



COMPANIES ACT 2013

Rules are born!

(Status as on 27.03.2014)



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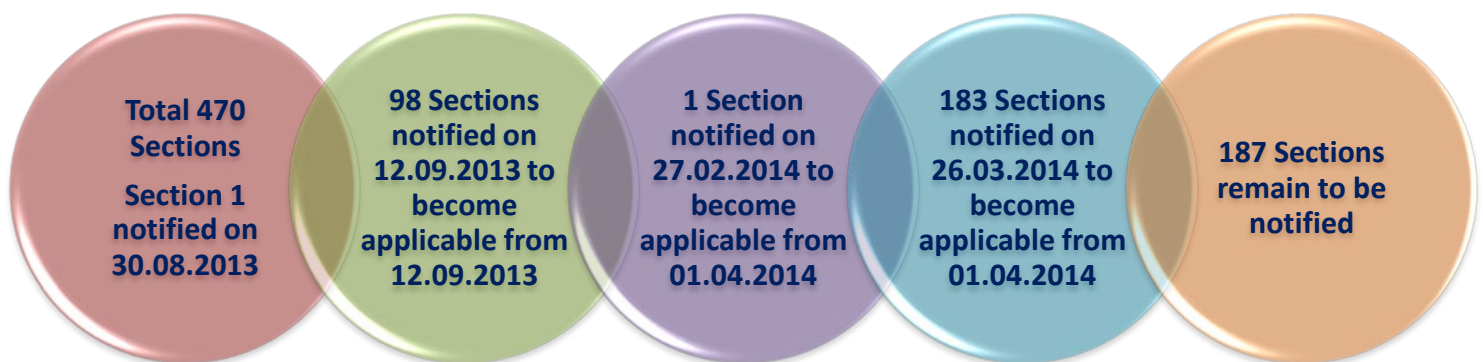
COMPANIES ACT, 2013

NOTIFICATION STATUS OF SECTIONS & RULES

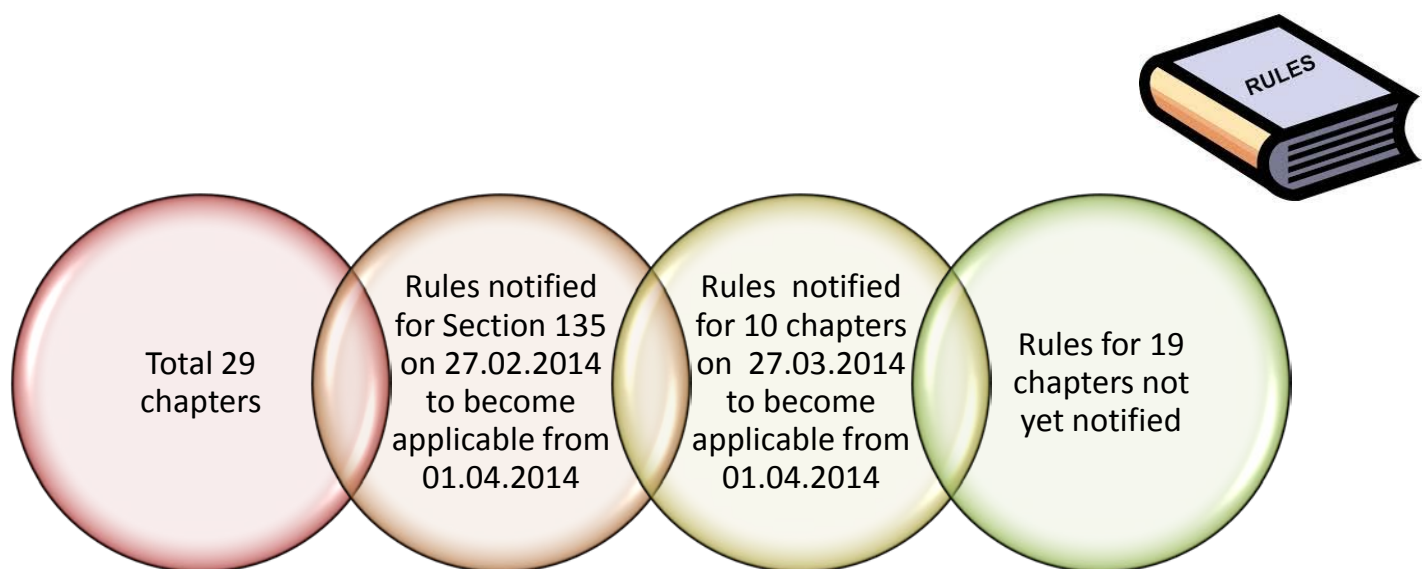
STATUS AS ON 27.03.2014

Ministry of Corporate Affairs is notifying the Act and the Rules with lightning speed these days. After notification of majority of Sections, now it is the turn of rules to get the light of notification. These back to back notifications have caught the professional and corporate sector in a whirlwind. We have tried to give below a simple snapshot of the status of notification of the Act and Rules as on date and also descriptive lists containing the complete details of what's notified and what's not!

NOTIFICATION STATUS OF SECTIONS



NOTIFICATION STATUS OF RULES



LIST OF RULES NOTIFIED

Section/Chapter Number	Name of Rule	Notified on	Applicable From
Chapter 1 - Preliminary	Companies (Specification of Definitions Details) Rules, 2014	27.03.2014	01.04.2014
Chapter II - Incorporation of Company and Matters Incidental Thereto	Companies (Incorporation) Rules, 2014	27.03.2014	01.04.2014
Chapter III - Prospectus and Allotment of Securities	Companies (Prospectus and Allotment of Securities) Rules, 2014	27.03.2014	01.04.2014
Chapter IV - Share Capital and Debentures	Companies (Share Capital and Debentures) Rules, 2014	27.03.2014	01.04.2014
Chapter VI - Registration of Charges	Companies (Registration of Charges) Rules, 2014	27.03.2014	01.04.2014
Chapter VII - Management and Administration	Companies (Management and Administration) Rules, 2014	27.03.2014	01.04.2014
Chapter VIII - Declaration and Payment of Dividend	Companies (Declaration and Payment of Dividend) Rules, 2014	27.03.2014	01.04.2014
Chapter IX - Accounts of Companies – other than Section 135	Companies (Accounts) Rules, 2014	27.03.2014	01.04.2014
Chapter IX - Accounts of Companies – Section 135	Companies (Corporate Social Responsibility) Rules, 2014	27.02.2014	01.04.2014
Chapter XI -Appointment and Qualifications of Directors	Companies (Appointment and Qualification of Directors) Rules, 2014	27.03.2014	01.04.2014
Chapter XII -Meetings of Board and its Powers	Companies (Meetings of Board and its Powers) Rules, 2014	27.03.2014	01.04.2014

LIST OF SECTIONS NOTIFIED FOR WHICH RULES ALSO NOTIFIED

Section No.	Chapter Number and Title	Description	Rule Title
1	Chapter I -Preliminary	Short Title, extent, commencement and application	Companies (Specification of Definitions Details) Rules, 2014
2		Definitions [Except Clause 23, 29(iv), 67(ix), 87 proviso]	
3	Chapter II - Incorporation of Company and Matters Incidental Thereto	Formation of company	Companies (Incorporation) Rules, 2014
4		Memorandum	
5		Articles	
6		Act to override Memorandum, Articles etc	
7		Incorporation of Company [except Sub section (7)]	
8		Formation of companies with charitable object[except Sub section (9)]	
9		Effect of Registration	
10		Effect of memorandum and articles	

11		Commencement Of Business Etc	
12		Registered office of the company	
13		Alteration of Memorandum	
14		Alteration of Articles(except second proviso to sub section (1) and sub section (2))	
15		Alteration of memorandum of articles to be noted in every copy	
16		Rectification of Name of Company	
17		Copies of Memorandum ,Articles etc to be given to Members	
18		Conversion of Companies already registered	
19		Subsidiary company not to hold shares in its holding company.	
20		Service of Documents	
21		Authentication of documents, proceedings and contracts.	
22		Execution of Acts of exchange, etc.	
23	Chapter III -Prospectus and Allotment of Securities-Part 1	Public offer and private placement.	Companies (Prospectus and Allotment of Securities) Rules, 2014
24		Power of Securities and Exchange Board to regulate issue and transfer of securities, etc.	
25		Document containing offer of securities for sale to be deemed prospectus.	
26		Matters to be stated in Prospectus	
27		Variation in terms of Contract or objects in Prospectus	
28		Offer of Sale Of Shares by certain Members of the company	
29		Public offer of securities to be in dematerialised form.	
30		Advertisement of prospectus.	
31		Shelf prospectus.	
32		Red herring prospectus.	
33		Issue of application forms for securities.	
34		Criminal liability for misstatements in prospectus.	
35		Civil liability for misstatements in prospectus.	
36		Punishment for fraudulently inducing persons to invest money.	
37		Action by affected persons.	

38		Punishment for personation for acquisition, etc., of securities.	
39		Allotment of securities by company.	
40		Securities to be dealt with in stock exchanges.	
41		Global Depository Receipt	
42	Chapter III -Prospectus and Allotment of Securities - Part II – Private placement	Offer or Invitation for securities on Private Placement	
43	Chapter IV -Share Capital and Debentures	Kinds of Share Capital	Companies (Share Capital and Debentures) Rules, 2014
44		Nature of shares or debentures.	
45		Numbering of shares.	
46		Certificate of Shares	
47		Voting Rights	
49		Calls on shares of same class to be made on uniform basis.	
50		Company to accept unpaid share capital, although not called up.	
51		Payment of dividend in proportion to amount paid-up.	
52		Application of Premium on issue of Shares	
53		Prohibition on issue of shares at discount	
54		Issue of Sweat Equity Shares	
55		Issue and redemption of preference Shares (except sub section 3)	
56		Transfer and Transmission of Shares	
57		Punishment for personation of shareholder.	
58		Refusal of registration and appeal against refusal.	
59		Rectification of register of members.	
60		Publication of authorised, subscribed and paid-up capital.	
61		Power of Limited Company to Alter its share Capital [Except Proviso to clause (b) of Sub Section (1)]	
62		Further issue of share Capital [Except Sub sections (4) to (6)]	
63		Issue of Bonus Shares	
64		Notice to be given to registrar for alteration of Share Capital	

65		Unlimited company to provide for reserve share capital on re-registration.	
67		Restrictions on purchase by company or giving of loans by it for purchase of its shares	
68		Power of Company to Purchase its own shares	
69		Transfer of certain sums to capital redemption reserve account.	
70		Prohibition for buy-back in certain circumstances.	
71		Debentures[except Sub section (9) to (11)]	
72		Power to Nominate	
77	Chapter VI -Registration of Charges	Duty to register charges, etc	Companies (Registration of Charges) Rules, 2014
78		Application for registration of charge.	
79		Section 77 to apply in certain matters.	
80		Date of notice of charge.	
81		Register of charges to be kept by Registrar.	
82		Company to report satisfaction of charge.	
83		Power of Registrar to make entries of satisfaction and release in absence of intimation from company	
84		Intimation of appointment of receiver or manager.	
85		Company's register of charges	
86		Punishment for contravention.	
87		Rectification by Central Government in register of charges	
88	Chapter VII - Management and Administration	Register of members, etc.	Companies (Management and Administration) Rules, 2014
89		Declaration in respect of beneficial interest in any share	
90		Investigation of beneficial ownership of shares in certain cases	
91		Power to close register of members or debenture holders or other security holders	
92		Annual return	
93		Return to be filed with Registrar in case promoters' stake changes	
94		Place of keeping and inspection of registers, returns, etc.	
95		Registers, etc., to be evidence	

96		Annual general meeting	
100		Calling of extraordinary general meeting	
101		Notice of Meeting	
102		Statement to be annexed to notice	
103		Quorum for meetings	
104		Chairman of meetings	
105		Proxies	
106		Restriction on voting rights.	
107		Voting by show of hands	
108		Voting through electronic means	
109		Demand for poll	
110		Postal ballot	
111		Circulation of members' resolution	
112		Representation of President and Governors in meetings	
113		Representation of corporations at meeting of companies and of creditors.	
114		Ordinary and special resolutions	
115		Resolution requiring special Notice	
116		Resolutions passed at adjourned meeting	
117		Resolutions and Agreements to be filed	
118		Minutes of proceedings of general meeting, meeting of Board of Directors and other meeting and resolutions passed by postal ballot.	
119		Inspection of minute-books of general meeting. [except sub-section (4)]	
120		Maintenance and inspection of documents in electronic form.	
121		Report on annual general meeting.	
122		Applicability of this chapter to One Person Company	
123	Chapter VIII - Declaration and Payment of Dividend	Declaration of dividend	Companies (Declaration and Payment of Dividend) Rules, 2014
126		Right to dividend, rights shares and bonus shares to be held in abeyance pending registration of transfer of shares.	
127		Punishment for failure to distribute dividends.	
128	Chapter IX -Accounts of Companies (128 -138)	Books of account, etc, to be kept by company.	Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility)
129		Financial Statement.	

133		Central Government to prescribe accounting standards.	Rules, 2014
134		Financial Statement, Board's report, etc.	
135		Corporate Social Responsibility	
136		Right of member to copies of audited financial statement.	
137		Copy of financial statement to be filed with Registrar.	
138		Internal Audit.	
149	Chapter XI - Appointment and Qualifications of Directors	Company to have Board of Directors.	Companies (Appointment and Qualification of Directors) Rules, 2014
150		Manner of selection of independent directors and maintenance of data bank of independent directors.	
151		Appointment of director elected by small shareholders.	
152		Appointment of Directors.	
153		Application for allotment of Director Identification Number.	
154		Allotment of Director Identification Number.	
155		Prohibition to obtain more than one Director Identification Number.	
156		Director to intimate Director Identification Number.	
157		Company to inform Director Identification Number to Registrar.	
158		Obligation to indicate Director Identification Number.	
159		Punishment for contravention.	
160		Right of persons other than retiring directors to stand for directorship	
161		Appointment of additional director, alternate director and nominee director.	
162		Appointment of directors to be voted individually.	
163		Option to adopt principle of proportional representation for appointment of directors.	
164		Disqualification for appointment of director.	
165		Number of Directorships.	
166		Duties of directors.	

167		Vacation of office of director.	
168		Resignation of director.	
169		Removal of directors.[Except sub-section(4)]	
170		Register of directors and key managerial personnel and their shareholding.	
171		Members' right to inspect.	
172		Punishment.	
173	Chapter XII -Meetings of Board and its Powers	Meetings of Board.	Companies (Meetings of Board and its Powers) Rules, 2014
174		Quorum for meetings of Board.	
175		Passing of resolution by circulation.	
176		Defects in appointment of directors not to invalidate actions taken.	
177		Audit committee	
178		Nomination and remuneration committee and stakeholders relationship committee.	
179		Powers of Board.	
180		Restrictions on powers of Board.	
181		Company to contribute to bona fide and charitable funds, etc.	
182		Prohibitions and restrictions regarding political contributions.	
183		Power of Board and other persons to make contributions to national defence fund, etc.	
184		Disclosure of interest by director.	
185		Loan to directors, etc.	
186		Loan and investment by company.	
187		Investments of company to be held in its own name.	
188		Related party transactions.	
189		Register of contracts or arrangements in which directors are interested.	
190		Contract of employment with managing or whole-time directors.	
191		Payment to director for loss of office, etc., in connection with transfer of undertaking, property or shares.	
192		Restriction on non-cash transactions involving directors.	
193		Contract by One Person Company.	

194		Prohibition on forward dealings in securities of company by a key managerial personnel.	
195		Prohibition on insider trading of securities.	

LIST OF SECTIONS NOTIFIED FOR WHICH RULES NOT YET NOTIFIED

Section No.	Chapter Number and Title	Description
73	Chapter V - Acceptance of Deposits by Companies	Prohibition on acceptance of deposits from public
74		Repayment of deposits, etc., accepted before commencement of this Act [sub section (1)]
76		Acceptance of deposits from Public by certain Companies
139	Chapter X-Audit and Auditors	Appointment of Auditors.
140		Removal, resignation of auditor and giving of special notice.[except second proviso to sub-section(4) and sub-section(5)].
141		Eligibility, qualifications and disqualifications of auditors.
142		Remuneration of auditors.
143		Powers and duties of auditors and auditing standards.
144		Auditor not to render any services.
145		Auditors to sign audit reports,etc.
146		Auditors to attend general meetings.
147		Punishment for contravention.
148		Central Government to specify audit of items of cost in respect of certain companies.
196	Chapter XIII -Appointment and Remuneration of Managerial Personnel	Appointment of managing director, whole-time director or manager.
197		Overall maximum managerial remuneration and managerial remuneration in case of absence or inadequacy of profits.
198		Calculation of profits.
199		Recovery of remuneration in certain cases.
200		Central Government or company to fix limit with regard to remuneration.
201		Forms of, and procedure in relation to, certain applications.

202		Compensation for loss of office of managing or whole-time director or manager.
203		Appointment of key managerial personnel.
204		Secretarial audit for bigger companies.
205		Functions of company secretary.
206	Chapter XIV-Inspection, Inquiry and Investigation	Power to call for information, inspect books and conduct inquiries.
207		Conduct of inspection and inquiry.
208		Report on inspection made.
209		Search and seizure.
210		Investigation into affairs of company.
211		Establishment of Serious Fraud Investigation Office.
212		Investigation into affairs of Company by Serious Fraud Investigation Office.[Except references of sub-section(10) of section 66, sub-section(5) of section 140, section 213, sub-section(1) of section 251 and sub-section (3) of section 339 made in sub-section(6) and also sub-sections(8) to (10)].
214		Security for payment of costs and expenses of investigation.
215		Firm, body corporate or association not to be appointed as inspector.
216		Investigation of ownership of company. [Except sub-section(2)].
217		Procedure, powers, etc., of inspectors.
219		Power of inspector to conduct investigation into affairs of related companies, etc.
220		Seizure of documents by inspector.
223		Inspector's report.
224		Actions to be taken in pursuance of inspector's report.[Except sub-section(2) and (5)].
225		Expenses of investigation.
228		Investigation, etc., of foreign companies.
229		Penalty for furnishing false statement, mutilation, destruction of documents.
366	Chapter XXI-Part I Companies authorised to register under this Act	Companies capable of being registered.
367		Certificate of registration of existing companies.
368		Vesting of property on registration.
369		Saving of existing liabilities.
370		Continuation of pending legal proceedings.[Except the proviso]
371		Effect of registration under this Part.

374		Obligations of companies registering under this Part.
379	Chapter XXII-Companies Incorporated Outside India	Application of Act to foreign companies.
380		Documents, etc., to be delivered to Registrar by foreign companies.
381		Accounts of foreign company.
382		Display of name, etc., of foreign company.
383		Service on foreign company.
384		Debentures, annual return, registration of charges, books of account and their inspection.
385		Fee for registration of documents.
386		Interpretation.
387		Dating of prospectus and particulars to be contained therein.
388		Provisions as to expert's consent and allotment.
389		Registration of prospectus.
390		Offer of Indian Depository Receipts.
391		Application of sections 34 to 36 and Chapter XX.
392		Punishment for contravention.
393		Company's failure to comply with provisions of this Chapter not to affect validity of contracts, etc.
394	Chapter XXIII-Government Companies	Section 394- Annual reports on Government companies.
395		Annual reports where one or more State Governments are members of companies.
396	Chapter XXIV - Registration Offices and Fees	Registration offices.
397		Admissibility of certain documents as evidence.
398		Provisions relating to filing of applications, documents, inspection, etc., in electronic form.
399		Inspection, production and evidence of documents kept by Registrar.[Except reference of word Tribunal in sub-section(2)]
400		Electronic form to be exclusive, alternative or in addition to physical form.
401		Provision of value added services through electronic form.
402		Application of provisions of Information Technology Act, 2000.
403		Fee for filing, etc.
404		Fees, etc., to be credited into public account.
405	Chapter XXV - Companies to furnish information or statistics	Power of Central Government to direct companies to furnish information or statistics.
406	Chapter XXVI - Nidhis	Power to modify Act in its application to Nidhis.

407	Chapter XXVII - National Company Law Tribunal and Appellate Tribunal	Definitions
408		Constitution of National Company Law Tribunal.
409		Qualification of President and Members of Tribunal.
410		Constitution of Appellate Tribunal
411		Qualification of Chairperson and Members of Appellate Tribunal.
412		Selection of Members of Tribunal and Appellate Tribunal.
413		Term of office of President, Chairperson and other Members.
414		Salary, allowances and other terms and conditions of service of Members.
439	Chapter XXVIII - Special Courts	Offences to be non-cognizable.
442		Mediation and Conciliation Panel.
443		Power of Central Government to appoint company prosecutors.
444		Appeal against acquittal.
445		Compensation for accusation without reasonable cause.
446		Application of fines.
447	Chapter XXIX - Miscellaneous	Punishment for fraud.
448		Punishment for false statements.
449		Punishment for false evidence.
450		Punishment where no specific penalty or punishment is provided.
451		Punishment in case of repeated default.
452		Punishment for wrongful withholding of property.
453		Punishment for improper use of "Limited" or "Private Limited".
454		Adjudication of penalties.
455		Dormant company.
456		Protection of action taken in good faith.
457		Non-disclosure of information in certain cases.
458		Delegation by Central Government of its powers and functions.
459		Powers of Central Government or Tribunal to accord approval, etc., subject to conditions and to prescribe fees on applications
460		Condonation of delay in certain cases.
461		Annual report by Central Government.

462		Power to exempt a class or classes of companies from provisions of this Act.
463		Power of Court to grant relief in certain cases
464		Prohibition of association or partnership of persons exceeding certain number.
467		Power of Central Government to amend Schedules.
468		Power of Central Government to make rules relating to winding up.
469		Power of Central Government to make rules.
470		Power to remove difficulties.

LIST OF SECTIONS NOT NOTIFIED FOR WHICH RULES ALSO NOT NOTIFIED

Section Number	Chapter Number and Heading	Description
2(23)	Chapter 1-PRELIMINARY	“Company Liquidator”
2(29)(iv)		Court:(iv) the Special Court established under section 435;
2(67)(ix)		(ix) the Registration of Companies (Sikkim) Act, 1961;
2(87)(Proviso)		Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed
7(7)	Chapter 2-INCORPORATION OF COMPANY AND MATTERS INCIDENTAL THERETO	Incorporation of Company
8(9)		Formation of companies with charitable objects, etc.
14(1) second proviso, 14(2)		Alteration of articles
48	Chapter 4-SHARE CAPITAL AND DEBENTURES	Variation of shareholders rights
55(3)		Issue and redemption of preference shares
61(1)(b) proviso		Power of limited company to alter its share capital
62(4), (5), (6)		Further issue of share capital
66		Reduction of Share Capital
71(9),(10),(11)		Debentures
74(2),(3)	Chapter 5-ACCEPTANCE OF DEPOSITS BY COMPANIES	Repayment of deposits, etc., accepted before commencement of this Act
75		Damages for Fraud
97	chapter 7-MANAGEMENT AND	Power of tribunal to call annual general Meeting

98	ADMINISTRATION	Power of tribunal to call Meeting of members
99		Punishment for default in complying with section 96-98
119(4)		Inspection of Minute Book of General Meeting
124	Chapter 8-DECLARATION AND PAYMENT OF DIVIDEND	Unpaid Dividend Account
125		Investor Education Protection Fund
130	Chapter 9-ACCOUNTS OF COMPANIES	Re-opening of Accounts on court or tribunal's order
131		Voluntary revision of financial statements or Board's report
132		Constitution of NFRA
140(4) second proviso , 140(5)	Chapter 10-AUDIT AND AUDITORS	Removal, resignation of auditor and giving of special notice.
169(4)	Chapter 11-APPOINTMENT & QUALIFICATIONS OF DIRECTORS	Removal of Directors
212(6) -references of sub-section(10) of section 66, sub-section(5) of section 140, section 213, sub-section(1) of section 251 and sub-section (3) of section 339 made in sub-section(6) and also sub-sections(8) to (10)].	Chapter 14-INSPECTION, INQUIRY AND INVESTIGATION	Investigations into affairs of Company by Serious Fraud Investigation office
212(8),(9),10		
213		Investigations into affairs of Company In other cases
216(2)		Investigation of ownership of Company
218		Protection of Employees during Investigation
221		Freezing of Assets of Company on Inquiry and Investigation
222		Imposition of restrictions upon securities.
224(2),(5)		Actions to be taken in pursuance of inspector's report
226		Voluntary winding up of company, etc., not to stop investigation proceedings
227		Legal advisers and bankers not to disclose certain information
230-240	Chapter 15-COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS	Whole Chapter
241-246	Chapter 16-PREVENTION OF OPPRESSION AND MISMANAGEMENT	Whole Chapter
247	Chapter 17-REGISTERED VALUERS	Whole Chapter
248-252	Chapter 18-REMOVAL OF NAMES OF COMPANIES FROM THE REGISTER OF COMPANIES	Whole Chapter

253-269	Chapter 19-REVIVAL AND REHABILITATION OF SICK COMPANIES	Whole Chapter
270-365	Chapter 20-WINDING UP	Whole Chapter
370 Proviso	Chapter -21 COMPANIES AUTHORISED TO REGISTER UNDER THIS ACT -PART 1	Continuation of pending legal proceedings.
372		Power of Court to stay or restrain proceedings.
373		Suits stayed on winding up order.
375	PART 2 -WINDING UP OF UNREGISTERED COMPANIES	Winding up of unregistered companies.
376		Power to wind up foreign companies, although dissolved.
377		Provisions of Chapter cumulative.
378		Saving and construction of enactments conferring power to wind up partnership firm, association or company, etc., in certain cases.
391(2)	Chapter 22 - COMPANIES INCORPORATED OUTSIDE INDIA	Application of sections 34 to 36 and Chapter XX.
415 to 434	Chapter 27 NCLT	All Sections
435 to 441	Chapter 28 Special Court	All Sections except Section 439
465	Chapter 29-MISCELLANEOUS	Repeal of certain Enactments and Savings
466		Dissolution of Company law Board and Consequential Provisions

**PROFESSIONAL LIFE –
ENDLESS POSSIBILITIES
WITH
BORDERLESS SUCCESSES**

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