on those debentures;

(*c*) the date at which each person was entered in the register as a debentureholder;

(*d*) the date at which any person ceased to be a debentureholder.

Every company having more than 50 debentureholders shall keep an index of the names of the debenture holders of the company and shall within 14 days after the date on which any alteration is made in the Register of debentureholders, make the necessary alteration in the index.

11. Minutes book of the Board meetings, committee meetings and general meetings

Section 193 provides that every company shall keep a record of minutes of Board meetings, Committee of directors' meetings and general meetings, in separate books kept for the purpose. Each page of the minute book shall be consecutively numbered and will be signed as under:—

(*a*) Board meeting minutes and committee meeting minutes will be signed by the chairman of the said meeting or the chairman of the immediately succeeding meeting;

(*b*) General meeting minutes will be signed by the chairman of the same meeting within a period of 30 days.

All the minutes shall be recorded in the minute book kept for that purpose within a period of 30 days from the conclusion of the meetings and all the minute books shall be preserved permanently.

A member may ask for inspection of minutes of general meeting without fee. He can also request for a copy of the said minutes within seven days of making the request on payment of Re. 1 for every hundred words or part thereof. The minutes of the Board or committee meetings shall not be available for inspection to the members or any person other than the directors of the company.

12. Books of accounts

Section 209 provides that every company shall keep complete record of books of accounts including cost records, wherever necessary. Such books shall be kept at the Registered Office or at any other place. If such books are kept at any other place, a return shall be filed with the Registrar of Companies within seven days of keeping of such books at such place.

The books of accounts shall be open for inspection only by a director. The books of accounts together with the vouchers shall be preserved for at least eight years immediately preceding the current year.

12.1. Check list

Check whether:—

(*i*) books of accounts are kept at the registered office. If the same are kept at some other place in India, whether a Board resolution was passed and Form 23AA filed with the Registrar within 7 days of the decision;

(*ii*) the company is required to maintain cost records. If so, whether cost records are being maintained as per provisions of law.

Note.—The duty cast on the auditors of the company to include this matter in his report.

13. Register of contracts in which directors are interested

In terms of the provisions of section 301 every company shall keep at its registered office one or more registers giving the following particulars:—

(*a*) the date of the contract or arrangement;

(*b*) the names of the parties thereto;

(*c*) the principal terms and conditions of the contract or arrangement;

(*d*) the date on which the matter was placed before the Board;

(*e*) the names of directors who have voted in favour, against and who were neutral.

However, particulars of following contracts or arrangements need not be entered in the Register of Contracts in which directors are interested:

1. Any contract or arrangement for the sale, purchase or supply of any goods, materials or services if the value of such goods and materials or the cost of such services does not exceed Rs. 5,000 in the aggregate in any year; or
2. Any contract or arrangement by a banking company for the collection of bills in the ordinary course of its business or to any transaction referred to therein.

13.1. Time period for making entries in the Register of Contracts

Particulars of any contract or arrangement to which section 297 or 299(2) applies shall be entered in the Register of contracts within 7 days (exclusive of public holidays) of the Board meeting at which the contract or arrangement is approved.

In case of contracts not requiring Board approval, particulars shall be entered in the Register of contracts within 7 days of receipt at the registered office of the company of the particulars of such other contract or arrangement or within 30 days of the date of such other contract or arrangement whichever is later.

13.2. Placing of Register before Board meeting and signature of directors

The Register of contracts shall be placed before the next Board meeting and it shall be signed by all the directors present at the meeting.

13.3. Place of keeping the Register and inspection thereof

The Register of contract shall be kept at the registered office of the company and it shall be open to inspection at such office. Extracts of the Register may be taken therefrom.

13.4. Penalty

If default is made in complying with the provisions of section 301 as stated above, the company and every officer of the company who is in default shall be punishable with fine, which may extend to Rs. 5,000.

13.5. Check List

Check whether:

(*i*) the register is being properly maintained by entering separately particulars as prescribed under sub-section (1) of section 301 of all contracts or arrangements to which section 297 or section 299 applies and entries have been made within 7 days from the date on which contract or arrangement was made;

(*ii*) the names of the directors voting for or against the contract or arrangement and the names of those remaining neutral are recorded and the register has been signed by the directors present at the Board meeting following the meeting in which the contracts were considered;

(*iii*) the register specifies in relation to each director the names of firms and bodies corporate of which notice has been given by him under section 299(3);

(*iv*) where the above contracts and/or arrangements have been approved by members in their general meeting, the register is maintained and signed in accordance with the terms of the resolution thereat; and

(*v*) the register is kept at the registered office and is open for inspection and extracts and copies are permitted to be taken or given to the members in the same manner and on payment of the same fee as in the case of Register of members.

Note.—Register should be checked with the ledger copy of the concerning parties, declaration should also be obtained from directors for himself and relatives for their concerns and interest in other parties if any.

14. Register of general notice of interest by directors

In terms of the provisions of section 299(3) of the Companies Act, 1956, every director of a company is required to give a general notice in respect of firms and bodies corporate in which he/she is interested. The particulars of interest shall be disclosed in Form 24AA and the same shall be entered in the Register of contracts.

The said register will also be placed at every meeting of the Board and will be signed by the directors present. The Register shall be preserved for at least eight years after the completion of the contracts or arrangements entered in the registers. A member may inspect the register free of charge and copy can be had at the rate of Re. 1 for every 100 words or part thereof.

15. Register of directors, manager and secretary, etc.

Every company (both public and private limited) shall keep at its registered office a register showing the details of its directors, manager and secretary. The register shall provide the following details:—

(*a*) Name and surname

(*b*) Former name, if any

(*c*) Father's/husband's name and surname

(*d*) Residential address

(*e*) Nationality

(*f*) Business/occupation

(*g*) Date of birth in the case of a public company.

If the director is nominated by a body corporate or firm, the name of the body corporate/firm and the particulars as above of the person or persons nominated shall be mentioned alongwith full particulars of each of the directors of the body corporate or partners of the firm. Further that if any director holds office as director, managing or whole-time director or manager or secretary in any other body corporate the particulars of such office shall also be given.

15.1. Time-limit for making entries

The Companies Act, 1956 has not prescribed any time-limit for making entries in the register. However, necessary entries should be made in the Register within a reasonable period after the happening of an event of which entries are required to be made.

15.2. Inspection of the Register

The Register of directors, manager and secretary shall be open for inspection of any member of the company without fee and of any other person on payment of rupee one for each inspection, during business hours subject to such reasonable restrictions as the company may by its articles or in general meeting impose, so that not less than two hours in each day are allowed for inspection. [Section 304]

15.3. Penalty

If default is made in complying with the provision of section 303, the company and every officer who is in default shall be punishable with fine up to Rs. 500 for every day during which the default continues. For default of section 305 every director concerned or other person shall be punishable with fine up to Rs. 5,000. Further that, failure to allow inspection of Register under section 303 is also punishable with fine up to Rs. 500. If a company refuses inspection, the person aggrieved by the refusal may apply to the CLB/Tribunal for an order compelling the company for an immediate inspection of the Register.

15.4. Check List

Check whether:—

(*i*) the necessary particulars prescribed in sub-section (1) of section 303 and changes therein have been entered in respect of every director, managing director, manager or secretary;

(*ii*) the names and particulars of companies nominating directors have also been entered in the register; and

(*iii*) the register is kept at the registered office and is kept open for inspection by members free of charge and by outsiders on payment of prescribed fee.

Notes.—

(*a*) Register should be checked with Form 32 filed with the Registrar, Annual Returns, cheque signing authorities to operate bank accounts.

(*b*) It should also be noted that director includes any person occupying the position of director, by whatever name called. Specific care should also be taken in case of a director who has substantial power to control over the affairs of the company, whether he may be termed as the managing director.

16. Register of director's shareholding, etc.

Section 307 provides that every company shall keep a register and show the following particulars and the number, description and amount of shares and debentures held by a director or manager:—

(*i*) in the company in which he holds office;

(*ii*) in its subsidiary or holding company;

(*iii*) in the subsidiary of the company's holding company;

(*iv*) where the shares/debentures are purchased or sold, the date and the price or other consideration for the transaction; and

(*v*) the nature of interest of the director on such shares/debentures.

16.1. Disclosure of shareholdings by directors

Pursuant to section 308, every director shall give notice to the company of the purchase and sale of shares of the companies referred to above so that the register can be kept up to date. No time-limit has been prescribed for giving the notice but it shall be given promptly as default complying with the provision is punishable with imprisonment and/or fine up to Rs. 50,000.

16.2. Inspection

The Register shall be kept at the registered office of the company and will be available for inspection of members/debentureholders for a period starting 14 days before the date of the company's annual general meeting and ending three days after the said meeting, for not less than two hours in each day. The Register shall also be available for inspection during the annual general meeting by every member.

In computing the 14 days and the 3 days mentioned above, any day which is Saturday, Sunday or a public holiday shall be disregarded.

If a company refuses inspection of register of director's shareholdings, the Central Government may also, by order, compel an immediate inspection of the register.

16.3. Penalty

If default is made in placing of register of director's shareholding before annual general meeting, the company and every officer of the company who is in default, shall be punishable with fine which may extend to Rs. 5,000. Further than in the case of the following defaults, the company, and every officer of the company who is in default, shall be punishable with fine, which may extend to Rs. 50,000 and also with a further fine which may extend to Rs. 200 for every day during which default is continued:—

(*a*) default in maintaining register under section 307(1);

(*b*) default in showing date and price of transaction under section 307(2);

(*c*) refusal for inspection;

(*d*) failure in sending copy.

16.4. Check List

Check whether:—

(*i*) the register was duly kept at the registered office and contains particulars prescribed in sub-sections (1), (2) and (3) of section 307 and was kept open for inspection of any member or debentureholder during business hours, subject to reasonable restrictions, during the period beginning 14 days before the date of the company's annual general meeting and ending three days after the date of its conclusion, and it was kept open for inspection by any person acting on behalf of the Central Government or of the Registrar during the said period or any other period;

(*ii*) the register was produced at the commencement of the annual general meeting and was kept open and accessible during the continuation of the meeting to any person having the right to attend the meeting; and

(*iii*) every director and every person deemed to be a director under section 307(10) has given notice in writing to the company in conformity with section 308(1) to enable it to comply with the provisions of section 307.

17. Register of investment, loan, guarantee or security to body corporate

Section 372A(5) of the Companies Act, 1956 provides that every company shall keep a Register and show the following particulars in respect of every investment or loan made and guarantee/security given:—

(*i*) the name of the body corporate;

(*ii*) the amount, terms and purpose of the investment or loan or guarantee or security;

(*iii*) the date on which the investment or loan has been made; and

(*iv*) the date on which the guarantee is given or security provided in connection with a loan.

The above particulars shall be recorded in the register within seven days of making the loan or investment or giving the guarantee/security. The register shall be kept at the registered office and can be inspected free by any member of the company and copies can be had on payment of such fees as prescribed for register of members in section 163 of the Act namely at the rate of Re. 1 for every one hundred words or part thereof.

17.1. Place for keeping the Register

The Register of investments, etc., shall be kept at the registered office of the company. It shall be open to inspection at the registered office of the company and extracts may be taken therefrom and copies thereof may be required by any member of the company to the same extent, in the same manner and on payment of the same fees as in the case of the Register of members of the company and the provisions of section 163 shall apply accordingly.

17.2. Penalty

Non-maintenance of the Register is liable to be punished with fine up to Rs. 5,000 and with a further fine up to Rs. 500 for every day during which the default continues.

17.3 Check list

Check whether:—

(*i*) the register has been maintained for entering the prescribed particulars for every investment or loan made or guarantee given or security provided and has been entered chronologically in the register within 7 days of the making of such investment or loan, or the giving of such guarantee or provision of such security;

(*ii*) the register is kept at the registered office of the company, and is kept open for inspection and extracts thereof have been supplied to members, if required, on payment of the requisite fee.

18. Register of renewed and duplicate certificates

In terms of the Companies (Issue of Share Certificate) Rules, 1960, whenever a company issues duplicates share certificates in place of those which are damaged, lost, defaced or in which space for registering transfers has exhausted, the company may issue duplicate certificates. The particulars of the said duplicate certificates will be recorded in the above register, with the following details:—

(*a*) name of the persons to whom certificate is issued;

(*b*) number and date of old certificate surrendered;

(*c*) number and date of old certificate which is lost;

(*d*) number and date of new share certificate.

The entries in the said register will be authenticated by the Secretary or such other person who is authorised by the Board of a committee thereof in this behalf. Same Rules as register of member or debentureholder may also apply as regards preservation.

18.1. Check List

Check whether:—

(*i*) the register has been maintained containing prescribed particulars and all entries in the register have been authenticated by the secretary or any other person authorised in that behalf by the Board of directors;

(*ii*) necessary entries have been made in the register of members for issuance of duplicate certificate and the original certificate if available have been cancelled;

(*iii*) the duplicate certificate have been issued with the authority of the Board or committee, thereof and properly signed with the common seal of the company.

OTHER OPTIONAL REGISTERS

Besides statutory books and registers, a number of other books are also maintained by a company for its administrative facilities and also to use them as an evidence before the appropriate authorities for due compliance by the company.

Following is an illustrative list of optional books:—

1. Attendance register for the board, committee, and general meetings
2. Register of proxy
3. Common seal register
4. Share transfer register
5. Application and allotment register
6. Cross reference register
7. Dividend warrant register
8. Dividend mandate register
9. Register of nomination, probates, power of attorney and letters of registration
10. Register of notices, proceedings, cases by or against the company
11. Register of share warrants
12. Postal ballot register

13. Register for complaints and investors grievances
14. Register for inspection of documents.

19. Attendance register for the Board, committee and general meetings

There is no legal requirement stipulating maintenance of record of directors' attendance at Board or committee meetings. However, this being mentioned for the purposes to serve for determining payment of sitting fees to directors for the meetings attended by them, and also to use as a documentary evidence of presence of requisite quorum, etc.

Attendance record of members attending annual general meeting or extraordinary general meeting which contains a record of names, folio numbers, shares held and signatures of the members attending the meeting. This book enables keeping of a proof of presence of requisite quorum at the meeting.

19.1. Check List

As per regulation 7l contained under Schedule 1 (Table "A") to the Companies Act, 1956, every director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose. In view of this, companies should maintain a register for recording the attendance of directors present in a meeting of the Board/Committee thereof.

Note.—It may also be taken as a proof for service of notice for the Board or Committee Meetings.

In case of general meeting, check whether the company has maintained a register of shareholders' attendance at the general meetings or has kept the attendance slips collected from the members at the meeting

20. Proxy register

Section 176 speaks about proxies, as the proxies, to be valid, must be received by the company not less than forty-eight hours before the meeting and a member may also give notice for verification of the record of proxies not less than 72 hours of the time appointed for the meeting.

Therefore, in order to facilitate, companies keep the proxy register containing full particulars of proxies, *viz*, serial number of receipt, date and time of receipt, name of the shareholder, ledger folio number, number of shares held, name of the proxy, mandate given to the proxy, if any. The proxy register is generally closed 48 hours before the time of the meeting and authenticated by the chairman and also kept at the place of the meeting for verification of members at general meeting of a company.

20.1. Check list

Check whether the register of proxies containing details of proxies lodged, date and time of lodgement in respect of every general meeting is maintained and signature of the members has been verified from the specimen signature card of the members.

21. Common seal register

Common seal of a company should be properly used in accordance with the relevant regulations contained in this regard in the Articles of Association of the company. The resolution for adoption of a common seal of a company may stipulate that the company secretary shall maintain a seal register or register of documents sealed.

Generally the following particulars are entered in the register:—

(*i*) date of affixation of common seal;

(*ii*) date of meeting and number of resolution authorising affixation of common seal;

(*iii*) particulars of document on which the common seal of the company is affixed;

(*iv*) persons in whose presence the common seal has been affixed;

(*v*) location of document, parties to document, etc.; and

(*vi*) signature of the persons in whose presence, the seal has been affixed.

21.1. Check list

Check whether the company has maintained a register of documents sealed and the register contains the following information: (*a*) number and date of the minutes authorising the use of the seal; (*b*) date of sealing; (*c*) persons in whose presence the seal was affixed; (*d*) document sealed; (*e*) location of document

22. Share transfer register

The share transfer register generally contains the following information:—

(*i*) share transfer number;
(*ii*) date of lodgement of instrument for transfer;
(*iii*) name of the transferor;
(*iv*) registered folio number of the transferor;
(*v*) number of share transferred;
(*vi*) share certificate number and distinctive numbers thereof;
(*vii*) amount of share transfer stamp affixed;
(*viii*) sale consideration;
(*ix*) name and full address of transferee;
(*x*) registered folio number of transferee;
(*xi*) signature of the secretary or authorised person.

22.1. Check list

Check whether:

(*i*) the company has maintained separate register of transfers for different classes of shares/debentures, and entered therein the particulars relating to the registration of transfer of shares/debentures;

(*ii*) transfer number as per the register of transfer and date of approval has been entered in the Share Transfer Deed;

(*iii*) the company has maintained a separate file of documents like, Powers of Attorney, Probate, Letters of Administration and/or Succession Certificate, Resolution of companies or other bodies corporate authorising any particular person(s) to sign on its behalf that are registered with the company; and

(*iv*) details of nomination forms have been noted.

23. Application and allotment register

Application and allotment register contains a record of applications received by the company. This register facilitates determination of number of applications received in case of bulk numbers, over subscription proportion, refund amount, etc. It also provides facilities for furnishing information to the Income Tax Authorities.

Generally, the allotment register provides the following relevant information for the shares or securities allotted to public:—

(*i*) serial number of application;
(*ii*) father's/husband's name of the applicant;
(*iii*) names of joint applicants;
(*iv*) number of shares applied for;
(*v*) application money received;
(*vi*) registered folio number;
(*vii*) number of shares/securities allotted;
(*viii*) amount adjusted against allotment;
(*ix*) balance amount of call money;
(*x*) amount of refund due;
(*xi*) refund order number and date and amount refunded;
(*xii*) address of the first/sole member;
(*xiii*) status of applicant;
(*xiv*) income-tax permanent number.

24. Cross reference register

As the name itself indicates, this register is meant to enable quick location of certain informations concerning shareholders. This register contains following information:—

(*i*) Application number
(*ii*) Inverted number
(*iii*) Folio number
(*iv*) Refund order number

25. Dividend warrant register

As soon as a dividend is declared at the annual general meeting or where an interim dividend is approved by the Board of directors, the register of members has to be update on the record date/book closure and a dividend register is prepared accordingly. This register shows the following particulars:—

(*a*) name and address of all shareholders eligible for the dividends;
(*b*) the number of shares held;
(*c*) the amount of gross dividend;
(*d*) the amount of tax deducted, if any;
(*e*) the net amount of dividend payable;
(*f*) the dividend mandate, if any;
(*g*) the dividend warrant number.

Section 205A provides that every company is required to transfer the amount standing in the unpaid dividend account in a bank to the credit of the Investors Education and Protection Fund of the Central Government after the expiry of seven years. At the time of such transfer a list of unpaid dividend is prepared and furnished to the Registrar of Companies. (Please *see* the Chapter 4 of Part XX) The dividend register will be preserved for same number of years as books of accounts under section 209.

26. Dividend mandate register

In view of alarming proportions of fraud pertaining to wrongful encashing of dividend warrants, etc., shareholders generally request the company concerned to forward their dividend warrants directly to their bankers, *i.e.*, to make payment of dividend directly to the bankers and even by the electronic transfer in case of the shares held in the D-mat form. Therefore, the company should maintain a register in which particulars of all such mandates received shall be entered. This register will enable proper payment of dividend. The mandates should be complied with at the time of making payment of dividend.

27. Register of probates and letters of registration

Transmission of shares is required, where the holder dies. The legal representatives of the registered holder may wish to get the shares transmitted in their names. In such a case, the company may require legal representatives of a deceased to furnish probates or letters of administration. The Companies Act also provided facilities for making nomination for shares, securities and deposits. The company maintains a register named and styled as Register of Nomination, Probates and Letters of Administration in which necessary particulars are entered before effecting transmission/correction in the share certificates.

28. Register of share warrants

Section 114 of the Act contains provisions as regards issue and effect of share warrants to bearer shares. The register of share warrants contains particulars as to the names of holders to whom share warrants have been issued, number of certificates exchanged, number of warrants issued, number of warrants surrendered, date of issue of warrant, date of surrender of warrants, etc.

29. Register of consents in Postal Ballots

Pursuant to sub-rule (*e*) of rule 5 of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the scrutiniser shall maintain a register to record the consents received giving names of shareholders, address, Folio No., No. of shares, nominal value whether the shares have differential rights whether received in default and mutilated form. The company will preserve the ballot papers and the register till the resolution is given effect to.

30. Checklist for statutory and other registers

In order to prepare proper statutory and other registers, the following checklist may be observed.

30.1. Registers and Returns

Check whether:—

(*i*) the register of members, the index of members, (if applicable the register and index of debentureholders) contracts entered into by a company for the appointment of managing, whole-time director of manager and copies of annual returns prepared under sections 159 and 160 together with the copies of certificates and documents required to be annexed under sections 160 and 161 are mentioned and kept at the registered office of the company;

(*ii*) if the above registers and returns instead of being kept at the registered office of the company, are being kept at any other place within the city, town or village in which the registered office is situated, whether approved by way of special resolution and the Registrar was given an advance copy of the proposed special resolution.

30.2. Register of destruction of records/documents

Check whether:

The records and documents are being kept in the company at least for the period stated in the Companies (Preservation and Disposals of Records) Rules, 1966 and the company has maintained a register in the prescribed form and has entered particulars of documents destroyed if any as per rule 4 of the aforesaid Rules.

30.3. Register of fixed assets

Check whether the register of fixed assets has been maintained containing prescribed particulars of quantitative details and situation of fixed assets of the company and its updated written down values.

Note.—Basically it is the duty of the auditors, who has to certify this in his report.