

MCA 21 — ONLINE FILING OF COMPANY LAW FORMS

WHAT IS MCA 21?

The project code named **MCA 21** was conceived and implemented by the Ministry of Company Affairs in association with Tata Consultancy Services Limited to usher in E-Governance in the field of Company Law.

The Ministry has issued Notification No. GSR 56(E) on February 10, 2006 and has notified a completely new set of e-forms replacing all of the earlier paper forms required to be filed under various provisions of the Companies Act. From 28th February, 2006 no Form in the earlier formats were valid.

From 16th September, 2006 completely online filing is introduced and paper forms or forms without digital signatures are no more accepted anywhere in the country.

A dedicated website, known as the MCA Portal is launched to facilitate e-filing of various forms. The url of this website is www.mca.gov.in.

The MCA portal contains detailed instructions about the scheme, various forms and a lot more information.

OVERVIEW OF MCA 21

Key components

— A new set of electronic forms or e-Forms are created and notified to suit e-filing. The new forms are periodically changed by the Ministry and hence only latest forms should be uploaded for effective filing of the form.

— Electronic Payment mechanisms are evolved to enable immediate e-filing. The traditional payment facility at the Bank counter will also continue to be available. Five Banks, including two private banks, with 200 branches nationwide have been authorised to accept all MCA payments.

— Use of Digital Signatures Certificates is mandatory to ensure authenticity and maximum security of documents to be filed electronically.

— Facilitation Centres (Physical Front Offices or **PFO**) are established in all major cities including the ROC office locations and 8 Special Economic Zones (SEZs) to support those needing assistance in e-filing.

— Digitization by scanning and electronic storage, of about six crore sheets of documents all over the country (including Memorandum and Articles of Association, other permanent documents, charge related documents and annual statutory filing of the previous two years) has already been completed and made available on the MCA portal for easy access over the Internet.

— At a later date, Stamp Duty is also proposed to be collected for all relevant transactions along with other MCA payments, subject to authorizations from the respective State Governments. This will eliminate the use of physical stamp papers.

THE FIVE STEP E-FILING PROCESS

You can carry out e-filing through a five steps process outlined below:

Step 1: Register Yourself

Only registered users are allowed to do e-filing. Registration is a simple, one-time process.

Step 2: Download e-Form

— The new e-Forms are in the 'PDF' format. They are freely downloadable and instructions for filling each of the e-Forms are also available alongside the e-Forms.

E-forms are categorised in different sections according to the use of the form.

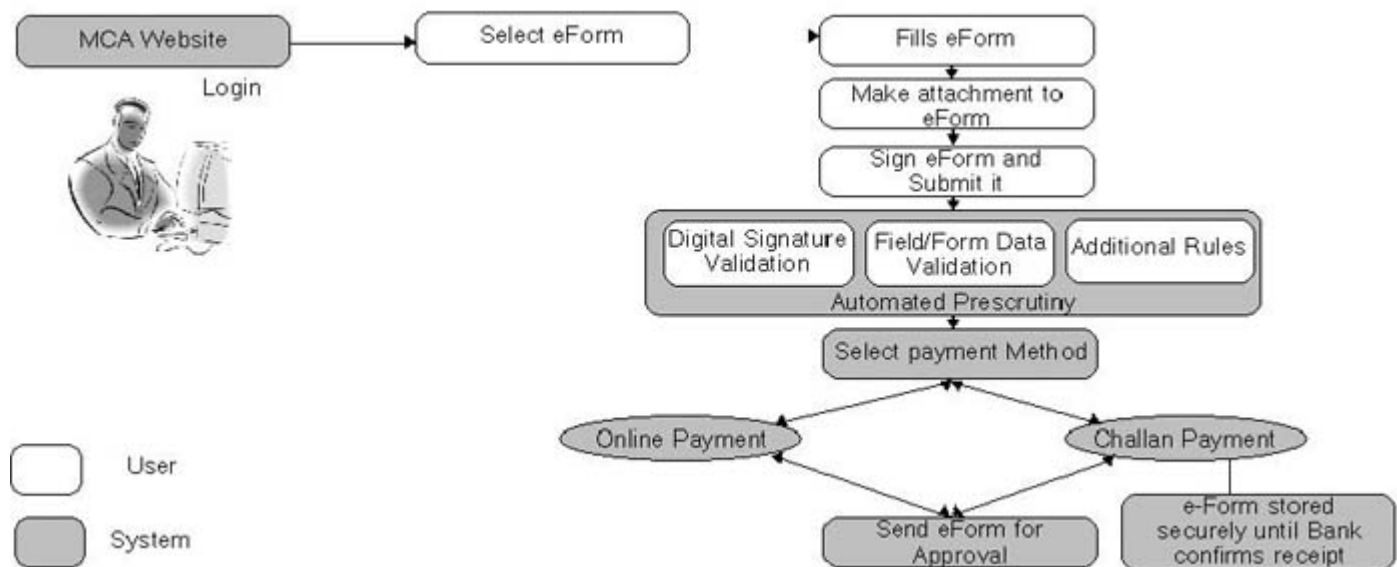
— It is not necessary to download the e-Form each time but since ***they are frequently revised just make sure that you are using the latest e-Forms version currently in use.***

Step 3: Complete e-Form

— You may choose to fill-in an e-Form either online or offline.

— Online form filling will need you to keep your Internet connection active whereas offline form filling can be done without staying connected.

Filing e-Form



— These e-Forms can be filled-in and signed digitally using the software called Acrobat Reader version 7.0.5 or any version above it. This software is freely downloadable and is also available on the MCA portal.

— Certain fields can be filled-up automatically by the System (to the extent such data is available in the database of MCA) by selecting the "pre-fill" option that is available in the form. You can also do "automated pre-scrutiny", a step that will ensure that your e-Form is complete in all respects and is good for e-filing.

— You can also attach supporting documents, where applicable. You have to make sure that these are also in PDF format. Support for conversion of popular formats such as Microsoft Office into PDF is made available on the MCA 21 portal.

— You must make sure to keep the size of your attachments to the minimal; in any case not more than 2.5 MB per form including the attachment thereto, if the file size is bigger, break the file in multiple files by making separate files for separate pages.

Form including the attachments larger than this size will not be uploaded.

— The e-form must be signed using the Digital Signature Certificate (DSC). If more than one signatory is involved (as would normally be the case as most of the forms are required to be countersigned by any specified professional), you can send the e-form either on suitable media or as an email attachment or transfer a file over the network to other individuals who can also sign digitally. While applying multiple signatures you have to also make sure that contents of the e-form are not altered after it has been first signed digitally by any one. In case of subsequent alteration the document will become invalid and will be rejected during the e-filing process. After all individuals have digitally signed the form, it is ready for submission.

Step 4: Submit e-Form

— A connection to the Internet will be required to carry out e-filing. Submission will need to be made at the MCA 21 portal using specialized functionality that is provided.

— Sending the e-Form by email is not permitted.

— Submission of e-Form should normally take a couple of minutes and will depend on the size of e-form/ attachments and the speed/quality of your Internet connection — better the connection, faster the process.

— If the e-form is identified as defective by the MCA 21 system, it will be rejected on submission and the user informed with prescrutiny error.

— A copy of the document that has been submitted shall remain in your possession and you may keep this as a part of your records.

Step 5: Make payment

— Fee calculation will be done automatically by the system as applicable under law and the fee for the service will be displayed to the user.

— You can choose to make payment through your Credit Card, Internet Banking Account or through Challans payable at designated bank counters. A total of two hundred branches of five banks have been authorized to collect MCA payment.

— In the case of Credit Card and Internet Banking it is to be noted that the charges/commissions towards this facility, as may be levied by the Bank, will be charged in addition to MCA payments by the concerned Bank and will need to be borne by you. System will generate a receipt that you can retain as a part of your records.

— In the case of challan payment, a fully completed challan will be generated by the system that can be printed by you and taken to any of the nearest authorized branch. You may choose to pay either through cash (limits as stipulated by Law will be applicable) or through a local cheque or DD.

The acknowledged copy of the challan will serve as your receipt. The payment should be made on or before the expiry date stated on the challan generated.

— Once you have made the payment in the Bank following the challan payment system, the filing is complete. Based on confirmation of payment by the bank to the MCA 21 system, the document is transmitted to the Back Office for further processing.

— In case you are approaching the last day of time-bound filing (e.g., in the case of filing of registration of Charges or Annual Returns and Balance Sheets) you have to ensure that you complete the payment process on or before the last day failing which you will have to pay the delayed filing fees.

— In case you do not make payment within the period stipulated in the challan, your request submitted earlier will automatically expire. If you want to file a document that has expired, you have to start the process from Step 4 or Step 3 if any changes to the e-Form are required.

The status of the payment after the same is made can be checked out on the site.

COMPLETION OF E-FILING

The e-filing process will be completed once the necessary payment is remitted after which the documents filed will be electronically forwarded to the concerned ROC office (also referred to as Back Office) for further processing within two working days. You will also be provided a facility at MCA 21 portal to check if the e-filing has been completed successfully. The Service Request Number (SRN) is printed on the challan or the computer generated receipt and is used to track your service request.

What infrastructure and basic details you will need for e-Filing?

System Requirements

Your computer, at the minimal, should have the following:

— Windows 2000/XP operating system or above versions. Please note that the e-filing will not work on Windows 98 or 95 platforms and you will have to upgrade your operating system.

— Internet Explorer version 6.0 and above (by default it is available with the above operating systems).

— Adobe Reader version 7.0.5 or higher version. **Please take note that earlier versions of Acrobat Reader are not compatible with the new e-forms and they will not work with Acrobat Reader version 5 or 6.** You can also download the Acrobat Reader 7.0.5 software from the MCA website.

ACQUIRING A DIGITAL SIGNATURE CERTIFICATE (DSC)

— Anyone engaged in signing or attestation of e-documents will need to obtain a DSC from any of the authorized agencies by the Government. A list of authorized agencies is provided on the website of Controller of Certifying Authorities www.cca.gov.in. **Presently the following agencies are authorized:**

(a) Tata Consultancy Services (TCS) [www.tcs-ca.tcs.co.in]

(b) National Informatics Centre (NIC) [www.nic.in]

(c) IDRBT Certifying SAuthority [www.idrbtca.org.in]

(d) SafeScript CA Services, Sify Communications Ltd. [www.safescript.com],

(e) (n) Code Solutions CA [www.gnfc.com]

(f) MTNL Trust Line [www.mtnltrustline.com]

(g) Customs & Central Excise [www.icert.gov.in]

— MCA has notified that minimum class II certificate is required for MCA 21.

— There is a cost associated with the first time procurement and subsequent renewal of these DSCs that is to be borne by you.

— It is sufficient that you procure one DSC irrespective of the role you play; i.e., Director or professional in practice, as long as there is no conflict of interest. What it means is that the professionals will not be able to attest documents of the companies if they serve as directors in the same company.

REGISTRATION OF DSC

You will also need to register your DSC with the MCA 21 portal using your personalized login. In case you have multiple DSCs or renew your DSC, you will need to register these as well. Thereafter, you can also use your DSC to login to the MCA 21 system directly.

What is Corporate Identity Number (CIN) and how to obtain it?

The **Corporate Identity Number (CIN)** is a unique identifier of a company just like PAN number. Each company is provided this number which consists of identifier components for year of formation, the Registrar of Companies having jurisdiction over the company, type of company whether public, private listed or unlisted and the company number given at the time of incorporation. You can search for the CIN on the MCA website using the company registration No. or its name or old CIN etc. **This** is required to fill the various e-forms.

The CIN of the Company may change over a period of time due to change of name, transfer of registered office, merger etc. System only displays the current name and CIN. In case of change of CIN, the user is required to enter previous (inactive) CIN and the system displays corresponding active CIN. In case of change of name, the user is required to enter old name and the system displays corresponding current name. This facility can be used without logging into the system.

DIRECTOR IDENTIFICATION NUMBER (DIN)

It is a unique identification number for an existing Director or a person intending to become the Director of a company. DIN is pre-requisite for filing of certain company related documents. Anyone who is a director or intends to become a director of a Company or form a company, must apply for DIN. Only after the DIN of the person who is desirous of forming a company, is approved, the application for availability of name can be made. The detailed procedure to apply for DIN including the online application is hosted on the MCA website.

Step by step process to be followed by the applicant is as under:

— Click and open the application form (Form DIN-1) on the portal **www.mca.gov.in** and fill-up the particulars on-line. Do not use any abbreviations or initials in the case of name.

— Click on the 'Submit' function. The system would automatically generate a provisional DIN in the space provided for in this form. This provisional DIN can be used for e-filing until the final disposal of your DIN application. After Generation of Pro. DIN of filing fees of Rs. 100 to be paid.

— Take a print-out of the filled in DIN-1 Form, affix the applicant's photograph in the space provided, get the undertaking at the end manually signed.

— Enclose copies of the proof of identity and the proof of residence with the application form. Get the photograph and the documents attested by any of the authorities specified therein.

— Send the completed application in DIN-1 along with the documents by post to the Central DIN Processing Cell at NOIDA at the following address:

(For Reg./Speed Post & Other Courier)

MCA DIN Cell,
A-14, Sector - I, PDIL Bhawan,
Noida, Uttar Pradesh
Phone: 0120-6522477/78

Or

(For normal Posted mail)

MCA DIN Cell
Post Box No. 03
Noida, Uttar Pradesh-201 301

PROCESSING OF THE APPLICATION BY MCA

The application is examined and processed in the DIN Processing Cell in the office of Regional Director (NR) at NOIDA. After it is found to be in order, a DIN approval letter is generated and dispatched under Postal Certificate to the applicant at the address given by him in the application form. The 'provisional' status of DIN is converted into a regular DIN and activated in the system. DIN, once allotted, is permanent and does not change.

Steps after the DIN is allotted

— The Director, to whom a DIN is allotted, is required to inform the Companies, on which he is a Director, about the Director Identification Number allotted to him/her in Form DIN-2 within a period of one month of allotment of the DIN.

— The Companies, thereafter, are required to inform the Director Identification Numbers of their Directors to the Registrar of Companies in Form DIN-3 (online in paperless mode, to be made available after notification by the Ministry in this regard) within a period of seven days after receipt of DIN-2 from the Directors.

— For incorporating any changes in the personal particulars of a Director, including his address, after he has submitted the information initially in Form DIN-1, the required changes are to be intimated to the Government of India [Regional Director (Northern Region) at NOIDA] in Form DIN-4 (to be made available after notification by the Ministry). DIN-4 is to be manually filled in mode as in the case of Form DIN-1.

— As per the newly enacted The Companies (Amendment) Act, 2006 every director is required to obtain DIN. Failure to obtain/intimate DIN will disqualify the director from directorship and make him also liable for prosecution.

PUBLIC FACILITATION CENTRES/physical front office (PFC/PFO)

If you do not have access to necessary computing infrastructure or you are not familiar with the process of e-filing, you may seek the services of a Facilitation Centre. At the PFO, the following facilities are available:

— Kiosk facility where you can download and fill in the e-Form.

— Assistance to help you digitally sign the e-Forms and submit the same. For this, you have to bring your Digital Signature Certificate along with you.

— Scanning facility for attachments.

— A challan copy generated by the system will be provided to you to make necessary payment.

At Mumbai, the PFO, which was hitherto located at Cuffe Parade, Colaba, is now relocated to:

Mehta Trade Centre, 1, Shivaji Colony, Sir Mathuradas Vissanji Road, Andheri (East), Mumbai 400 099

Phone 022 – 6450 6000; 6516 1996

CERTIFIED FILING CENTRES

In order to provide a wider reach to MCA 21 services using the services of professionals at prescribed charges, this scheme is notified. The salient features of this scheme are as follows:

— CA, CS, ICWA, any of the CA/CS/ICWA Institutes and Firms/Bodies corporate with these professionals as partners/directors can make application to be granted recognition as CFC.

— In case of professional member minimum requirements are two years practice/no misconduct.

— Minimum Infrastructure requirements are 2 computers/Printer/Scanner/Internet/Fax/Phone/Staff etc.

— The licence will be granted initially for 3-year period.

— List of CFCs is hosted on website of MCA.

— Application procedure is available on MCA website as well as ICAI website.

— CFCs can charge at prescribed rates for providing e-filing related services.

— CFCs are subject to inspection and regulation by MCA and must keep the prescribed records.

The addresses of the approved CFCs are also available on the mca website.