

Companies (Compliance Certificate) Rules, 2001

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In exercise of the powers conferred by sub-section (1) of Section 642 read with proviso to sub-section (1) of Section 383-A of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules, namely:

1. Short title and commencement :-

- (1) These rules may be called the Companies (Compliance Certificate) Rules, 2001 .
- (2) They shall come into force on the date of their publication in the Official Gazette.

2. Definitions :-

In these rules, unless the context otherwise requires,

- (a) "Act" means the Companies Act, 1956 (1 of 1956);
- (b) "Certificate" means a certificate referred to in the proviso to sub-section (1) of Section 383A of the Companies Act, 1956 ;
- (c) "Form" means form appended to these rules; and
- (d) The words and expressions used in these rules but not defined in these rules shall have the same meanings respectively assigned to them in the Act.

3. Other Conditions :-

- (1) Every company not required to employ a whole-time secretary under sub-section (1) of Section 383A of the Companies Act, 1956 and having a paid-up share capital of ten lakh rupees or more shall obtain a certificate from a secretary in whole-time practice.
- (2) The company referred to in sub-rule (1) shall file with the

Registrar a certificate in Form or as near thereto as circumstances admit in respect of each financial year within thirty days from the date on which its annual general meeting was held :

Provided that where the annual general meeting of such company for any year has not been held, there shall be filed with the Registrar such certificate within thirty days from the latest day on or before which that meeting should have been held in accordance with the provisions of the Act.

(3) Every secretary in whole-time practice for the purpose of issue of certificate referred to in sub-rule (2) shall have right to access at all times to the registers, books, papers, documents and records of the company whether kept in pursuance of the Act or any other Act or otherwise and whether kept at the registered office of the company or elsewhere and shall be entitled to require from the officers or agents of the company, such information and explanations as the secretary in whole-time practice may think necessary for the purpose of such certificate.

(4) Every certificate referred to in sub-rule (2) shall be laid by the company in its annual general meeting.