COMPANIES (CENTRAL GOVERNMENT'S) GENERAL RULES AND FORMS (SECOND AMENDMENT) RULES, 2008 - SUBSTITUTION OF FORMS 1B, 4, 4C, 18, 22 AND 32

NOTIFICATION NO. G.S.R. 788(E), DATED 14-11-2008

- In exercise of the powers conferred by sub-section (1) of section 642 read with section 610B of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules to amend the Companies (Central Government's) General Rules and Forms, 1956, namely: –

1. (1) These rules may be called the Companies (Central Government's) General Rules and Forms (second Amendment) Rules 2008.

(2) These rules shall come into force from 7th December, 2008.

2. In the Companies (Central Government's) General Rules and Forms, 1956, in the Annexure 'A', -

(a) for Form 1B, following shall be substituted, namely:-

"

FORM 1B

[Pursuant to sections 21 or 31(1) of the Companies Act, 1956]

Application for approval of the Central Government for change of name or conversion of a public company into a private company

Note - All fields marked in * are to be mandatorily filled.

1.* Purpose of application

◯ Change of name ◯ Conversion of a public company into a private company

2.(a) *Corporate identity number (CIN) of company

(b) Global location number (GLN) of company

(c) Reference to Registrar of Companies (RoC) regarding approval for availability of name (Service request number (SRN) of Form 1A) (Applicable in case of change of name)

Pre-fill

3.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

4. Proposed name of the company

5. *Reason(s) for change of name or conversion of a public company into a private company

6. Particulars of filing Form 23 with RoC

(a) *SRN of Form 23

(b) *Date of passing the special resolution (DD/MM/YYYY)

(c) *Date of filing Form 23 (DD/MM/YYYY)

7. *Name of the company at the time of incorporation (to be displayed in the certificate)

8. (a) Number of members present at the meeting where the special resolution was passed for change of name or conversion and number of shares held by them

(i) *Number of members

(ii) *Number of shares held by them

(b) Number of members who voted in favour of change of name or conversion and number of shares held by them

(i) *Number of members

(ii) *Number of shares held by them

(c) Number of members who voted against the change of name or conversion and number of shares held by them

(i) *Number of members

(ii) *Number of shares held by them

Attachments

1.*Minutes of the members' meeting Attach

2. Certified copy of the order for condonation of delay Attach

3. Optional attachment(s) - if any Attach

List of attachments

Remove attachment

Verification

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete.

☐ The company has obtained all the mandatory approvals from the concerned authorities and departments in respect of change of name of the company.

☐ The company has obtained all the mandatory approvals from the concerned authorities, departments and substantial creditors in respect of the conversion of a public company into a private company.

I have been authorised by the Board of directors' resolution number * dated * (DD/MM/YYYY) to sign and submit this application.

To be digitally signed by

Managing Director or director or manager or secretary of the company

*Designation

*Director identification number of the director or Managing Director; or Income-tax permanent account number (income-tax PAN) of the manager; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

Modify Check Form Prescrutiny Submit

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Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm submission

(b) for Form 4, following shall be substituted, namely:-

"

FORM 4

[Pursuant to section 76(1) of the Companies Act, 1956]

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

Note - All fields marked in * are to be mandatorily filled.

1.(a) *Corporate identity number (CIN) of company [ ] Pre-fill

(b) Global location number (GLN) of company [ ]

2.(a) Name of the company [ ]

(b) Address of the registered office of the company [ ]

(c) *e-mail ID of the company [ ]

3.(a) *Article of association authorising commission — Article number [ ]

(b) Particulars of amount paid as commission for subscribing or agreeing to procure subscriptions for any shares or debentures in the company — Paid (in Rs.) [ ]

(c) *Particulars of amount payable as commission for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions for any shares or debentures in the company — Payable (in Rs.) [ ]

(d) *Rate of such commission [ ] per cent

4. Date of circular or notice (if any) not being a prospectus, inviting subscriptions for the shares or debentures and disclosing the amount or rate of commission [ ] (DD/MM/YYYY)

5.(a) *Type of subscription ◯ Absolutely ◯ Conditionally

(b) *Number of shares or debentures for which persons have agreed for commission to subscribe [ ]

(c) *Face value of each equity share or debenture (in Rs.) [ ]

Attachments

1.*Contract relating to payment of commission — Attach

2.*Resolution of the Board of directors authorising such payment — Attach

3.*Consent of all the directors of the company — Attach

4. Optional attachment(s) - if any — Attach

List of attachments

Remove attachment

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number * [ ] dated * [ ] (DD/MM/YYYY) to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company [ ]

*Designation [ ]

*Director identification number of the director or Managing Director; or Income-tax permanent account number (income-tax PAN) of the manager; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN) [ ]

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"
;

(c) for Form 4C, following shall be substituted, namely:-

"

FORM 4C

Return in respect of buy back of securities

[Pursuant to section 77A of the Companies Act, 1956]

Note - All fields marked in * are to be mandatorily filled.

1.(a) *Corporate identity number (CIN) of company

Pre-fill

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. *Income-tax permanent account number (Income-tax PAN)

4. *Whether the company is listed ◯ Yes ◯ No

If listed, name(s) of stock exchange(s) where listed

Date(s) of listing

5. Name of the merchant banker appointed by company

6. *Details of paid up capital as on (DD/MM/YYYY) [As per latest audited balance sheet]

S.No.	Details of paid up capital	Amount (in Rs.)
1.	Equity	
2.	Preference redeemable	
3.	Preference convertible	
4.	Others, if any	
5.	Total	

7. *Free reserves or securities premium account or proceeds of any shares or other securities or debts as on (DD/MM/YYYY)

(a) *Free reserves (in Rs.)

(b) *Securities premium account (in Rs.)

(c) *Proceeds of any shares or other securities (in Rs.)

(d) *Debts Secured (in Rs.)

Unsecured (in Rs.)

Total (in Rs.)

8.(a) *Date of Board of directors' resolution approving or authorising the buy back of securities (DD/MM/YYYY)

(b) Date of the special resolution of members authorising buy back of securities (DD/MM/YYYY)

9. *Amount of securities authorised to be bought back (in Rs.)

10.(a) *Date upto which buy back of securities to be completed (DD/MM/YYYY)

(b) *Date of completion of buy back (DD/MM/YYYY)

11.(a) Date on which last buy back was authorised (DD/MM/YYYY)

(b) Details of last buy back

12. Date on which last buy back was completed (DD/MM/YYYY)

13.(a) *Debt to capital and free reserve ratio allowed for company

(b) Details of Government approval for the ratio at serial number '13' above higher than 2:1

14. *Whether there is any subsisting default in the following

(a) Repayment of deposit ○ Yes ○ No

(b) Repayment of interest payable on deposits above ○ Yes ○ No

(c) Repayment of debentures ○ Yes ○ No

(d) Repayment of preference shares ○ Yes ○ No

(e) Payment of dividend to shareholders ○ Yes ○ No

(f) Repayment of term loans to any financial institution or bank ○ Yes ○ No

(g) Repayment of interest on the term loans mentioned above ○ Yes ○ No

15. *Whether there is any default in complying with the provisions of following sections

(a) Section 159 (relating to annual return) ○ Yes ○ No

(b) Section 207 (relating to payment of dividend) ○ Yes ○ No

(c) Section 211 (relating to balance sheet or profit and loss account) ○ Yes ○ No

16. *Date of payment of consideration to all shareholders from whom securities have been bought back (DD/MM/YYYY)

17. *The shareholding pattern after buy back of securities

S.No.	Category of security holders	Securities held before buy back as on [ ] (DD/MM/YYYY)	Securities held after buy back as on [ ] (DD/MM/YYYY)
1.	Government [Central and State]		
2.	Government companies		
3.	Public financial companies		
4.	Nationalised or other bank(s)		
5.	Mutual funds		
6.	Venture capital		
7.	Foreign holdings (Foreign institutional investors, Foreign companies, Non resident indians, Foreign financial institutions or Overseas corporate bodies)		
8.	Bodies corporate (not mentioned above)		
9.	Directors or relatives of directors		
10.	Other top fifty (50) shareholders (other than mentioned above)		
11.	Others		
12.	Total		
*Total number of shareholders			

18.(a) Service request number (SRN) of Form 23

(b) *SRN of Form 62 (option Form 4A) in respect of declaration of solvency

Attachments

1. *Description of securities bought back by the company — Attach
2. *Particulars relating to holders of securities before buy back — Attach
3. Copy of the special resolution passed at the general meeting — Attach
4. Copy of board resolution — Attach
5. Optional attachment(s) - if any — Attach

List of attachments

Remove attachment

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number * dated * (DD/MM/YYYY) to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company

*Designation

*Director identification number of the director or Managing Director; or
Income-tax PAN of the manager; or
Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

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Digital signature of the authorising officer

Confirm submission

(d) for Form 18, following shall be substituted, namely:-

"

FORM 18

[Pursuant to section 146 of the Companies Act, 1956]

Notice of situation or change of situation of registered office

Note - All fields marked in * are to be mandatorily filled.

1.*This form is for ◯ New company ◯ Existing company

2.(a) *Form 1A reference number (Service request number (SRN) of Form 1A) or corporate identity number (CIN) of company

(b) Global location number (GLN) of company

Pre-fill

3.(a) Name of the company

(b) Address of the registered office of the company

(c) Name of office of existing Registrar of Companies (RoC)

(d) Purpose of the form

◯ Change within local limits of city, town or village
◯ Change outside local limits of city, town or village
◯ Change in office of RoC within same state
◯ Change in state within office of same RoC
◯ Change in state outside office of existing RoC

4. Notice is hereby given that

(a) The address of the registered office of the company with effect from

◯ (DD/MM/YYYY) is
◯ The date of incorporation of the company is

*Address Line I
Line II
*City
*District
*State
Country
*Pin code
*e-mail ID

(b) *Name of office of proposed RoC or new RoC

(c) The full address of the police station under whose jurisdiction the registered office of the company is situated

*Name
*Address Line I
Line II
*City
*State
*Pin code

5.(a) SRN of Form 23

(b) SRN of relevant form

(Mention the SRN of related Form 1AD, 21; if applicable)

6.(a) Date of order of company law board (CLB) or any other competent authority (DD/MM/YYYY)

(b) Petition number

Attachments

List of attachments

1. Optional attachment(s) - if any Attach

Remove attachment

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

☐ I have been authorised by the Board of directors' resolution number to sign and submit this form dated (DD/MM/YYYY)

☐ I am authorised to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company

*Designation

*Director identification number of the director or Managing Director; or Income-tax permanent account number (income-tax PAN) of the manager; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/her income-tax PAN)

Certificate

It is hereby certified that I have verified the above particulars (including attachment(s)) from the records of

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

◯ Chartered accountant (in whole-time practice) or ◯ Cost accountant (in whole-time practice) or ◯ Company secretary (in whole-time practice)

*Whether associate or fellow ◯ Associate ◯ Fellow

*Membership number or certificate of practice number

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Digital signature of the authorising officer

"

;

(e) for Form 22, following shall be substituted, namely:-

"

FORM 22

Statutory report

[Pursuant to section 165 of the Companies Act, 1956]

Note - All fields marked in * are to be mandatorily filled.

1.(a) *Corporate identity number (CIN) of company | Pre-fill

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. *Date of notice for holding the statutory meeting (DD/MM/YYYY)

4. *Date of the meeting (DD/MM/YYYY)

5. *Place where the meeting is to be held

Address Line I

Line II

City

State

Country

Pin code

The Board of directors submit this statutory report to the members in pursuance of section 165.

6.*Shares allotted and cash received up to (DD/MM/YYYY)

(a) Shares allotted subject to payment thereof in cash

	Number of shares	Nominal value of each share (in Rs.)	Cash received up to above date (in Rs.)
(i) Equity			
(ii) Redeemable preference shares			

(b) Shares allotted as fully paid up otherwise than in cash and consideration for which they have been allotted

	Number of shares	Nominal value of each share (in Rs.)	Particulars of consideration
(i) Equity			
(ii) Redeemable preference shares			

(c) Shares allotted as partly paid upto the extent of Rs. _____ per share and the consideration for which they have been so allotted

	Number of shares	Nominal value of each share (in Rs.)	Cash received up to above date(in Rs.)	Particulars of consideration
(i) Equity				
(ii) Redeemable preference shares				

Change in particulars of names, addresses and occupation of the company's directors, manager, secretary and auditor(s) (including dates of change)

7. Particulars of directors

(i)

Director identification number (DIN)

Name

Income-tax permanent account number (Income-tax PAN)

Designation

Occupation

Address Line I

Line II

City

State Pin code

ISO country code

Country

Date of change (DD/MM/YYYY)

(ii)

DIN

Name

Income-tax PAN

Designation

Occupation

Address Line I

Line II

City

State Pin code

ISO country code

Country

Date of change (DD/MM/YYYY)

(iii)

DIN

Name

Income-tax PAN

Designation

Occupation

Address Line I

Line II

City

State Pin code

ISO country code

Country

Date of change (DD/MM/YYYY)

8. Particulars of manager

Income-tax PAN		
Name		
Occupation		
Address	Line I	
	Line II	
City		
State		Pin code
ISO country code		
Country		
Date of change		(DD/MM/YYYY)

9. Particulars of secretary

Income-tax PAN		
Name		
Occupation		
Address	Line I	
	Line II	
City		
State		Pin code
ISO country code		
Country		
Date of change		(DD/MM/YYYY)

10. Particulars of auditor(s)

(i)

Membership number of the auditor or auditor's firm's registration number

Income-tax PAN of the auditor or auditor's firm

Name of the auditor or auditor's firm

Occupation

Address Line I

Line II

City

State Pin code

Country

Date of change (DD/MM/YYYY)

(ii)

Membership number of the auditor or auditor's firm's registration number

Income-tax PAN of the auditor or auditor's firm

Name of the auditor or auditor's firm

Occupation

Address Line I

Line II

City

State Pin code

Country

Date of change (DD/MM/YYYY)

11. Particulars and proposed modifications (if any) of any contract which is to be submitted to the statutory meeting for approval.

12.(a) Brief description of underwriting contracts

(b) Reason(s), if contract has not been carried out fully and the extent to which it has not been carried out.

Attachments

1. *Notice of statutory meeting — Attach
2. *Abstract of receipts and payments — Attach
3. *Details of preliminary expenses — Attach
4. Details of the arrears, if any, due on calls from directors and managers — Attach
5. Details of particulars of any commission and brokerage paid or to be paid in connection with the issue or sale of shares or debentures to any director, or manager — Attach
6. Optional attachment(s) - if any — Attach

List of attachments

Remove attachment

Verification

To the best of our knowledge and belief, the information given in this form and its attachments is correct and complete

We have been authorised by the Board of directors' resolution number * [ ] dated * [ ] (DD/MM/YYYY) to sign and submit this form.

To be digitally signed by

1. Managing Director or director of the company [ ]

*Designation [ ]

*DIN of the director or Managing Director [ ]

2. Director of the company [ ]

*DIN of the director [ ]

Certificate

We hereby certify as correct so much of the report as relates to the shares allotted by the company and to the cash received in respect of such shares and to receipts and payments.

Statutory auditor [ ]

*Whether associate or fellow ◯ Associate ◯ Fellow

*Membership number [ ]

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Digital signature of the authorising officer [ ] Confirm submission

(f) for Form 32, following shall be substituted, namely:-

"

FORM 32

[Pursuant to sections 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Companies Act, 1956]

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

Note - All fields marked in * are to be mandatorily filled.

1. *This form is for ◯ New company ◯ Existing company

2.(a) *Form 1A reference number (Service request number (SRN) of Form 1A) or corporate identity number (CIN) of company

(b) Global location number (GLN) of company [Pre-fill]

3.(a) Name of the company

(b) Address of the registered office of the company

(c) e-mail ID of the company

4. Number of Managing Director, director(s) for which the form is being filed

5. Details of the Managing Director, director(s) of the company

I. Details of the Managing Director or director of the company

Director identification number (DIN) [Pre-fill]

Name

Father's name

Present residential address

Nationality Date of birth

◯ Appointment ◯ Cessation ◯ Change in designation

Designation Date of appointment or change in designation (DD/MM/YYYY)

Category

Whether chairman, executive director, non-executive director

☐ Chairman ☐ Executive director ☐ Non-executive director

DIN of the director to whom the appointee is alternate [Pre-fill]

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID

In case of cessation

Hereby confirmed that the above mentioned ◯ Director ◯ Managing Director is not associated with the company with effect from (DD/MM/YYYY) due to

6. Number of manager(s), secretary(s) for which the form is being filed [ ]

7. Details of the manager or secretary of the company

I. Details of the manager or secretary of the company

Income-tax permanent account number (PAN) [ ] ◯ Appointment ◯ Cessation

Whether the secretary is a member of ICSI ◯ Yes ◯ No

Whether associate or fellow ◯ Associate ◯ Fellow

Membership number of the secretary [ ]

First name [ ]

Middle name [ ]

Last name [ ]

Father's name

First name [ ]

Middle name [ ]

Last name [ ]

Present residential address Line I [ ]

Line II [ ]

City [ ]

State [ ] Pin code [ ]

ISO country code [ ]

Country [ ]

Phone [ ] Fax [ ]

Date of birth [ ] (DD/MM/YYYY)

Designation [ ]

Date of appointment or cessation [ ] (DD/MM/YYYY)

e-mail ID [ ]

Verification I

☐ 1. *I confirm that the information given above is true to the best of my knowledge and belief.

☐ 2. It is also hereby confirmed that the consent of the appointee Managing Director, director(s) has been filed as an attachment to this eForm (applicable only in the case of a public company)

Attachments

1. Evidence of payment of stamp duty where qualification shares is involved (This will be mandatory only if the director giving consent agrees to pay for at least one share) Attach
2. Consent(s) of the appointee Managing Director, director(s) Attach
3. Declaration regarding qualification shares Attach
4. Evidence of cessation Attach
5. Optional attachment(s) - if any Attach

List of attachments

Remove attachment

Verification II

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

☐ I have been authorised by the Board of directors' resolution number [ ] dated [ ] (DD/MM/YYYY) to sign and submit this form.

☐ I am authorised to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company (In case of an existing company, person signing the form should be different from the person in whose respect the form is being filed) [ ]

*Designation [ ]

*DIN of the director or Managing Director; or
Income-tax PAN of the manager; or
Membership number, if applicable or income-tax PAN of the secretary
(secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN) [ ]

Certificate

It is hereby certified that I have verified the above particulars (including attachment(s)) from the records of

[ ]

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

◯ Chartered accountant (in whole-time practice) or ◯ Cost accountant (in whole-time practice) or
◯ Company secretary (in whole-time practice) [ ]

*Whether associate or fellow ◯ Associate ◯ Fellow

*Membership number or certificate of practice number [ ]

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Digital signature of the authorising officer [ ] Confirm submission