

---

## **COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956**

### CONTENTS

1. Short title, commencement and interpretation
2. Definitions
3. Forms
- 3A. .
4. Prescribed particulars
- 4A. Sections 20 and 21
- 4B. Alteration of articles
- 4BB. Section 5
- 4BBA. Change of registered office within a State
- 4C. Section 43A
- 4CC. Section 56
- 4CCC. Section 58A
- 4D. Section 73
5. Section 75
- 5A. Section 108
- 5B. Sections 108A, 108B and 108C
- 5C. Section 77A
- 5D. Section 109A
6. Sections 125, 127, 128, 130, 132, 135 and 138
- 6A. Section 159
- 6B. Section 187C
7. Section 170
- 7A. Section 219
- "7B.
- 7C. Section 211
- 7D. Sub-Section (8) of section 212
- 7E. clause (c) of sub-section (2) of section 205
8. Section 235
9. Section 241
10. Section 246
- 10A. Section 269
- 10AB. Section 295
- 10B. Section 310
- 10C. Section 314
11. Omitted
- 11A. Omitted
- 11B. Section 370
- 11C. Section 372
12. Section 395
- 12A. Section 396(3).

- 13. Section 399(4).
- 13A. Sections 408 and 409
- 14. Section 503
- 14A. Section 549
- 15. Section 550(3)(a) and (b).
- 16. Section 592(1)(a).
- 17. Sections 592, 593 and 605
- 18. Section 593
- 18A. Section 594
- 19. Translation of documents other than those under Part XI of the Act
- 20. Section 601
- 20A. General
- 20B. Section 621A
- 20C. Section 621A
- 20D. section 620A
- 20E. section 620A
- 20F. section 620A
- 21. Power of Central Government to relax rules 16, 17 and 19
- 21A. Fees for inspection of documents, etc.
- 22. Payment of fees
- 23. Payment of dividend to shareholders and interest to debentureholders

## **COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956**

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

### **1. Short title, commencement and interpretation :-**

- (i) These Rules may be called the Companies (Central Government's) General Rules and Forms, 1956.
- (ii) They shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint.
- (iii) General Clauses Act, 1897, shall apply to the interpretation of these rules as it applies to the interpretation of a Central Act.

### **2. Definitions :-**

(1) In these Rules-

- (i) 'Act' means Companies Act, 1956 :
- (ii) 'Annexure' means an Annexure to these Rules;

(iii) 'Charge' includes a mortgage;

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

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

(a) a director of the company:

{b) <sup>1</sup> [\*\*\*] manager or secretary othe company;

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

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

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

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

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

### **3. Forms :-**

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

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

(i) its registration number; and

(ii) its nominal share capital].

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

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

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

signature manually.

Renumbered as I by GSR 195, dated 9-2-1961.

Inserted, GSR 195, dated 9-2-1961.

In the Companies (Central Government's) General Rules and Forms, 1956, after sub-rule (2) of rule 3, the following sub-rules shall be inserted, namely: - "(3) The Forms prescribed in Annexure 'A' to these rules may be filed through electronic media or through any other computer readable media as referred under section 610A of the Companies Act, 1956 (1 of 1956). (4) The electronic-form shall be authenticated by the authorized signatories using digital signatures, as defined under the Information Technology Act, 2000 (21 of 2000). (5) The Forms prescribed in Annexure 'A', when filed in physical form, may be authenticated by authorized signatory by affixing his signature manually.' by the Companies Act, 1956 (1 of 1956).

**3A.** . :-

**5 \* \* \***

Omitted by GSR 1570, dated 18-10-1965.

**4. Prescribed particulars** :-

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

**4A. Sections 20 and 21** :-

**2/FNR>**

**(1) A company seeking to change its name or the promoters of a company under a proposed name may make application to the Registrar of Companies of the State in which the registered office of the company or of the proposed company is or is to be situate, for information as to whether the changed name or the name with which the proposed company is to be registered, as the case may be, is undesirable within the meaning of section 20 7[Every such application shall be in Form No. I A and be accompanied by a fee of Rs. 8[500] and the Registrar of Companies shall furnish the required information ordinarily within 9[seven] days of the receipt of the application.]**

**10[(2) Where the Registrar of Companies informs the company or the promoters of the company that the changed name or the name with which the proposed company is to be registered, as the case may be, is not undesirable, such**

**name shall be available for adoption:-**

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

**(b) by the said promoters of the company for a period of 11 [six] months, from the date of intimation by the Registrar].**

Inserted by GSR 814, dated 14-3-1961.

Substituted for "100" by GSR 697(E), dated 20-9-1994, w.e.f. 1-11-1994.

Substituted for "fourteen" by GSR 283(E), dated 21-3-1995.

Substituted by GSR 555(E), dated 2-9-1982.

Substituted for "three", by GSR 283(E), dated 21-3-1995.

**4B. Alteration of articles :-**

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

Inserted by GSR 195, dated 9-2-1961 and renumbered by GSR 814, dated 14-3-1961.

**4BB. Section 5 :-**

**13**

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

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

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

Inserted by GSR 782(E), dated 13-7-1988, w.e.f. 15-7-1988.

**4BBA. Change of registered office within a State :-**

(1) The company seeking confirmation from the Regional Director

for shifting its registered office from the jurisdiction of one Registrar of Companies to the jurisdiction of another Registrar of Companies within the same State shall make an application in Form 1AD to the Regional Director alongwith a fee of Rs. 500/-.

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

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

**4C. Section 43A :-**

**14**The average annual turnover, for the purposes of sub-section (1A) of section 43A of the Act, shall be not less than rupees **1516**["twenty-five crores"]].**17**

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

Inserted by GSR 694(E), dated 10-6-1988 w.e.f. 15-6-1988.

Substituted by GSR 795(E), dated 18-9-1990.

[10]Substituted for "[ten] crores", vide " COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956" Dt.23rd February, 1999 Published in Ministry of Law, Justice and Company Affairs (Deptt. of Company Affairs ), Noti. No. G.S.R. 130(E), dated February 23, 1999, published in the Gazette of India, Extra., Part II, Section 3(i), dated 23rd February, 1999, p. 2, No. 99 [F. No. 1/8/99-CLV] [L]

Inserted by the Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2001.

**4CC. Section 56 :-**

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

Inserted by GSR 614(E), dated 3-10-1991, w.e.f. 1-11-1991.

**4CCC. Section 58A :-**

**19** For the purposes of sub-section (II) of Section 58-A, a nomination shall be in Form 2-B, set forth in Annexure A."]

[10]Substituted for "[ten] crores", vide " COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956" Dt.23rd February, 1999 Published in Ministry of Law, Justice and Company Affairs (Deptt. of Company Affairs ), Noti. No. G.S.R. 130(E), dated February 23, 1999, published in the Gazette of India, Extra., Part II, Section 3(i), dated 23rd February, 1999, p. 2, No. 99 [F. No. 1/8/99-CLV] [L]

**4D. Section 73 :-**

**20** The rates of interest, for the purposes of sub-sections (2) and (2A) of section 73 , shall be 15 per cent per annum.]

Substituted by GSR 312(E), dated 6-3-1992.

**5. Section 75 :-**

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

**5A. Section 108 :-**

**21**

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

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

**22**(2A) An instrument of transfer in respect of counter receipts allowed to be traded by Over The Counter Exchange of India (OTCEI) shall be in Form 7-BB.

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

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

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

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

Inserted by GSR 421, dated 18-3-1966 w.e.f. 1-4-1966

[10]Substituted for "[ten] crores", vide " COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956" Dt.23rd February, 1999 Published in Ministry of Law, Justice and Company Affairs (Deptt. of Company Affairs ), Noti. No. G.S.R. 130(E), dated February 23, 1999, published in the Gazette of India, Extra., Part II, Section 3(i), dated 23rd February, 1999, p. 2, No. 99 [F. No. 1/8/99-CLV] [L]

Inserted by GSR 763(E), dated 1-7-1988.

Substituted, GSR 763(E), dated 1-7-1988.

Substituted by GSR 479(E), dated 22-4-1988.

**5B. Sections 108A, 108B and 108C :-**

**26**

(1) Every application for approval of the Central Government under section 108A of the Act shall be in Form 7D.

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

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

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

Inserted by GSR 754(E), dated 26-12-1991.

**5C. Section 77A :-**

**2728**

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



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

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

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

Inserted vide " COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956" Dt. 12th January, 1999 Published in Ministry of Law, Justice and Company Affairs (Deptt. of Company Affairs), Noti. No. G.S.R. 23(E), dated January 12, 1999, published in the Gazette of India, Extra., Part II. Section 3(i), dated 12th January, 1999, pp. 7-13, No. 14 [F.No. 1/15/98-CL. V] [L]

Substituted for "For the purposes of sub-section (6) of Section 77-A, a declaration of solvency shall be in Form 4-A set forth in Annexure A.]" by the Companies (Central Government's) General Rules and Forms (Fourth Amendment) Rules, 1999

In Rule 5C, Subrule (4) shall be inserted by, COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, (2nd Amendment), 2003

#### **5D. Section 109A :-**

**30** For the purposes of Section 109-A(1) a nomination shall be in Form 2-B, set forth in Annexure A.

Inserted vide " COMPANIES (CENTRAL GOVERNMENT) GENERAL RULES and FORMS, 1956" Dt. 12th January, 1999 Published in Ministry of Law, Justice and Company Affairs (Deptt. of Company Affairs), Noti. No. G.S.R. 23(E), dated January 12, 1999, published in the Gazette of India, Extra., Part II. Section 3(i), dated 12th January, 1999, pp. 7-13, No. 14 [F.No. 1/15/98-CL. V] [L]

#### **6. Sections 125, 127, 128, 130, 132, 135 and 138 :-**

**31**

(a) The prescribed particulars together with copy of the instrument creating the charge or modification thereof or satisfaction of charge shall be filed with the Registrar in Form 8, or Form 10, or Form 17, as the case may be, in triplicate.

(b) A copy of every instrument evidencing any charge or modification of charge and required to be filed with the Registrar in pursuance of section 125, Section 127 of the Companies Act, 1956, Section 128 of the Companies Act, 1956 or Section 135 of the

Companies Act, 1956 shall be verified as follows:-

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

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

(c) Form 13 shall be filed in triplicate, alongwith the relevant Form 8 or Form 10, or Form 17, as the case may be, with a fee of <sup>32</sup> "rupees fifty".

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

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

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

Substituted for rules 6 and 6A by GSR 283(E), dated 21-3-1995.

Substituted for "rupees ten" by the Companies (Central Government's) General Rules and Forms (Second Amendment) Rules, 2000

#### **6A. Section 159 :-**

<sup>33</sup> Every company having a share capital shall file the annual return with the Registrar together with the Form 20B.

In the Companies (Central Government's) General Rules and Forms, 1956, after rule 6, the following rules shall be inserted, namely: - "6A. Section 159 - Every company having a share capital shall file the annual return with the Registrar together with the Form 20B. 6B. Section 187C - Every company shall file a return in

the form 22B with the Registrar of the declaration made to it in compliance of section 153." by the Companies Act, 1956 (1 of 1956).

**6B. Section 187C :-**

Every company shall file a return in the form 22B with the Registrar of the declaration made to it in compliance of section 153.'

**7. Section 170 :-**

Sections 171 - Section 186 of the Companies Act, 1956 shall apply-

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

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

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

Provided that the application of sections 171 - Section 175 of the Companies Act, 1956 and sections 177 - Section 186 of the Companies Act, 1956 as in Annexure B, C or D, as the case may require, shall be subject to such other provision as ' may be made either in the Articles of the company or in a contract binding on the persons concerned.

**7A. Section 219 :-**

**34**

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

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

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

Inserted by GSR 449(E), dated 17-4-1989.

**"7B. Section 220 :-**

**7C. Section 211 :-**

Application to the Central Government for modification in the

matters to be stated in the company's balance sheet or profit and loss account shall be made in Form 23AAA.

**7D. Sub-Section (8) of section 212 :-**

Application for exemption from attaching the annual accounts of the subsidiary companies shall be made to the Central Government in Form 23AAB.

**7E. clause (c) of sub-section (2) of section 205 :-**

Application for not providing depreciation shall be made to the Central Government in Form 23AAC."

**8. Section 235 :-**

Omitted by GSR 289(E), dated 31-5-199].]

**9. Section 241 :-**

The fee payable for furnishing a copy of the Inspector's report in pursuance of section 241 , sub-section (2), clause (b), shall be <sup>36</sup> [rupee one] for every one hundred words or fractional part thereof.

Substituted for "six annas" by GSR 289(E), dated 31-5-1991.

**10. Section 246 :-**

A copy of the report of any inspector or inspectors shall for the purposes of section 246 , be authenticated either-

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

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

**10A. Section 269 :-**

<sup>37</sup>

(1) Every public company, and every private company, which is a subsidiary of a public company, having a paid-up share capital of <sup>38</sup> [rupees five crores] or more shall have a managing or whole-time director or a manager.

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

Inserted by GSR 694(E), dated 10-6-1988, w.e.f. 15-6-1988.

Substituted by GSR 795(E), dated, 18-9-1990.

**10AB. Section 295 :-**

**39** Application for giving loan, providing security or guarantee in connection with a loan shall be made to the Central Government in Form 24AB.'

In the Companies (Central Government's) General Rules and Forms, 1956, after rule 10A, the following rule shall be inserted, namely:- "10AB. Section 295 - Application for giving loan, providing security or guarantee in connection with a loan shall be made to the Central Government in Form 24AB.' by the Companies Act, 1956 (1 of 1956).

**10B. Section 310 :-**

**40** For the purposes of the first proviso to section 310 , the amount of remuneration by way of fee for each meeting of the board of directors or a committee thereof, shall not exceed the sum of two thousand rupees.]

Substituted by GSR 581(E), dated 27-8-1993.

**10C. Section 314 :-**

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

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

Substituted by GSR 286(E), dated 1-3-1994.

**11. Omitted :-**

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

**11A. Omitted :-**

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

**11B. Section 370 :-**

**2**

(1) For the purposes of the first proviso to sub-section (1) of section 370 , no special resolution shall be necessary in the case of loans made to other bodies corporate not under the same management as the lending company, where the aggregate of such loans do not exceed <sup>**43**</sup>[thirty] per cent of the aggregate of the subscribed capital of the lending company and its free reserves.

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

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

(b) <sup>44</sup>[thirty] per cent of the aggregate of the subscribed capital of the lending company and its free reserves, where all such other bodies corporate are under the same management as the lending company.

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

Inserted by GSR 449(E), dated 17-4-1989.

Substituted for "twenty" by GSR 621(E), dated 24-9-1993.

Inserted by Notification No. GSR 97(E), dated 28-2-1997.

### **11C. Section 372 :-**

(1) The board of directors of a company shall be entitled to invest in the shares of any other body corporate, pursuant to sub-section (2) of section 372 , up to <sup>46</sup>[thirty] per cent, of the subscribed equity share capital, or the aggregate of the paid up equity and preference share capital, of such other body corporate, whichever is less.

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

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

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

(ii) <sup>47</sup>[thirty] per cent of the aggregate of the subscribed capital and free reserves of the investing company, where such other bodies corporate are in the same group.

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

Substituted for "twenty-five" by GSR 621(E), dated 24-9-1993.

Substituted for "twenty" by GSR 621(E), dated 24-9-1993.

Inserted by Notification No. GSR 97(E), dated 28-2-1997.

## **12. Section 395 :-**

**49**

(1) The notice required to be given by a transferee company

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

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

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

Substituted by GSR 368, dated 14-3-1966.

## **12A. Section 396(3). :-**

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

Inserted by GSR 24(E), dated 9-1 -1979.

## **13. Section 399(4). :-**

(1) Every application under sub-section (4) of section 399 to the

Central Government by any members of a company who wish to be authorised to apply to the -<sup>51</sup> [Company Law Board] shall specify-

- (a) the names and addresses of the applicants;
- (b) if the company has a share capital, the voting power held by each applicant;
- (c) the total number of applicants;
- (d) their total voting power; and
- (e) the reasons for making the application.

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

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

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

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

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

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

Substituted for "Court" by GSR 289(E), dated 31-5-1991.

**13A. Sections 408 and 409 :-**

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

**14. Section 503 :-**

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



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

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

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

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

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

**14A. Section 549 :-**

**52**

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

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

Provided further that where a proceeding is pending in the winding-

up between a contributory or creditor, or a person claiming to be a contributory or a creditor and the liquidator, inspection of the books and papers of the company shall be subject to the orders of the court in the proceeding as to discovery and inspection.

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

(a) the name and address of the applicant;

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

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

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

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

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

Inserted by GSR 48, dated 14-2-1958.

**15. Section 550(3)(a) and (b). :-**

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

(2)

(a) Any creditor or contributory of any such company may make representations to the Central Government in writing, with regard

to the desirability of destroying all or any of the books and papers of the company and of its liquidator, at an earlier time than that specified in sub-rule (1).

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

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

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

(b) that period shall remain unaltered.

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

(5)

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

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

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

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

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

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

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

**16. Section 592(1)(a). :-**

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

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

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

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

(c) by an officer of the company.

(3) The signature or seal of the official referred to in clause (a) of

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

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

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

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

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

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

### **17. Sections 592, 593 and 605 :-**

(1) Translation into English of documents required to be filed with the Registrar in pursuance of Section 592 of the Companies Act, 1956 , Section 593 of the Companies Act, 1956 or Section 605 of the Companies Act, 1956 shall be certified to be correct as provided in sub-rule (2), or sub-rule (3), as the case may require.

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

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

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

Provided that where the company is incorporated in a country

outside the Commonwealth, the signature or seal of the person so certifying shall be authenticated by a diplomatic or consular officer empowered in this behalf under Section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or, where there is no such officer, by any of the officials mentioned in S.6 of the Commissioners of Oaths Act, 1889(52 and 53 Vic C10), or in any Act amending the same.

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

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

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

#### **18. Section 593 :-**

(1) Notice of any alteration in any instrument, referred to in clause (a) of S.593 of the Companies Act. 1956 or in any particulars referred to in clause (b) or (c) of that section, shall be delivered to the Registrar '[on or before the 31st January of the year following the year in which the alteration was made or occurred.]

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

#### **18A. Section 594 :-**

**53** The documents referred to in clause (a) of sub-section (1) and in sub-section (3) of S.594 of the Companies Act. 1956 shall be delivered to the Registrar within a period of nine months of the close of the financial year of the foreign company to which the documents relate:

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

Inserted by GSR 1105, dated 31-8-1961.

#### **19. Translation of documents other than those under Part XI of the Act :-**

If any document, or any portion of any document, required to be filed by, or registered with, the Registrar, or containing any fact required to be recorded by him, in pursuance of any provision of the Act contained in any part of the Act (except Part XI) <sup>54</sup> [is not in English or in Hindi, a translation of that document or portion either in English or in Hindi] certified by a responsible officer of the company to be correct, shall be attached to each copy of the document which is furnished to the Registrar.

Substituted by GSR 667, dated 10-6-1973.

**20. Section 601 :-**

<sup>55</sup>The fee to be paid to the Registrar in pursuance of section 601 for registering any document relating to a foreign company shall be <sup>56</sup> [Rs. 5000]

Substituted by SRO 3135, dated 21-12-1956.

In Rule 20 the letters and figures "Rs.1,000" shall be substituted by Companies (Central Government's) General Rules and Forms (Amendment) Rules, 2002, Published in the Gazette of India, Extraordinary, Part II, Section 3(i), No. 212, dated 7th May, 2002.

**20A. General :-**

<sup>57</sup>

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

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

Inserted by GSR 1570, dated 18-10-1965.

**20B. Section 621A :-**

<sup>58</sup> Application under section 166, 210, 394, 560 and 621A of the

Act shall be made to the Registrar of Companies in Form 61.

In the Companies (Central Government's) General Rules and Forms, 1956, after rule 20A, the following rules shall be inserted, namely:- "20B. Section 621A - Application under section 166, 210, 394, 560 and 621A of the Act shall be made to the Registrar of Companies in Form 61. 20C. Every company shall file documents with the Registrar of Companies under sections 18, 31, 44, 60, 77A, 488, 497, 509, 516, 551 and 555 of the Act and rule 313, 315, 327, 331, 335 of the Companies (Court) Rules 1959 and rule 10 of the Companies (Acceptance of Deposits) Rules, 1979 together Form 62. 20D. section 620A - Application for declaration as nidhi company shall be made to the Central Government in Form 63. 20E. section 620A - Application for opening branch or branches by a nidhi company, pursuant to notification number GSR 555(E) dated 26th July 2001, shall be made to the Central Government in Form 64. 20F - Applications for extension of time or exemption under section 58A(8) and information and explanation on reservations and qualification contained in the cost audit report by a company under section 233B(7) of the Companies Act, 1956 shall be made to the Central Government in Form 65.' by the Companies Act, 1956 (1 of 1956).

**20C. Section 621A :-**

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

**20D. section 620A :-**

Application for declaration as nidhi company shall be made to the Central Government in Form 63.

**20E. section 620A :-**

Application for opening branch or branches by a nidhi company, pursuant to notification number GSR 555(E) dated 26th July 2001, shall be made to the Central Government in Form 64.

**20F. section 620A :-**

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

**21. Power of Central Government to relax rules 16, 17 and 19 :-**



Where the Central Government is satisfied that, it is not practicable to certify a copy of translation as provided in rule 16, Section 17 of the Companies Act, 1956 or Section 19 of the Companies Act, 1956 as the case may be, the Central Government may after recording its reasons in writing, permit the copy of translation to be treated as a certified copy, if such conditions, if any, as may be imposed by the Central Government in that behalf, are (duly) fulfilled.

## **21A. Fees for inspection of documents, etc. :-**

**59** The fee payable in pursuance of the following provisions of the Act shall be- section 118 ... Rupees ten. (2) Clause (b) of sub-section ( I ) of section 118 ... Rupee one. (3) Sub-section (2) of section 144 ... Rupees ten. (4) Clause (b) of sub-section (2) of Section 163 of the Income tax Act, 1961 ... Rupees ten. (5) Clause (b) of sub-section (3) of Section 163 of the Income tax Act, 1961 ... Rupee one. (6) Sub-section (2) of section 196 ... Rupee one. (7) Clause (a) of sub-section (1) of section 610 ... Rupees fifty. (8) Clause (b) of sub-section (1) of section 610 - ... \ (i) for copy of certificate of incorporation ... Rupees fifty. \ (ii) for copy or extracts of other documents ... Rupees five per \ \ \ \ \ \ \ \ \ page of the \ \ \ \ \ \ \ \ \ document.]

Inserted by GSR 782(E), dated 13-7-1988, w.e.f. 15-7-1988.

## **22. Payment of fees :-**

**60** Except as otherwise provided elsewhere-

(1) fees payable to the Registrar in pursuance of the Act or any rule or regulation made or notification issued thereunder shall be paid either to the Registrar in cash or into the Public Account of India at any Treasury or into the Reserve Bank of India or any

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

	(d) Other fees	14750010596	14750035	119:]
--	----------------	-------------	----------	-------

**61**[(2) fees payable to the Central Government in pursuance of the Act or any rule or regulation made or notification issued thereunder other than those payable under sub-section (2) of S.451 of the Reserve Bank of India Act, 1934 of the Act shall be paid into the Public Account of India at any Government treasury, or into the Reserve Bank of India or any office of the State Bank of India or any subsidiary thereof acting as the agent of the Reserve Bank of India for credit **62**[under the following head, namely:-

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

**63**[(3) fees payable to the Central Government in pursuance of sub-section (2) of Section 451 of the Companies Act, 1956 , shall be paid into the Public Account of India at any Government treasury or into the Reserve Bank of India or any office of the State Bank of India or any subsidiary thereof acting as the agent of the Reserve Bank of India for credit **64**[under the following head, namely:-

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

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

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

postal orders, cheques or drafts are cashed and the amount credited.]]

**66** "Provided also that, where application is filed through electronic media or through any other computer readable media, the user may choose any one of the following payment options namely, (i) Credit Card; or (ii) Internet Banking; or (iii) Remittance at the Bank Counter or (iv) any other mode as approved by the Central Government. The requisite fee as specified in the Companies (Fees on Applications) Rules, 1968 shall be payable through any of the accredited branches of the following Banks. (a) Punjab National Bank (b) State Bank of India (c) Indian Bank (d) ICICI Bank (e) HDFC Bank'

Substituted by GSR 195, dated 9-2-1961.

Substituted by GSR 1262, dated 2-8-1966.

Substituted by GSR 251 (E), dated 21-6-1996.

Inserted by GSR 1262. dated 2-8-1966.

Substituted by GSR 251 (E), dated 21 -6-1996.

Substituted by GSR 1570, dated 18-10-1965.

In the Companies (Central Government's) General Rules and Forms, 1956, in rule 22, after the second proviso, the following proviso shall be inserted, namely:- "Provided also that, where application is filed through electronic media or through any other computer readable media, the user may choose any one of the following payment options namely, (i) Credit Card; or (ii) Internet Banking; or (iii) Remittance at the Bank Counter or (iv) any other mode as approved by the Central Government. The requisite fee as specified in the Companies (Fees on Applications) Rules, 1968 shall be payable through any of the accredited branches of the following Banks. (a) Punjab National Bank (b) State Bank of India (c) Indian Bank (d) ICICI Bank (e)HDFC Bank' by the Companies Act, 1956 (1 of 1956).

### **23. Payment of dividend to shareholders and interest to debentureholders :-**

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

Inserted by GSR 598(E), dated 28-7-1994.