



**THE INSTITUTE OF
Company Secretaries of India**
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

e-CS Nitor



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- Message from the President
- Women Company Secretaries – Embark on a Journey to Board Seat !!
- Dormant Company – A New Hope
- FAQs on Section 184 : Disclosure of Director's Interests
- Raising Bar on Governance
- Points of View : Electronic Voting : A Step Towards Better Shareholder's Participation ?
- 14th London Global Convention, 28-31 October, 2014 at Millennium Hotel London Mayfair, 44 Grosvenor Square, London W1K 2HP
- Circulars, Notifications, Orders, Amendment, Rules under Companies Act, 2013
(since last issue of e-CS Nitor)

14th London Global Convention
28-31 October, 2014
Millennium Hotel London Mayfair, 44
Grosvenor Square, London W1K 2HP

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Message from President



Dear Member,

May I be a protector for those without one, a guide for all travellers on the way; May I be a bridge, a boat and a ship for all who wish to cross (the water).

by Acharya Shantideva

I am indeed delighted to present another issue of e-CS Nitor, in the beginning of this festive month of October, which is of national importance as we observe the birthdays of Mahatma Gandhiji and Lal Bahadur Shastriji on 2nd October, 2014. Mahatmajiji, advocated, lived and martyred for "**Ahimsa**" which is the greatest ideal of mankind. I recall message by our Hon'ble President of India to the nation, on the eve of Gandhi Jayanti, during last year, "*Gandhi Jayanti is an occasion for us to reflect on the life and contribution of the Father of our Nation. This is a day to re-dedicate ourselves to ideals of the Mahatma who forged the instrument of Satyagraha based on truth, non-violence and power of self-suffering and helped India shed the yoke of colonialism.*" Lal Bahadur Shastriji was true lieutenant of Mahatmajiji and followed his teachings and led a Spartan life and followed scrupulously the highest ethical and moral standards in public life. As professionals, we have to have carry the teachings of these noble persons in our heart and execute them in our actions as well.

The month also carries special meaning to the profession of company secretary, as we would be celebrating our Foundation day on 4th October, 2014. The Government on 4th October, 1968, promoted, The Institute of Company Secretaries of India under Section 25 of the then Companies Act, 1956. The Institute of Company Secretaries of India (ICSI) has since been converted into a statutory body w.e.f. 1.1.1981 under the Company Secretaries Act, 1980.

Since its inception, the Institute is striving hard to accomplish its mission to develop the high calibre professionals facilitating good corporate governance. As the emerging paradigm is constantly changing and making the world more competitive, the profession has to renew, reinvent and reshape itself, if it is to scale new heights. The Companies Act, 2013 has adopted various best practices from around the world like woman directorship, dormant companies, enhanced disclosures, stringent penalties etc. These new concepts are sometimes seen as hurdles however, they offer a host of opportunities for the entrepreneurs and professionals.

Where on one hand, mandating at least one woman director on the board of prescribed class of companies will ensure empowerment of women in the corporate world, concept of dormant company on the other will nurture entrepreneurship and promote inclusive growth. Further, enhanced disclosures and specific definition of fraud with stringent penalties will go a long way in deterring fraudulent practices and promoting better governance.

"As you grow older, your whole life becomes very rich, multifaceted", I believe in the words of Francesa Annis, and in this backdrop the present issue of e-CS Nitor is shaped. I am sure, you will find this issue enriching, and will continue to contribute to the efforts of Institute in our pursuit of professional excellence.

Happy Reading,

CS R. Sridharan

President

president@icsi.edu

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WOMEN COMPANY SECRETARIES- EMBARK ON A JOURNEY TO BOARD SEAT!!

CS Shilpi Thapar*

Practising Company Secretary

A very famous quote by Warren Buffet is: “Harnessing the Talent of Women is key of building economies.”

After spending many years working closely with the boards of some of the leading organizations, I completely agree with the above quote of Mr. Warren Buffet and have come to a simple conclusion that boards need to become more diverse in terms of demographics, gender, backgrounds and competencies in the best interest of their members.

New Era Boards are going global in terms of members and their mindset. Today good governance is not enough but there should be governance with a global vision.

There is a severe need for inclusive, balanced and diverse boards which are more likely to be effective boards with better decision making skills. Diverse boards lead to better understanding of customers and stakeholders. Such boards will have fresh perspectives, new ideas and broad experience.

To increase the boardroom diversity is not an easy task, so the regulators have to resort to legislations in order to bring about change. One such significant step for enhancing board diversity has been taken by Ministry of Corporate Affairs which is introduction of the concept of mandatory appointment of a woman director on the board. At present, women are under-represented on the board of Indian Companies. However, Second Proviso to Section 149(1) read with Rule 3 of The Companies (Appointment and Qualification of directors) Rules, 2014 (Chapter 11) says:

The following class of companies shall appoint at least one woman director-

- (i) every listed company;
- (ii) every other public company having -
 - (a) paid-up share capital of Rs. 100 crore or more; or
 - (b) turnover of Rs. 300 crore or more;

In this regard, Paid up capital or Turnover, as the case may be, as on the last date of latest audited financial statements, shall be taken into account. Existing Companies are required to appoint woman Director within a period of 1 year as required by Section 149(2). Further, any intermittent vacancy of woman director shall be filled-up by the Board at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy whichever is later.

Clause 49 of the Listing Agreement as amended upto September 15, 2014 states that the applicability of clause relating to woman director is, with effect from April 1, 2015.

A Canadian Study titled “Not just the right thing, but the bright thing” for gender diversity specified that boards with 3 or more women on them showed very different governance behaviors to those with all male boards. The more gender balanced boards are, the more likely they are to identify criteria for measuring strategy, monitor its implementation, follow conflict of interest guidelines and adhere to a code of conduct. It ensures better communication and focus on additional non-financial performance measures, such as employee and customer satisfaction, diversity and corporate social responsibility, more director induction programs and closer monitoring of board/accountability and authority.

* The views expressed are personal views of the author and do not necessarily reflect those of the Institute.



This is not just a gender diversity game. It's all about richness of the board as a whole, different people with different skills and perspective to offer, different experiences, background, lifestyles and together they are in a better position to consider issues in a holistic way.

Generally, gender diversity on boards has four key dimensions:

1. Improving performance
2. Accessing the widest talent pool
3. Being more responsive to the Market
4. Achieving better corporate governance

According to Catalyst's most recent report, it is described that company with high representation of women on its board of directors attained significantly higher financial performance. The report found higher financial performance for the companies with higher representation of women board directors in 3 important measures:

1. Return of Equity: On an average, company with the highest percentage of women board directors performed those with the least by 53 percent.
2. Return on Sales: On an average, company with the highest percentage of women board directors outperformed those with the least by 42 percent.
3. Return on Capital invested: On an average, company with the highest percentage of women board directors outperformed those with the least by 66 percent.

Addressing the concern over the lack of women directors on board, many countries are introducing legislation or quotas over the past many years. International interest in women on corporate boards has grown significantly. In year 2000, only USA regularly monitored the proportion of women on top corporate boards. Now at least 12 countries are involved including India. The international statistics of quotas are:

1. **Norway**-proportion of women on the board is 40 percent for listed companies.
2. **Spain**- Women Proportion on the board is 40 percent.
3. **Ireland**: Women Proportion on the board is 40 percent applicable to public limited companies with more than 50 employees.
4. **Finland**- There is Comply or Explain code which requires that every board should have at least one woman.
5. **France**: Women Proportion on the board is 40 percent.
6. **Netherland**: 30 percent quotas for woman for larger companies. Companies would have to explain any non compliance.

The European commission proposed to attain 40 percent of its objective of women in non-executive board positions in large public listed company by 2020.

In USA, women held about 17 percent of the board seats, in UK it is 19 percent, in Norway more than 40 percent and in India, it is about 7 percent of the board seats on listed companies which is really very stumpy figure. The low no. of women on the board is in part a symptom of insufficient numbers emerging at the top of the management structure.



As per latest study, till now in India, 60 percent of companies listed on National Stock Exchange (NSE) have not met with the requirement of having at least 1 women director on their respective board inspite of close upcoming SEBI deadline of 1st October, 2014.

Further, there are many complex barriers and challenges which stand in the way of appointment of women as Director on Corporate Boards globally:

1. Generally, women undervalue their own skills achievements and experiences. I have heard the electrifying TED talk of 2010 of Sheryl Sandberg, COO of Facebook, where she described how women intentionally hold themselves back in their careers and encouraged women to “Sit at the Table”, take risks and pursue their goals with gusto.
2. Corporate often believes that the women do not have specific corporate experiences and they will not understand corporate issues well including corporate board governance.
3. It is believed that women have lack of flexibility around work/life balance particularly around maternity leave and young families.
4. The perception of traditional male cultural environment, the “Old Boy’s Network” and a lack of networking opportunities for women.
5. Family Pressures, Social Customs, Gender Bias and a Shortage of Mentors/Role Models.

Hence, Quotas and some form of legal mechanisms can be effective route to achieve change in the boards. Provisions contained in the New Companies Act, 2013 for mandatory appointment of one woman director on the board in prescribed companies will certainly improve the representation of women directors on the board in phased manner.

So LADIES, How to make your Path to Corporate Boards Seat?

Listed below are some practical and specific steps to get BOARD READY:

1. Plan your career and accept positions where you can demonstrate your leadership skills.
2. Before you walk on the path to board seat, know your values, aspirations, strength, weakness, goals, available time and expertise.
3. Get out of your comfort zone and develop personal skills like leadership, tolerance, professionalism, resolving conflict of interest, decision making, effective communication, analytical and time management, and always be positive, proactive, and creative and have integrity.
4. Gain experiences in areas which can prepare you to analyze business models.
5. Understand how a board works and what is expected from a board member.
6. Be a contributor to the company i.e take profit and loss responsibility of the company.
7. Acquire knowledge of digital technologies, regulatory environment, executive compensation, e-commerce.
8. Brand YOU. Build your brand by being professional and honest.
9. Develop your presentation, professional CV, Business card design and speaking style consistent with the profile your wish to promote.
10. Be active on social media by building your professional profile on LinkedIn, face book, twitter and on other professional groups. It is a powerful networking tool now a day.



11. Share your views on this social media sites and project your public image.
12. Register yourself with Reputed Databanks.
13. Go global- take international exposure.
14. Attend director training programs for Non Executive Directors offered by major universities –INSEAD, HARVARD, NACD, IOD and various workshops conducted by ICSI which will make you board ready.
15. Board membership is both rewarding and a challenging career option, so upgrade your formal education to be attractive to the board.
16. Along with social Skills, develop skills in following areas:
 - Management skills
 - Financial literacy
 - Team Building
 - Human Resource Management
 - Organization Dynamics
 - Cultural Diversity Skills
 - Risk Management
 - Business ethics
 - Strategic planning
 - Accountability
 - Public Speaking
17. Manage your health and fitness, have supporting family and friends, learn to manage your emotions and managing difficult people.
18. Build useful contacts and join professional bodies like CII, Assocham, Chamber of Commerce, and other professional and business associations.
19. The first board seat is often the hardest to get, but as your experience and reputation grows, more opportunities are likely to come your way. So be persistent and keep developing your talents and building your experience.
20. Keep your cool at all times at professional level.
21. Never criticized on people or competitors.
22. It's better to be slow and steady instead of fast and unstable.
23. Always keep your ears and eyes open and speak when necessary.
24. Always be humble at all times regardless of who you are or whatever is your status.

It is the talent driven world. We, as Company Secretaries are already experts in Corporate and Business laws, Taxations and Accountancy which can help the board and executive management to meet their legal workplace obligations and achieve their goals in the best compliant way. We, as Company Secretaries can be a valuable asset to the Board. All women



company secretaries should lean in and target for Board seats and demonstrates how board of companies can be benefitted by having women directors in progress of the company.

Further, I personally feel that just prescribing a mandatory requirement of appointment of at least one woman on the board in certain classes of companies under the Companies Act, 2013 will not serve the purpose. At least 2 women directors should be appointed targeting women representation on the board upto 25 percent in a phased manner. With one women director on the board, quality discussion and performance is not likely to emerge. Moreover, half of the India's population comprises women, so to find efficient and right women for boards would not be a difficult task for Indian Boards.

Companies should not take it as tokenism by appointing one woman on the board but should gain from the skills that a woman brings to the board. Companies have to broad base their search not only from their close networks but from data banks also for searching for efficient women director.

There is an old saying "What gets measured gets done". So, proper disclosures should be made by the company on proportion of women on board, senior executive positions and female employees in the whole organization and women employees should be provided with proper training, flexible working hours, sabbaticals, etc, to encourage them to take board seats.

So all Women Company Secretaries, take a LEAD, LEAN In, make a MOVE and become a Global Board Ready Women!!

References

- Women on Board-2011 from [www. gov.uk](http://www.gov.uk)
- Lean in by Sherly Sandberg from www.catalyst.org
- Online articles on economic times, livemint, etc



DORMANT COMPANY – A NEW HOPE

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Prologue

Dormant Company is one of the several notable concepts introduced by the Companies Act, 2013 which is expected to change the way the business is conducted in India. Introduction of this concept in Indian Corporate Law is a step to harmonize Indian Corporate Laws with the rest of the world, to abreast with the well established practices in the International context.

The literal meaning of the word “Dormant” is “sleeping”. Thus, in general sense dormant company would mean a company which is in a sleeping stage. The term “dormant” is not a defined phrase in company law but in legal sense, a company which is inactive or does not has any significant transactions for a particular period is said to be a dormant company. Further, in the strict legal sense the term dormant has been defined differently by various countries. Similarly, the term significant transaction has also been defined in specific sense.

Any company can be a dormant company whether it is a company limited by shares or limited by liability or a public or a private company. As a matter of fact dormant company is not altogether a new kind of company; rather it is merely a status which is given to a company subject to certain conditions.

Dormant Company - A way forward

Dormant Company offers a host of advantages to its promoters. Promoters get the several benefits available to a company which inter-alia include, separate legal entity, perpetual succession limited liability, legal shelter, easy access to the credits and market etc. The main concerns in maintaining a company are bearing the carrying cost and complying with the various provisions under the corporate laws. By getting the status of a dormant company, one can avoid most of the cost and compliances required in maintaining the company. Several projects require a considerable amount of ground work before actually start operating, getting the status of dormant allows the entrepreneurs to start this ground work under the name of the company and incur minimal carrying cost until the operating activities are actually started.

Also if a company has already been operating as a limited company for a long time and has goodwill in the market, however, due to unavoidable circumstances, it stops trading for a period of time. In this instance, promoters might not want to wind up the company but just want to halt the activities temporarily. Here, they may get the status of dormant company and maintain it until they start functioning again. This will prevent competitors from using, or potentially damaging, the hard-won business reputation.

Setting up a company and then keeping it at dormant stage could be beneficial to the promoters. In case, one has a business idea for future, he may incorporate a company but not start any operating activity and thereafter apply for the status of dormant company. By doing this, the promoter will be able to protect the trading name, hold assets and intellectual property rights (IPRs). The promoter will thus be able to safeguard IPR and also purchase a property at an affordable cost for the future use. In United Kingdom, Dormant companies are commonly used for protecting assets.

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Registering a company at an early stage of a project or an idea would increase the age of the company which could be beneficial while entering into contacts at a later stage. Moreover, the compliance requirements for such companies are less stringent as they are eligible for certain exemptions under corporate laws of respective countries. For instance, the corporate laws of countries like UK, Singapore and India have eased compliance requirements of dormant companies by granting them certain exemptions. These exemptions reduce the mandatory charges like auditor's fee, filing fee etc. and thereby reduce the expenses of the company.

Further, the new provisions have made the process of winding up easy for the companies which remain inactive for particular period of time and thus made weeding out of inactive company easier for the Government. It may be noted that the normal process of winding up is also not easy and one has to go through lengthy administrative process of closing down the company.

International Scenario

Though the concept of Dormant company is new in India but it is a very successful form of business in several countries. The Countries like United Kingdom, Hong Kong and Singapore already support setting up of dormant companies and grant certain exemptions to them. The intention behind these exemptions is to treat them on a different footing so that they do not need to comply with all the provisions of the Act. The status of Dormant Companies under some of the significant jurisdictions is discussed hereunder.

United Kingdom

As per the available data, around 19% of companies in the UK are recorded to be as dormant. The term dormant companies have been defined differently by the Companies House and HM Revenue & Customs (HMRC). As per the UK's tax authority, HMRC, a company which is not active, not liable for Corporation Tax or not within the charge to Corporation Tax is considered as a dormant company. However, section 1169 of the Companies Act, 2006 states that a company is dormant if it has no significant accounting transactions during the accounting period.

The UK company law further defines significant transaction as one which is required to be entered in the accounting records of the company under section 386. Further, it specifically excludes the payments for shares taken by subscribers to the memorandum of association or fees paid to registrar of Companies for a change of company's name, registration or filing of annual returns or any civil penalty for late filing of accounts while determining the dormancy status of the company.

A dormant company is exempt from having audit of accounts for the financial year in which it has remained dormant. Further, it is not required to annex Director's report and Profit and Loss accounts along with Dormant company Accounts. Dormant company can prepare and deliver Balance sheets and the notes in an abbreviated form. These exemptions can also be claimed by a dormant subsidiary company whose parent undertaking is registered under the law of an Economic European Area state. However, these exemptions are available subject to fulfillment of certain conditions prescribed therein.

In UK, a company can start trading again or remain dormant for indefinite period. A dormant company may start trading again; in such a case the company will cease to be exempt.



Hong Kong

Hong Kong's Companies Ordinance allows a private company to declare itself as a dormant company. This option is available to a private company where it is required to pass a special resolution and deliver the same along with the required documents to the Registrar, provided the company doesn't enter into any relevant accounting transaction. Relevant transaction is one which is required to be entered in the books of accounts of the company under Section 121 of the Ordinance but any transaction arising from the payment of fee required by any Ordinance is to be disregarded. Under Hong Kong corporate laws, a dormant company is exempt from the requirements of appointing an auditor, holding the Annual General Meetings and preparing financial statements and reports which are to be laid before an AGM. These exemptions are withdrawn when the company enters into relevant transaction.

Singapore

Section 205B of Singapore Companies Act deals with the provisions relating to Dormant Companies. Under Singapore corporate law a company is considered to be dormant during a period in which it doesn't have any accounting transaction for the concerned financial year and on the occurrence of any such transaction the company ceases to be dormant. The term accounting transaction includes all transaction which is required to be recorded by Section 199(1) of the Act. However, transactions relating to issue of shares to subscribers of memorandum, appointment of secretary or auditor, maintenance of books, registers and registered office, fine or default penalty etc. are disregarded. The dormant companies have to file annual return along with a declaration by director however they are exempted from audit requirements. The exemption is available only for the financial year in which the company remains dormant throughout the financial year.

Dormant Company under Indian Corporate Laws

Genesis in Indian Legislative Framework

In Indian legislative framework, the genesis of the concept of Dormant Company could be traced in the recommendations of Dr. JJ Irani Committee based on which the Companies Bill, 2008 classified companies as- One Person Companies, Dormant Companies and Small Companies and specified less stringent regulatory provisions for these companies.

Clause 414 of Companies Bill 2008 and subsequently Clause 455 of the Companies Bill 2009 proposed that where a company is formed and registered under this Act for a future project or to hold an asset or intellectual property and has no significant accounting transaction, such a company or an inactive company may make an application to the Registrar in such manner as may be prescribed for obtaining the status of a dormant company.

The latter of the aforementioned bill was passed by the Parliament and became Companies Act, 2013. The sections dealing with the specific provisions relating to Dormant Companies under the Act inter-alia includes Section 455, 173 (5), 248 (1) (c) and 2(40). The Central Government has also notified the Companies (Miscellaneous) Rules, 2014 which prescribes detailed provisions and procedures relating to the Dormant Companies.

Provisions related to Dormant Company

The Companies Act, 2013 doesn't give specific definition of the word Dormant Company. However, Section 455(1) of the Act states that "Where a company is formed and registered under this Act for a future project or to hold an asset or intellectual property and has no significant accounting transaction, such a company or an inactive company may make an application to the Registrar in such manner as may be prescribed for obtaining the status of a dormant company".



Thus, from the above statement, it is clear that a company does not become dormant on itself, it has to apply to the registrar to get the status of the dormant company. A company can get this status provided it remains inactive or it does not has any significant accounting transactions.

The explanation to the section 455 (1) contains the meaning of “significant Accounting Transaction” and “Inactive Company”

(i) “Inactive company” means a company which has not been carrying on any business or operation, or has not made any significant accounting transaction during the last two financial years, or has not filed financial statements and annual returns during the last two financial years;

(ii) “Significant accounting transaction” means any transaction other than —

- (a) Payment of fees by a company to the Registrar;
- (b) Payments made by it to fulfil the requirements of this Act or any other law;
- (c) Allotment of shares to fulfil the requirements of this Act; and
- (d) Payments for maintenance of its office and records.

Proviso to Rule 3 of The Companies (Miscellaneous) Rules, 2014, has further laid down certain conditions fulfillment of which is essential to be eligible to apply for the status of dormant Company. These conditions are:

- ✓ No inspection, inquiry or investigation has been ordered against the company;
- ✓ No prosecution has been initiated or pending;
- ✓ Neither having any outstanding public deposits nor default in payment or interest;
- ✓ Not having any outstanding loan, in case there is any outstanding unsecured loan the company should take consent of the lender ;
- ✓ No dispute in the management or ownership of the Company and a certificate regarding this shall be enclosed with Form MSC-1;
- ✓ Not have any outstanding statutory dues, taxes, duties;
- ✓ Not defaulted in the payment of workmen’s dues;
- ✓ The securities of the company are not listed on any stock exchange within India or outside.

Thus any company which remains either inactive or doesn’t have any significant transaction and fulfills the aforementioned conditions has to follow following procedure to get the status of the dormant Company:

1. Hold a Board Meeting
 - ✓ Authorize a director to make application to Registrar of Companies
 - ✓ Issue Notice of General Meeting
 - ✓ Engage an Auditor to get certificate regarding
2. Hold Extra Ordinary General Meeting and Pass Special Resolution to this effect or obtain consent of shareholders holding 3/4th value of paid up share capital.
3. File E-form MGT-14 with Registrar of Companies and attach the following documents:
 - ✓ Notice of EGM along with Explanatory Statement
 - ✓ Copy of Special Resolution.



4. File Form MSC-1 with the registrar along with the requisite fee as per the Companies (Registration Offices and Fees) Rules, 2014 and the following attachments:
- ✓ Copy of Board Resolution.
 - ✓ Copy of Special Resolution.
 - ✓ Auditor's Certificate.
 - ✓ Statement of Affairs duly certified by Chartered Accountant or Auditor(s) of the company
 - ✓ Latest Financial Statement and Annual Return of the Company
 - ✓ Certificate regarding no dispute in the management or ownership
 - ✓ Consent of lender, if any loan is outstanding.

The Companies (Registration Offices and Fees) Rules, 2014 has prescribed the following fees for applying for the status of Dormant Company in Form MSC-1

Application made	Other than OPC & Small company	OPC & Small company
By a company having an authorized share capital of:		
a) Up to Rupees 25,00,000	2,000	1,000
b) Above Rupees 25,00,000 but up to Rupees 50,00,000	5,000	2,500
c) Above Rupees 50,00,000 but up to Rupees 5,00,00,000	10,000	N/A
d) Above Rupees 5,00,00,000 but up to Rupees 10 crore or more	15,000	N/A
e) Above Rupees 10 crore	20,000	N/A
By a company limited by guarantee but not having a share capital	2,000	N/A

Once the company has made the application, the Registrar considers the same and if satisfied issues the Certificate granting the status of Dormant Company to the applicant in Form MSC-2. The Registrar maintains the register of Dormant Company. As per Rule 5 of the Companies (Miscellaneous) Rules, 2014, this has to be maintained either on www.mca.gov.in or any other website notified by the Central Government.

Compliances by Dormant Company

As per the various provisions of Companies Act 2013 and the rules made there under, major provisions applicable to Dormant Companies inter alia include:

- ✓ *Minimum number of directorship:* As per section 149 (1) of the Companies Act read along with Rule 6 of the Companies (Miscellaneous) Rules, 2014, dormant company shall have a minimum number of three directors in case it is a public company, two directors in the case it is a private company, and one director in the case of a One Person Company.
- ✓ *Rotation of Auditors:* As per proviso to Rule 6 of the Companies (Miscellaneous) Rules, 2014, the provisions related to rotation of auditors is not applicable on the dormant companies.



- ✓ *Annual Return:* As per Rule 7, Dormant Company shall file annual return indicating financial position of the company. The annual return shall be audited by a Chartered Accountant in practice in Form MSC-3 and shall be filed within 30 days from the end of the financial year. Further, the dormant company shall also file the return or returns of allotment and change in directors as per the relevant provisions of the Act and the rules made there under.
- ✓ *Financial Statement:* As per proviso to Section 2 (40), a Dormant Company is not required to enclose Cash Flow Statement in its Financial Statements.
- ✓ *Board Meeting:* Section 173(5) provides that a Dormant Company is required to conduct at least one meeting of the Board of Directors in each half of a calendar year and the gap between the two meetings shall not less than ninety days.
- ✓ *Grounds of application in MSC-1:* A dormant company shall comply with the grounds of application in Form MSC-1, in case the dormant Company omits any of these conditions, it shall within 7 days of such omission or event file an application to obtain the status of active company as per Rule 8 of the Companies (Miscellaneous) Rules, 2014. In case the company fails to intimate the register, then the registrar having reasonable cause to believe that the dormant company is not actually a dormant company may suo-moto initiate a proceeding for enquiry under 206 of the Act. If on enquiry it is found that the company has actually been functioning, the registrar may remove the name of the Company from register of Dormant Company and treat it as an active company.
- ✓ *Life of a Dormant Company:* Under Indian legislative framework a company cannot remain dormant forever. In case a company remains dormant for consecutive 5 years, Registrar shall initiate the process of striking off the name of the company. Further, in case, a company is neither carrying on any business or operation for a period of two immediately preceding financial years nor has it made any application for obtaining the status of a dormant company under section 455 then the name of such company is removed from the register of Companies subject to provisions of Section 248 (1) of the Companies Act.
- ✓ *Applying for Status of Active Company:* A dormant company may at any time before expiry of 5 years from the grant of status of dormant company apply to get the status of active company. Rule 8 of the Companies (Miscellaneous) Rules, 2014, provides that the application in this regard has to be made in Form MSC-4 along with the applicable fees and return (in respect of the financial year in which application for obtaining status of active company is being made) in Form MSC-3. The registrar will then consider this application and issue a certificate allowing the status of active company in Form MSC-5

End Note

The Dormant Company is one of the several concept introduced by the Companies Act, 2013 with the aim to have far-reaching implications. It provides platform for the entities to emerge bigger and stronger. Dormant Company is an enabler that facilitates companies based on IPRs. As the project grows, dormant companies can get themselves converted into an active company. However, the concept of dormant is still at a nascent stage and some provisions related to it need further clarity.

FAQS ON SECTION 184: DISCLOSURE OF DIRECTOR'S INTERESTS

Vinita Nair*

Practising Company Secretary

1. What is the inherent philosophy of section 184?

The inherent philosophy is to ensure that the Directors never compromise on the fiduciary position that they occupy in relation to a Company and accordingly exclude themselves from the decision making in the matter of such contracts or arrangements wherein there is a personal interest involved.

2. There are two separate disclosure requirements in section 184 – section 184 (1) and section 184 (2). What is the respective scheme of these two?

Disclosure under section 184 (1) is a general notice of disclosure given by every director about his concern or interest in any company (ies), bodies corporate, firms or other association of individuals, along with shareholding. This is required to be given on 3 occasions mentioned under answer to **Query 4**:

Disclosure under section 184 (2) is a specific disclosure given by the director at the meeting of the Board in which a contract or arrangement is discussed and entered into/proposed to be entered into with any entity in which such director has interest in the manner/ to the extent specified therein.

3. Who all are covered by the disclosure requirements?

All directors of a Company are covered under the disclosure requirement given under section 184(1).

Disclosure under section 184 (2) is a specific disclosure which is to be given when the Company enters/ proposes to enter into a contract with an entity.

Following directors are covered under the same in case of contract/ arrangement with a body corporate:

- Director who individually or in association with another director holds a shareholding of that body corporate of more than 2%.
- Director who is a promoter/manager/ CEO of the other body corporate.

Following directors are covered under the same in case of contract/ arrangement with a firm or other entity:

- Director who is partner/ owner or member of the firm/ other entity.

General disclosure under section 184 (1):

4. How often is the disclosure required under sub-section (1)?

Disclosure under section 184 (1) is required to be given by every director on 3 occasions

- At the first Board Meeting in which he participates as a Director post appointment;
- At the first Board Meeting held in every financial year;

* The views expressed are personal views of the author and do not necessarily reflect those of the Institute.



- At the first Board Meeting held after any change in the interest or concern in the disclosures already made earlier.
 - This means that the concerned director needs to evaluate the position from the last disclosure given and accordingly if there is any change the same has to be disclosed at the ensuing Board Meeting.

5. What is the manner of disclosure?

The manner of disclosure has been specified under Rule 9 (1) of The Companies (Meetings of Board and its Power) Rules, 2014. The same has to be given by the Director in form MBP-1.

6. Which all entities are covered by the list of disclosures?

Companies, bodies corporate, firms and association of individuals are covered by the list of disclosures. Basically, all the entities where the director has a pecuniary interest, Club memberships need not be included in the disclosures.

7. Is it necessary for a director to give disclosure of his shareholdings in companies, irrespective of how much shareholding he has?

Yes, it is necessary for a director to give disclosure of any of his shareholdings in companies while giving the general disclosure of interest on each of the 3 occasions stated under answer to **Query 4**. The exemption stated in section 184 (5) (b) becomes applicable at the time of entering contract or arrangement. However, there is no exemption from the compliance of provisions of section 184 (1). In order to ascertain whether any of the directors hold 2%, either individually or together with other directors, of the paid up share capital in any other company, it is essential to have details of shareholding held by each director in such entities. Disclosure of information in Form MBP-1 obtained from such directors will form the basis to decide the same.

Contract-related disclosures under section 184 (2):

8. How is the disclosure to be made under section 184 (2)?

There is no particular format/ mode/ manner for the Disclosure. The only requirement is that the disclosure should be made at a Board Meeting.

9. At what point is the disclosure required?

Disclosure under section 184 (2) is to be made by the Director at the meeting of the Board in which a contract or arrangement is discussed and entered into/proposed to be entered into with any entity in which such director has interest in the manner/ to the extent specified therein.

In case the Director becomes concerned or interested after the contract or arrangement is entered into, such disclosure is required to be made forthwith at the first meeting of the Board held after he becomes concerned or interested.

10. Is disclosure all in section 184(2)?

Section 184 (2) not only stipulates disclosure requirement by the interested director but also mandates to ensure that the interested Director does not participate in the Board proceedings at such meeting.

Register of contracts:

11. What all particulars are required to be put into register of contracts?

The details to be entered into the register of contracts is divided into two parts viz. Part A which pertains to details of contracts or arrangements with any related parties under section 188 or in which any director is interested under section



184 (2) and Part B which pertains to names of bodies corporate, forms or other association of individuals in which any director is having any concern and accordingly has given disclosure under section 184(1).

- **Details to be entered into under Part A of Register of Contracts:**

- o Date of contract /arrangement;
- o Name of the party with which contract is entered into;
- o Name of interested director;
- o Relation with director/ company/ nature of concern or interest;
- o Principal terms and conditions;
- o Whether the transaction is at arm's length basis;
- o Date of approval at the meeting of the Board;
- o Details of voting on such resolution (No of directors present in the meeting, voting in favour, voting against, remaining neutral);
- o Date of the next meeting at which register was placed for signature;
- o Reference of specific items- (a) to (g) under section 188 (1);
- o Amount of contract;
- o Date of shareholders approval, if any;
- o Signature and Remarks, if any.

- **Details to be entered into under Part B of Register of Contracts:**

- o Names of the Companies/ bodies corporate/ firms/ association of individuals.
- o Name of the interested director;
- o Nature of interest or concern/ Change in interest or concern
- o Shareholding, if any;
- o Date on which interest or concern arose/ changed.

Proviso to Rule 16 (1) of the Companies (Meetings of Board and its Power) Rules, 2014 states that the particulars of the Company or companies or bodies corporate in which a director himself or together with any other director holds less than or equal to 2% of the paid up share capital would not be required to be entered in the register.

12. Section 189 requires not just the disclosures at the time of taking up an office, but also relinquishment of the office. Is this sensible?

It is necessary in order to ensure that the register maintained is up-to –date and accordingly it may be determined whether provisions of section 188 become applicable in future while transacting with such company.



Further, subsequent to relinquishment of office, if the director also transfers the shares held in such company then any contract or arrangement with such company shall not attract provisions of Section 184 (2).

Thus, disclosure of relinquishment and change in director's shareholding in any of the companies is essential to determine applicability of provisions of Section 184 and 188.

13. Section 189 seems to require the entering of the general disclosure under section 184 (1) also in the register of contracts. Is that true?

Yes, Part B of form MBP-4 requires entering every detail obtained from director in the form of general disclosure of interest under section 184 (1) in form MBP.1 in the register of contracts.

14. Who all have the right to inspect the register of contracts?

As per section 189 (3) read with Rule 16 (4) of the Companies (Meetings of Board and its Power) Rules, 2014, any member of the company has the right to inspect the register of contracts and the extracts from the register maintained may be furnished to any member of the company on payment of such fee as may be prescribed in the Articles but not exceeding ten rupees per page. It is not meant to be inspected by non-members or public at large.

15. Are the disclosures made in form MBP-1 also to be retained?

Yes, pursuant to Rule 8 (3) of the Companies (Meetings of Board and its Power) Rules, 2014, such disclosures in form MBP-1 needs to be kept at the registered office of the company and needs to be retained and preserved for a period of eight years from the end of the financial year to which it relates and needs to be kept in the custody of the company secretary of the company or any other person authorized by the Board for the purpose.

Taking of note of disclosures by the board:

16. How does the Board take note of the disclosures made by the directors?

The Board is required to pass a resolution taking note of the disclosure given by a directors at the meeting of the Board in terms of Section 179 (3) (k) read with Rule 8 (5) of Companies (Meetings of Board and its Power) Rules, 2014.

17. Does the Board have to take note of disclosures by the KMPs too?

By virtue of provisions of Section 189 (2), KMPs are also required to disclose to the company the particulars mentioned in Section 184 (1) within a period of 30 days of his appointment or relinquishment of his office. Since there is no specific format stated for KMPs, the same may be given in Form MBP-1.

Further, the listing agreement even stipulates that Senior management (all members of management one level below the executive directors including all functional heads) shall make disclosures to the board relating to all material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

Filing of form MBP -1

18. Does form MBP-1 have to be filed anywhere, or attached with any form?

Form MBP-1 need not be filed anywhere or attached to any form. The details need to be simply entered into the register of contracts maintained in form MBP-1.



Contravention of Provisions

19. What is the effect of non-compliance of the provisions pertaining to disclosure?

By virtue of provisions of Section 184 (4), if a director contravenes the provisions of sub-section (1) or sub-section (2), such director shall be punishable with:

- imprisonment for a term which may extend to 1 year; **or**
- with fine which shall not be less than Rs. 50,000 but may extend to Rs. 1,00,000; **or**
- Both

Further, by virtue of Section 189 (6), every director contravening provisions of the section shall be liable to a penalty of Rs. 25,000.

Contravention of provisions of Section 184 shall result in vacation of office of director by virtue of Section 167 (1) (c).

RAISING BAR ON GOVERNANCE

M R Umarji*

Partner, Alliance Corporate Lawyers, Mumbai

For the first time the term ‘fraud’ has been defined under the Companies Act. Section 447 of the Companies Act, 2013 defines fraud and provides for provisions related to punishment for fraud which could be imprisonment for a term, not less than six months but which may extend to 10 years and fine which shall not be less than the amount involved in the fraud but which may extend up to three times the amount involved in fraud. The explanation to section 447 defines ‘fraud’ as under

“Explanation.- For the purposes of this section-

- (i) ***“fraud” in relation to affairs of a company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss;***
- (ii) ***“wrongful gain” means the gain by unlawful means of property to which the person gaining is not legally entitled.***
- (iii) ***“wrongful loss” means the loss by unlawful means of property to which the person losing is legally entitled.”***

It is seen from the definition of fraud contained in the explanation to section 447 that a person will be guilty of offence of fraud under the Act if committed with intent to deceive or gain undue advantage from or injure the interests of –

- the company;
- its shareholders;
- its creditors; or
- any other person

It is clear from the above provisions that any act or omission, concealment of any fact or abuse of position committed by any person with intent to deceive, to gain undue advantage from or injure the interest of any company or its shareholders or its creditors or any other person, constitutes fraud. Since this is an offence under the Companies Act, 2013 while under the general criminal law fraud is not an offence, the words “any other person” will have to be interpreted ‘ejusdem generis’ to include persons who are connected with the company. Various acts, omissions or other conduct which shall amount to fraud punishable under section 447 of the Act are listed below:

* *The views expressed are personal views of the author and do not necessarily reflect those of the Institute. This article was published in August, 2014 issue of BCAJ*

Section	Conduct treated as 'Fraud'
7(5)	Furnishing false information or suppressing material fact in documents or declaration filed for incorporation of a company.
34	misstatements in prospectus
36	fraudulent inducements to invest, making false promises, forecasts or statements
38(1)	Personation for acquisition of securities, or making multiple applications for acquiring securities
46(5)	Issue of duplicate shares with intent to defraud
56(7)	Transfer of shares with intent to defraud (only Depository or Depository Participant is liable)
66(10)	Reduction of capital – concealing name of creditor or misrepresenting amount or nature of debt or is privy to such concealment or misrepresentation
140(5)	Auditor acting in fraudulent manner or in fraud by or in relation to a company, against whom final order has been passed by the Tribunal.
206(4)	Business of Company being carried on for a fraudulent or unlawful purpose
213	Business of the company being carried on with intent to defraud creditors, members or any other person or for fraudulent or unlawful purpose.
229	Furnishing false statement, mutilation or destruction of documents, falsification of documents or providing false explanations during the course of inspection/inquiry/investigation
251(1)	Fraudulent application for removal of name
339(3)	Carrying on business of a company with intent to defraud creditors or for any fraudulent purpose
448	False statement in any return, statement, report, certificate, prospectus or other document for the purposes of any provision of the Act.

Under section 212(6) all the above offences are cognizable offences and no person accused of any offence under above sections can be released on bail without giving opportunity to be heard to the Public Prosecutor.

The new Company Law provides for establishment of Special Courts to try the offences under the Act and pending such establishment, the offences are to be tried by a Court of Session exercising jurisdiction over the area (section 440 of the Companies Act, 2013).

Serious Fraud Investigation Office

The new law also provides for establishment of Serious Fraud Investigation Office (SFIO) and till it is established under section 211(1), the present SFIO established under administrative orders referred in the Proviso to section 211(1) shall deemed to be SFIO for the purpose of section 211. The Central Government can assign investigation into affairs of any



company to SFIO and if there is any offence under investigation by SFIO no other investigation authority including the State Police, can continue or commence investigation under the Companies Act, 2013.

Under the provision of the new law, the SFIO has been given a statutory status and powers of investigation under the Code of Criminal Procedure, 1973 have been vested in SFIO. Sub-section (17) of section 212 makes specific provision for sharing of any information or documents available with any other investigating authority or income-tax authorities with SFIO and likewise SFIO can share information or documents available with it with any other investigating authority or income-tax authorities.

Fraud as a civil wrong

Fraud is defined in the Indian Contract Act, 1872. Section 14 of the Contract Act defines free consent inter alia as consent not caused by fraud as defined in section 17 of the Contract Act. Section 17 provides that:

“17. “Fraud” means and includes any of the following acts committed by a party to a contract, or with his connivance, or by his agent, with intent to deceive another party thereto or his agent, or to induce him to enter into the contract:-

- (1) the suggestion, as a fact, of that which is not true, by one who does not believe it to be true;***
- (2) the concealment of a fact by one having knowledge or belief of the fact;***
- (3) a promise made without any intention of performing it;***
- (4) any other fact fitted to deceive;***
- (5) any such actor omission as the law specially declares to be fraudulent.***

Explanation.- Mere silence as to facts likely to affect the willingness of a person to enter into a contract is not fraud, unless the circumstances of the case are such that, regard being had to them, it is the duty of the person keeping silence to speak, or unless his silence is, in itself, equivalent to speech.”

Section 19 of the Indian Contract Act, 1872 further provides that when consent to an agreement is caused by coercion, fraud or misrepresentation, the agreement is avoidable at the option of the party whose consent was so caused. The Indian Contract Act therefore provides that a victim of fraud can avoid the agreement entered into acting on fraudulent acts but there are no provisions making fraud an offence punishable with imprisonment or fine.

Cheating is crime under IPC:

The Indian Penal Code, 1860 is the law of crimes applicable in India and Section 415 of the said Code defines the offence of cheating, as under:

“415. Cheating.- Whoever, by deceiving any person, fraudulently or dishonestly induces the person so deceived to deliver any property to any person, or to consent that any person shall retain any property, or intentionally induces the person so deceived to do or omit to do anything which he would not do if he were not so deceived, and which act or omission causes or is likely to cause damage or harm to that person in body, mind, reputation or property, is said to “cheat”.

Explanation.-A dishonest concealment of facts is a deception within the meaning of this section.”

Fraud is not an offence under the law of crimes.

Offence of the cheating under the IPC requires:

“(1) deception of any person; (2)(a) fraudulently or dishonestly inducing that person; (i) to deliver any property to any person; or (ii) to consent that any person shall retain any property; or (b) intentionally inducing that person to do or omit to do anything which he would not do or do or omit if he were not so deceived, and which act or omission causes or is likely to cause damage or harm to that person in body, mind, reputation or property (Hridaya Ranjan Prasad Verma v State of Bihar AIR 2000 SC 2341: (2000) 4 SCC 168: 2000 SCC (Cri) 786: 2000 Cr LJ 298).”

Fraud is a deception deliberately practiced in order to secure unfair or unlawful gain and is a civil wrong. Fraud in criminal form is cheating or theft by false pretence, intentional deception of victim by false representation or pretense. It needs to be noted that abuse of position with intent to deceive or gain undue advantage does not amount to cheating under section 415 IPC. If one compares the wordings of section 447 of the Companies Act, 2013 with the provisions in section 17 of the Contract Act and section 415 of IPC, it is clear that offence of fraud under the Companies Act is based on the Contract Act, which treats fraud as a civil wrong. It is therefore possible that a person guilty of fraud under the Company Law may not necessarily be guilty of cheating under the Indian Penal Code.

New provisions contained the Companies Act, 2013 defining fraud and establishing the Serious Fraud Investigation Office conferring powers of investigation under the Code of Criminal Procedure are intended to ensure that the Directors and other persons managing the affairs of a Company act honestly and diligently to protect the interest of the company they represent and the shareholders and creditors of the Company. Any act or omission or concealment or abuse of position to gain advantage for themselves or other persons, on the part of persons managing the company will amount to a fraud punishable under section 447.

The coverage of fraud generally as provided in the Companies Act, 2013 does not differentiate between types of fraud. The Penal provision for the offence does not differentiate between a material fraud and a non-material fraud. The quantum of the offence would be the same, whether there is a non-material fraud (loss of materials worth Rs. 100/- by fraudulent methods in a large manufacturing company) or a material fraud (siphoning of funds in a large company worth Crores of rupees). The argument could be that a fraud is a fraud, whether material or non-material.

It is an accepted fact that there are successful businessmen in the corporate world who possess positive qualities and survive and prosper by doing business honestly in accordance with the rules and regulations and do not derive any benefits for themselves or others except those which are legitimately due to them. But there are many who achieve success and appear to be playing according to rules but are experts in adopting various tactics to deceive and gain undue advantage for themselves and others. It is for dealing with such unscrupulous persons that the law has been amended and the new provisions are intended to ensure compliance and observance of principles of corporate governance by all companies.

Apparently the Company Law is harsher in treating fraud as a criminal wrong but considering wide spread incidence of frauds in the corporate sector which are being committed through many media including mail, wire phone and internet having international dimensions such treatment of frauds is justified. New provisions in the Companies Act, 2013, are comparable to the definition of fraud under English law.

In England the provisions contained in the Theft Act, 1968 are replaced by the Fraud Act, 2006 which provides that any person by making a false representation or failing to disclose information or by abuse of his position makes any gain for himself or anyone else or inflicting a loss on another shall be guilty of fraud. Provisions in the English law are more elaborate defining false representations, concealment or non-disclosure of information and abuse of position. The other major difference between our section 447 and the Fraud Act, 2006 in England is that the English law is criminal law applicable to any victim of fraud unlike Indian law which restricts the law to the victims who are companies or their

shareholders or creditors or other persons like investors who are victims of fraudulent acts. Considering the wide ramifications of frauds in the capital market, insurance & banking sector, non-banking entities like chit funds, ponzi schemes for marketing goods and other money circulation schemes, there is a need to amend our criminal law on the lines of the Fraud Act, 2006 enacted in England. In other words the provisions relating to fraud in the Companies Act, 2013 need to be converted into general law having universal application like the Indian Penal Code.

One other significant provision in the definition of fraud is treatment of abuse of position with intent to gain undue advantage from any person as fraud. Such a provision in effect amounts to providing punishment for bribery and corruption in the private sector. To illustrate, if a Purchase Officer of a company takes a kickback from a supplier of raw-material to the company, or a Director sells his personal property to the Company at inflated price, such persons will be guilty of abusing their position as Purchase Officer or Director for undue advantage for themselves. The general law of Prevention of Corruption Act, 1988, is applicable to Public Servants as defined in the said Act which is not applicable to Directors and Officers of Companies in the private sector because they are not public servants. Now with enactment of section 447 in the Companies Act, 2013, Directors and Officers of private sector companies abusing their position for personal gain or to give advantage to any other person can be prosecuted and punished for fraud.

The efficacy of the new provisions creating offence of fraud ultimately depends on establishment of Special Courts as contemplated under chapter XXVIII of the new Act for the purpose of trial of offence under the Companies Act, 2013, and expeditious trial and punishment of persons guilty of fraud. Speedy trial of fraudsters is the key for improved levels of protection of interests of investors and other stakeholders of corporate, as well as observance of principles of corporate governance by the corporate.

Considering the wide spread incidence of frauds in all sectors of the economy, there is a need to examine whether Indian Penal Code needs to be amended on the lines of the Fraud Act, 2006 enacted in England.

Points of View

ELECTRONIC VOTING: A STEP TOWARDS BETTER SHAREHOLDER'S PARTICIPATION?*

E-Voting is an internet based system through which shareholders may participate in larger number, in the decision making process of companies. E-voting has made voting easy and convenient for the shareholders enabling them to cast their votes on company resolutions. The system records votes and process them automatically which facilitates declaration of voting results in a very short time. E-voting is a step towards better corporate governance supports green initiatives and also increases transparency in voting process. E-voting gives an opportunity to shareholders to vote from anywhere and thus also increases the voting participation of shareholders.

It is practically not feasible for the shareholders of the company to be physically present in every general meeting of the company. Therefore the Companies Act, 2013 has introduced voting through electronic means (e-voting) in accordance with section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which initiated one step forward over the concept of Resolution through Postal Ballot under section 192A of the then Companies Act 1956. MCA also gave clarification with regard to voting through electronic means in its General Circular no. 20/2014 dated 17th June, 2014

Though e-voting proves advantageous and beneficial, the disadvantages of e-voting, however cannot be ignored. The user id and password is sent to shareholders via email or post which can be misused if fallen into wrong hands or there is a chance of getting lost in transit. The shareholders who opt for e-voting may not be able to discuss, argue or convince on any matter because the voting is done electronically. The shareholders who opt for e-voting may vote only on the information received by them through post or e-mail. Therefore, the shareholder may have to forgo his right to ask question, seek clarification and receive responses before he decides which way to vote.

Lack of awareness amongst the shareholders regarding e-voting is also another weakness of e-voting. In India, the concept of e-voting is new and there is a lack of proper network and infrastructure. The Government, Regulatory Bodies, and Companies may conduct awareness programs for shareholders and provide proper platform for voting so that shareholders may get aware of what exactly the e-voting is and can participate in large number.

Apart from the above issues, there is no doubt that e-voting will prove to be an effective tool with the shareholders as it gives the opportunity to shareholder to vote from anywhere if he is unable to personally attend the meeting. After introduction of e-voting the shareholder now need not to appoint proxy to vote on his behalf if he is able to exercise e-voting. Thus, it reduces the burden of the shareholder.

* Contributed by Dr. Pankaj Jain, Assistant Professor, Dte. of Academics, ICSI. The views expressed are personal views of the author and do not necessarily reflect those of the Institute.

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- **Rt Hon Patricia Hewitt**, Chair, UK India Business Council (UKIBC)
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- **Rt Hon Alok Sharma**, Member Parliament for Reading West, House of Commons, UK
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- **R. Sridharan**, President, The Institute of Company Secretaries of India
- **Andrew Ratcliffe**, Deputy- President, The Institute of Chartered Accountants of England & Wales (ICAEW) & Sr Partner, PricewaterhouseCoopers LLP
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**Circulars, Notifications, Orders, Amendment, Rules
under Companies Act, 2013**
(since last issue of e-CS Nitor)

**F.No.05/01/2014-CSR
Government of India
Ministry of Corporate Affairs**

5th Floor, 'A' Wing
Shastri Bhawan, Dr. R.P. Road,
New Delhi-110001
Dated: 17.09.2014

To

All Regional Director,
All Registrar of Companies
All Stakeholders

Subject : Clarification with regard to provisions of Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013

Sir,

In continuation of the General Circular No. 21 of 2014 dated 18.06.2014, the following clarification are hereby issued:

- (i) Rule 4(6) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 as notified on 27.02.2014 has been amended by notification dated 12.09.2014; and
 - (ii) Consequently, clarification (iv) in General Circular No. 21 of 2014 dated 18.06.2014, stands omitted.
2. This issues with the approval of Competent Authority.

Yours Faithfully,

Sd/-

(Seema Rath)

Assistant Director (CSR)

Tel: 011-23384657

Copy to:

1. PSO to Secretary
2. PPS to Additional Secretary
3. PS to DG(IICA)
4. PS to JS(M)/JS(B)/JS(ADM)/JS(SP)/DII(NS)/EA/DII (Policy)
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6. e-Governance Cell for uploading on website of MCA
7. Guard File.

**[TO BE PUBLISHED IN THE OFFICIAL GAZETTE OF INDIA, EXTRAORDINARY,
PART II, SECTION 3, SUB-SECTION (ii)]**

GOVERNMENT OF INDIA

Ministry of Corporate Affairs

Notification

New Delhi, 18th September, 2014.

S.O. (E).- In exercise of the powers conferred by sub-section (1) of section 201A of the Companies Act, 1956 (1 of 1956), the Central Government hereby constitutes an Advisory Committee to be called the National Committee on Accounting Standards, consisting of the following persons to advise the Central Government on the formulation and laying down of accounting policies and accounting standards for adoption by companies or class of companies under the said Act, namely:-

S. No.	Name and Designation	Post Held
(1)	Shri Amarjit Chopra, Chartered Accountant	Chairperson, [Nominated under clause (a) of sub-section (2) of section 210A]
(2)	Dr. A.S. Durga Prasad, President, Nominee of The Institute of Cost and Works Accountant of India.	Member, [nominated under clause (b) of sub-section (2) of section 210A]
(3)	Shri R. Sridharan, President, Nominee of The Institute Of Company Secretaries of India.	Member, [nominated under clause (b) of Sub-section (2) of section 210A]
(4)	CA. K. Raghu, President, Nominee of The Institute of Chartered Accountants of India.	Member, [nominated under clause (c) of Sub-section (2) of section 210A]
(5)	Joint Secretary, Ministry of Corporate Affair.	Member, [Nominated under clause (c) of Sub-section (2) of section 210A]
(6)	Shri Sudarshan Sen, Chief General Manager-in-Charge, Nominee of Reserve Bank of India	Member, [nominated under clause (d) of sub-section (2) of section 210A]
(7)	Shri P Sesh Kumar, Director General (Commercial), Nominee of Comptroller and Auditor General of India	Member, [nominated under clause (e) of sub-section (2) of section 210A]
(8)	Prof. I.M. Pandey, Ex-faculty, Indian Institute of Management, Ahmedabad.	Member, [nominated under clause (f) of sub-section (2) of section 210A]
(9)	Joint Secretary, Tax Policy Law-II, Nominee of Central Board of Direct Taxes.	Member, [nominated under clause (g) of sub-section (2) of section 210A]

(10)	Shri Rostow Ramanan, Nominee of Confederation of Indian Industry.	Member, [nominated under clause (h) of sub-section (2) of section 210A]
(11)	Shri Adesh Gupta, Nominee of Federation of Indian Chambers Of Commerce and Industry	Member, [nominated under clause (h) of sub-section (2) of section 210A]
(12)	Dr. Ashok Haldia, Nominee of Associated Chambers of Commerce and Industry of India	Member, [nominated under clause (h) of sub-section (2) of section 210A]
(13)	Shri S. Ravindran, Executive Director, Nominee of Securities Exchange Board of India.	Member, [nominated under clause (i) of sub-section (2) of section 210A]

2. The Chairperson and members shall hold office for a period of one year from the date of publication of this notification in the Official Gazette or till the constitution of National Financial Reporting Authority under 132 of the Companies Act, 2013, (18 of 2013) whichever is earlier.

3. This notification shall come into force on 18th September, 2014.

[F.No. 1/5/2001-CL.V (Part V)]

(Amardeep Singh Bhatia)

Joint Secretary to the Govt. Of india

[To be published in the Gazette of India, Extraordinary/ Part-II, section 3, sub-section(i)]

**Government of India
Ministry of Corporate Affairs**

NOTIFICATION

New Delhi, the 18.09.2014

G.S.R. (E).- In exercise of the powers conferred by second proviso to sub-section (1), sub-section (4) and clause (f) of sub-section (6) of section 149, sub-sections (3) and (4) of section 150, section 151, sub-section (5) of section 152, section 153, section 154, section 157, section 160, sub-section (1) of section 168 and section 170 read with section 469 of the Companies Act, 2013, the Central Government hereby makes the following rules to amend the Companies (Appointment and Qualification of Directors) Rules, 2014, namely:

1. Short title and commencement.- (1) These rules may be called the Companies (Appointment and Qualification of Directors) Amendment Rules, 2014.
(2) They shall come into force on the date of their publication in the Official Gazette.
2. In the Companies (Appointment and Qualification of Directors) Rules, 2014-
 - (1) in rule 6, -
 - (a) In sub-rule (2) -
 - (i) clause (c) shall be omitted;
 - (ii) in clause (d), the words "and mother's name and Spouse's name (if married)" shall be omitted;
 - (b) in sub-rule (4), the words letters and figure "in Form DIR-1" shall be omitted;
 - (2) in rule 9, in sub-rule (3),
 - (a)(i) in clause (a), for the words "therein and sign the form", the words "therein, verify and sign the form" shall be substituted;
 - (ii) sub-clause (iv) shall be omitted.
 - (b) after sub-rule (3), the following sub-rule shall be inserted, namely:-

"(4) In case the name of a person does not have a last name, then his or her father's or grandfather's surname shall be mentioned in the last name along with the declaration in Form No. **DIR-3A**.";
- (3) In rule 10,-
 - (a) in sub-rule (1), for the words and letters "the provisional DIN shall be generated by the system automatically which shall not be utilised till the DIN is confirmed by the Central Government", the words "an application number shall be generated by the system automatically" and letters shall be substituted;
 - (b) in sub-rule (2), for the words and letters "the provisional DIN" the words "application number" shall be substituted;
 - (c) in sub-rule (4), the words and letters "the provisional DIN so allotted by the system shall get lapsed automatically and" shall be omitted;
- (4) after rule 10, the following rule shall be inserted, namely:-

"10A. (1) Every director, functioning as a director in one or more companies on or before the 30th June, 2007 and who has not yet intimated his DIN to such company or companies shall, within one month of the receipt of Director Identification Number from the Central Government, intimate his Director Identification Number to the company or all companies wherein he is a director as per Form **DIR-3B**."

- (2) The intimation by the company of Director Identification Number of its directors under section 157 of the Act shall be furnished in Form **DIR-3C** within fifteen days of receipt of intimation under section 156.”;
- (5) in rule 11, after the words “application received”, the words “alongwith fee as specified in Companies (Registration Offices and Fees) Rules, 2014”shall be inserted;
- (6) in rule 12, in sub-rule (1), for sub-clause (i), the following sub-clause shall be substituted, namely:-
- “(1) The applicant shall download Form DIR-6 from the portal, fill in the relevant changes, verify the Form and attach duly scanned copy of the proof of the changed particulars and submit electronically.”;
- (7) the existing Form DIR-1 shall be omitted;
- (8) for the existing Forms DIR-3, the following Form shall be substituted, namely:-

FORM NO. DIR-3

[Pursuant to section 153 of The Companies Act, 2013 & Rule 9(1) of The Companies (Appointment and Qualification of Directors) Rules, 2014 & Rule 10 of Limited Liability Partnership Rules, 2009]



सत्यमेव जयते

Application for allotment of Director Identification Number

Note -

- All fields marked in * are to be mandatorily filled.
- Income-tax Permanent Account Name (Income-tax PAN) is mandatory in case of Indian nationals and in such case applicant details should be as per Income-tax PAN. In case the details as per Income-tax PAN are incorrect, applicant is advised to first correct the details in Income-tax PAN. Refer instruction kit for details.
- In case of foreign nationals, Passport number is mandatory.

1. *Applicant's name (Enter full name and do not use abbreviations)

(a) First name
(b) Last name
(c) Middle name

Photograph



(Attach a latest passport size photograph by clicking on above box)

Remove Photograph

2. *Father's name (Even married women must give father's name)

(a) First name
(b) Last name
(c) Middle name

3. *Whether a citizen of India ☐ Yes ☐ No

4. Nationality

5. *Whether resident in India ☐ Yes ☐ No

6. (a) *Occupation Type ☐ Self Employed ☐ Professional ☐ Homemaker ☐ Student ☐ Serviceman

Area Of Occupation

If 'others' selected, please specify

(b) *Educational qualification

7. *Date of birth (DD/MM/YYYY)

8. *Gender ☐ Male ☐ Female ☐ Transgender

9. Place of birth

10. Income-tax permanent account number

Verify Income-tax PAN details

11. Voter's identity card number

12. Passport number

13. Driving license number

14. Aadhaar Number

15. Permanent residential address

(a) *Line I

Line II

*City

*State

*Pin code

*ISO country code

Country

Phone *Mobile Fax

*e-mail ID

16. *Whether present residential address is same as permanent residential address ☐ Yes ☐ No

17. Present residential address

Line I			
Line II			
City			
State		Pin code	
ISO country code			
Country			
Phone		Fax	

Attachments

1. *Proof of identity of applicant
2. *Proof of residence of applicant
3. Optional attachment(s) - if any

List of attachments**Verification**

I		Son*/ Daughter* of
		born on
resident of		

hereby confirm and verify that the particulars given in this Form are true and also are in agreement with the documents being attached thereto.

I hereby confirm and declare that:

1. The photograph and documents being attached to the Form DIR-3 belong to me. I further confirm that all required documents have been duly certified by the respective government authority and are being attached to the said Form DIR-3, and
2. I am not restrained, disqualified, removed of, for being appointed as Director of a company under the provisions of the Companies Act, 2013 including sections 164 and 169, and
3. I have not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court, and
4. I have not been already allotted a Director Identification Number (DIN) under section 154 of the Companies Act, 2013, and
5. I further declare that I have read and understood the provisions of Sections 154, 155, 447 and 448 read with Sections 449, 450 and 451 of the Companies Act, 2013, and
6. I solemnly declare that the declaration given herein as stated above are true to the best of my knowledge and belief and that it conceals nothing and that no part of it is false.

*To be Digitally signed by Applicant

Certification

I declare that I have been duly engaged for the purpose of certification/verification of this form. It is hereby certified that :

- ☐ * I have satisfied myself about the identity of the applicant based on the perusal of the original of the attached document

Note: In case where the applicant is residing outside India the particulars have to be verified from the documents duly attested by the attesting authority as prescribed

- ☐ I also verify having attested the photograph of the said person
☐ who is personally known to me; or
☐ who met me in person along with the original of the attested documents.
- ☐ * It is further certified that all required attachments have been completely attached to this application
- ☐ * I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.
- ☐ * I further certify that;
- ☐ * All the required attachments have been completely and legibly attached to this form;
- ☐ * I have kept a copy of this form and attachments thereto, in my records for future reference.
- ☐ * It is understood that I shall be liable for action under Section 449 of the Companies Act, 2013 for wrong certification, if any found at any stage.

* To be digitally signed by

Category

In case of chartered accountant or company secretary or cost accountant (in whole time practice)

Membership number

Certificate of Practice Number

Whether associate or fellow ☐ Associate ☐ Fellow

In case of company secretary (in whole time employment) or director of existing company in which the applicant is proposed to be director

DIN of the Director or membership number of Company Secretary

Corporate identity number (CIN) of company with which secretary is associated and in which applicant is proposed to be a director

Name of company

Pre-fill

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

Check Form

Submit

For office use only :

eForm Service request number (SRN)

eForm filing date

Affix filing details

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm Submission

Date of signing

(DD/MM/YYYY)

OR

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company.

(9) after form DIR-3 as substituted, the forms DIR-3A, DIR-3B and DIR 3C shall be inserted, namely:-

“FORM DIR – 3A

Declaration

[Pursuant to rule 9(4) of Companies (Appointment and Qualification of Directors) Rules, 2014]

If the name of a person does not have a last name, then his/her father's first name should be filled in the mandatory "last Name" field. In such a case, declaration should also be submitted along with DIN application, in the format given below:

Specimen/format of declaration:

(If ID proof has single name for applicant)

I..... (Applicant name as per ID proof) son/daughter of..... (Name)..... (Surname) residing at..... (Address as per address proof) do solemnly affirm and state as follows:

I do not use my Family Name/Surname as my last name. However, as this is a mandatory requirement for DIN application, I am using my father's surname as last name.

I solemnly declare that the statements given above are true to the best of my knowledge and belief and that it conceals nothing and that no part of it is false.

I further declare that I have read and understood the provisions of sections 153, 155, 156, 447 and 448 read with sections 449, 450 and 451 of the Companies Act, 2013.

(If ID proof has single name for applicant's father)

I..... and my father's name, as appearing on the enclosed ID proof, does not have the surname. My grandfather's name is..... (name)(Surname)..... For the purpose of the DIN application, I am mentioning my grandfather's surname "....."as my surname, as this is a mandatory requirement for applying DIN.

I solemnly declare that the statements given above are true to the best of my knowledge and belief and that it conceals nothing and that no part of it is false.

I further declare that I have read and understood the provisions of Sections 153, 447 and 448 read with Sections 449, 450 and 451 of the Companies Act, 2013.

Date

Place

Signature of the Applicant"

FORM DIR – 3B

Intimation of allotment of Director Identification Number (DIN) to the Company by the Director

[Pursuant to rule 10(A) of Companies (Appointment and Qualification of Directors) Amendment Rules, 2014]

To

Date _____

Subject: Intimation of allotment of Director Identification Number (DIN) to the Company by the Director.

Sir,
Reference section 156 of the Companies Act, 2013 and the Rules made thereunder, I am submitting the information regarding DIN allotted to me along with additional information as prescribed:

Sr. No.	Subject	Particulars				
1	Director Identification Number (DIN)					
2	Name					
3	Father's Name					
4	Present residential address					
5	e-mail ID					
6	Designation (Director or Managing Director or Alternate director or Additional Director or Director appointed in casual vacancy or Nominee Director or Whole-time director) (Please specify)					
7	Specify whether Chairman, Executive Director, Non-Executive Director (in case more than one, specify both)					
8	Category (Promoter or Professional or Independent)					
9	Name of the company or Institution whose Nominee the director is					
10	Date of Appointment					
11	Detail of the companies in which appointed as director/KMP					
	<table><tr><td>Name of the Company</td><td>CIN</td><td>Designation</td><td>Date of appointment</td></tr></table>	Name of the Company	CIN	Designation	Date of appointment	
Name of the Company	CIN	Designation	Date of appointment			
12	Specimen Signature					

A copy of the DIN Allotment Letter is enclosed. Please acknowledge the receipt.

Declaration

I hereby declare that:-

(i) I was appointed as director since incorporation i.e. with effect from.....

Or

(ii) I was appointed as director by the Board w.e.f. vide board resolution numberdated or by the shareholders resolution numberdated w.e.f..... (copy of the said resolution shall be attached).

(iii) Copy of form 32 filed with the ROC to the effect of such appointment.

Yours Faithfully

FORM NO. DIR – 3C

Intimation of Director Identification Number by the
Company to the Registrar

Note – All Fields marked in *are to be mandatorily filled.

1. *Corporate identity number (CIN) of company		Pre-fill
2(a). Name of the company		
(b). Address of the registered office of the company	Line I	
	Line II	
(c). *City		
(d). *District		(e). *State
(f). *ISO country code		(g). *Pin code
3. *e-mail ID of the company		
4. Authorised capital (in Rupees)		5. Number of members of the company
6. Paid-up capital (in Rupees)		
7(a). Total number of Managing Director, Director(s) as on the date of filing of this form		
7(b). Number of Managing Director, Director(s)		(Enter here the total number of managing director, directors for which the form needs to be filed)
8. Details of the Managing Director, Directors of the company		

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

Director Identification Number (DIN)

Pre-fill

Full name

Father's name

Present residential address

Date of birth

(DD/MM/YYYY)

Date of approval of DIN by Central Government

(DD/MM/YYYY)

Date of receipt of Form DIN 2/ DIR-3B from the director

(DD/MM/YYYY)

Kindly attach form DIN-2/DIR-3B in case details entered above

Attach copy of Form DIN-2

Whether the address is as per the company's records

☐ Yes

☐ No

Designation

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

Date of appointment

(DD/MM/YYYY)

e-mail ID

9. 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)

First name

Middle name

Last name

Father's name

First name

Middle name

Last name

Present residential address

Line I

Line II

(a) City

(b) State

(c) Country

(d) Pin code

(e) Phone

(f) Fax

Date of birth

(DD/MM/YYYY)

Designation

Date of appointment

(DD/MM/YYYY)

Whether employed full time or part time

☐

Full Time

☐

Part Time

e-mail ID

II Details of the Manager or Secretary of the company

Income-tax permanent account number (PAN)

First name

Middle name

Last name

Father's name

First name

Middle name

Last name

Present residential address

Line I

Line II

(a) City

(b) State

(c) Country

(d) Pin code

(e) Phone

(f) Fax

Date of birth

(DD/MM/YYYY)

Designation

Date of appointment

(DD/MM/YYYY)

Whether employed full time or part time

☐

Full Time

☐

Part Time

e-mail ID

Attachments

1. 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 is correct and complete.

- ☐ I have been authorized by the board of directors' resolution dated * (DD/MM/YYYY) to sign and submit this form.
- ☐ It is hereby confirmed that the appointed director(s) whose particulars are given above, has given declaration to the company that he/she is not restrained/ disqualified/ removed of, for being appointed as Director of a company under the provisions of the Companies Act,2013 including Section 164 of the said Act.
- ☐ It is also confirmed that the appointed director(s) whose particulars are given above, has given a declaration to the company that he/she has not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court.

To be digitally signed by

Managing director or director or manager of the company

*Designation

Director identification number of the director

* Certification

It is hereby certified that I have verified the above particulars from the records of M/s

and found them to be true and correct.

To be digitally signed by

Company Secretary in whole-time practice or the Company Secretary in full-time employment of the company

*Designation

Membership number of the secretary

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm submission

Date of signing

(DD/MM/YYYY)

(10) form DIR-4 shall be omitted

(11) for the existing Form DIR-6, the Form DIR-6 shall be inserted, namely:-

FORM NO. DIR-6 [Pursuant to rule 12 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014]		 सत्यमेव जयते	Intimation of change in particulars of Director to be given to the Central Government
Form Language ☒ English ☐ Hindi			
Note - - All fields marked in * are to be mandatorily filled. - In case of Indian nationals, Income-tax Permanent Account Name (Income-tax PAN) is mandatory in all cases even if there is no change in Income-tax PAN. In such cases, director details should be as per Income-tax PAN. In case the details as per Income-tax PAN are incorrect, director/designated partner is advised to first correct the details in Income-tax PAN. Refer instruction kit for details			
1.(a) * Director Identification Number (DIN)			Pre-fill
(b) Name			
2. * Type of change:			
☐ Director ☐ Father's name ☐ Nationality ☐ Date of birth ☐ Gender ☐ Income-tax PAN ☐ Voters Identity card number ☐ Passport number ☐ Driving license number ☐ E-mail ID/ Mobile ☐ Permanent residential address ☐ Present residential address ☐ Photograph of Director ☐ Residential Status ☐ Aadhar number			
Enter information that needs to be corrected. Enter only the relevant field(s)			
3. Director's name(Enter full name and do not use abbreviations)			
(a) First name			
(b) Last name			
(c) Middle name			
4. Father's name (Even married women must give father's name)			
(a) First name			
(b) Last name			
(c) Middle name			
5. Whether a citizen of India		☐ Yes ☐ No	
6. Nationality			
6A. Whether resident in India		☐ Yes ☐ No	
7. Date of birth		(DD/MM/YYYY)	
8. Gender		☐ Male ☐ Female ☐ Transgender	
9. Income tax PAN		Verify Income-tax PAN details	
10. Voter's identity card number		11. Passport number	
12. Driving license number			
13. Aadhar number			
*14. Mobile			
*15. E-mail ID			

Photograph

(Attach a latest passport size photograph by clicking on above box)(Refer instruction kit for details)

16. Permanent residential address

Line I			
Line II			
City			
State		Pin code	
ISO country code		Phone	
		Fax	
Country			

17. Whether present residential address is same as permanent residential address ☐ Yes ☐ No

18. Present address

Line I			
Line II			
City			
State		Pin code	
ISO country code		Phone	
		Fax	
Country			

Attachments :

1. *Proof of change in particulars;
2. Optional attachments, if any.

Attach

Attach

List Of Attachments

Remove attachment

Verification

I, hereby confirm and verify that the particulars given in the Form herein above are true and also are in agreement with the documents being attached to this form.

- (i) The photograph and documents being attached to the Form DIR-6 belong to me. I further confirm that all required documents have been duly certified by the respective government authority and are being attached to the Form DIR-6 and
- (ii) I am not restrained, disqualified, removed of, for being appointed as director of a company under the provisions of the Companies Act, 2013 including sections 164 and 169, and
- (iii) I have not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court, and
- (iv) I have no other allotted DIN other than DIN in which changes are intimated under section 154 of the Companies Act, 2013 or a Designated Partner Identification Number under section 7 of the Limited Liability Partnership Act, 2008.
- (v) I shall be liable under section 448 of the Act and under relevant provisions of the Indian Penal Code, 1860 and any other law as applicable, if any statement in this application is found to be false or any material fact is found to be have been omitted.

*To be digitally signed by Applicant

Certification

I declare that I have been duly engaged for the purpose of certification/verification of this form. It is hereby certified that

- ☒ I have satisfied myself about the identity of the applicant based on the perusal of the original of the attached document

Note: In case where the applicant is residing outside India the particulars have to be verified from the documents duly attested by the attesting authority as prescribed.

☐ I also verify having attested the photograph of the said person:

- ☐ (i) who is personally known to me; or
- ☐ (ii) who meet me in person along with the original of the attested documents

- * ☐ All required attachments have been completely attached to this application
- * ☐ I have gone through the provisions of The Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.
- * ☐ I further certify that ;
 - * ☐ All the required attachments have been completely and legibly attached to this form;
 - * ☐ I have kept a copy of this form and attachments thereto, in my records for future reference.
 - * ☐ It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certification, if any found at any stage.

*To be digitally signed by

*Category

*Whether associate or fellow ☐ Associate ☐ Fellow

*Membership No.

*Certificate of Practice Number

Note: Attention is also drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement/certificate and punishment of false evidence respectively.

For office use only:

eForm Service request number (SRN) eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing

(DD/MM/YYYY)

OR

This eForm has been taken on file maintained by registrar of companies through electronic mode and on the basis of statement of correctness given by the company.

(12) form DIR-7 shall be omitted;

[F. No. 01/9/2013(Part-II) CL-V]

Sd/-

(Amardeep Singh Bhatia)

Joint Secretary to the Govt. Of India

Note: The principal rules were published in the Gazette of India, Part II, Section 3, Sub-section (i) vide no. G.S.R. 259(E), dated the 31st March, 2014



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

DEAR CORPORATES,

TO AVOID LAST MINUTE RUSH AND SYSTEM CONGESTION ON THE MCA21 PORTAL ON ACCOUNT OF FILINGS UNDER THE COMPANY LAW SETTLEMENT SCHEME, 2014 ENDING ON 15.10.2014 AND ANNUAL FILINGS DURING OCTOBER / NOVEMBER 2014, COMPANIES ARE REQUESTED TO FILE THEIR BALANCE SHEET AND ANNUAL RETURN EARLY WITHOUT POSTPONING IT TO THE LAST DAYS.

DURING THIS PERIOD THE CORPORATE SEVA KENDRA / HELP DESKS (Ph. No. 0124-4832500) WOULD GIVE PRIORITY TO E-FILING/ ANSWERING QUERIES OF COMPANIES FOR FILING BALANCE SHEET AND ANNUAL RETURN.

KINDLY PLAN YOUR FILING ACCORDINGLY.

MCA: Corporate Growth with Enlightened Regulation



Articles / Reviews invited for *e-CS Nitor*

We invite the members to contribute articles/checklist/reviews or any other relevant material pertaining to the Companies Act, 2013 for inclusion in the coming issues of ***e-CS nitor*** through e-mail at: ecsnitor@icsi.edu. The article should ordinarily have 1500 to 2000 words.

Broad topics for submission of Articles

- Acceptance of Deposits
- Bonus Shares
- Board Disclosures
- Incorporation
- Incorporation conversion
- Non Profit Organisation
- Preferential issues
- Rules under Companies Act, 2013
- Resolutions to be filed under Companies Act, 2013
- Shareholders democracy
- Winding up

We invite the members to contribute their “Points of View” on any topic under the Companies Act, 2013 for inclusion in the coming issues of e-CS Nitor at ecsnitor@icsi.edu. It should ordinarily contain around 500 words.



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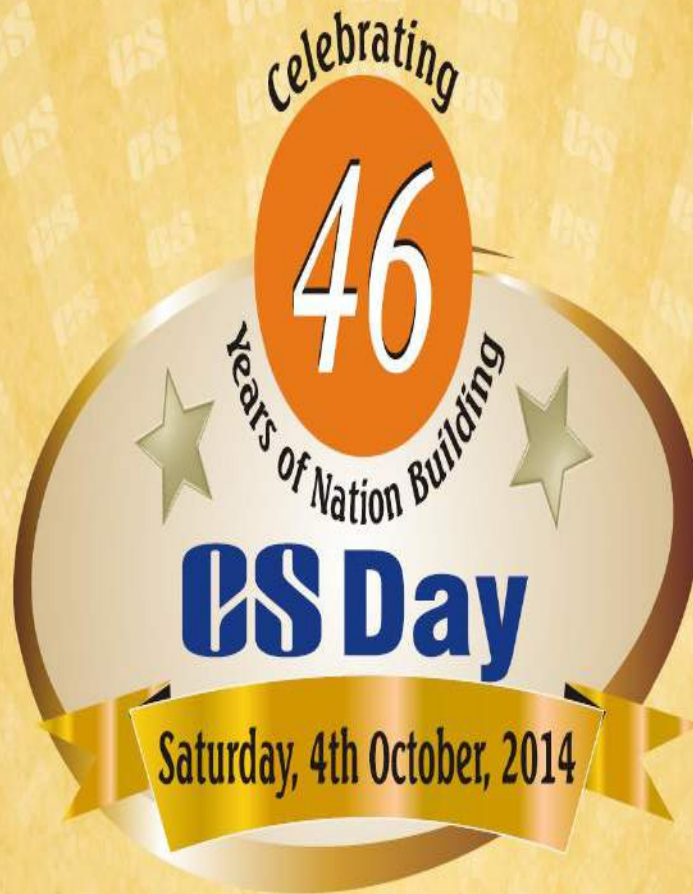
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THE INSTITUTE OF Company Secretaries of India

IN PURSUIT OF PROFESSIONAL EXCELLENCE

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