
MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 31st March, 2014

G.S.R. 253(E).—In exercise of the powers conferred under section 455, sub-section (2) of section 459 and sub-section (1) of section 464 read with section 469 of the Companies Act, 2013, and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely:-

1. Short title and commencement. - (1) These rules may be called the Companies (Miscellaneous) Rules, 2014.

(2) They shall come into force on the 1st day of April, 2014.

2. Definitions. (1) In these rules, unless the context otherwise requires,-

(a) "Act" means the Companies Act, 2013 (18 of 2013);

(b) "Annexure" means Annexure enclosed to these Rules;

(c) "Fees" means fees as prescribed in the Companies (Registration Offices and Fees) Rules, 2014;

(d) "Form" or "e-Form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates;

(e) "section" means section of the Act;

(2) Words and expressions used in these rules but not defined, and defined in the Act or in the Company (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act or in the said Rules.

3. Application for obtaining status of dormant company.- For the purposes of sub-section (1) of section 455, a company may make an application in Form **MSC-1** along with such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 to the Registrar for obtaining the status of a Dormant Company in accordance with the provisions of section 455 after passing a special resolution to this effect in the general meeting of the company or after issuing a notice to all the shareholders of the company for this purpose and obtaining consent of at least 3/4th shareholders (in value):

Provided that a company shall be eligible to apply under this rule only, if-

- (i) no inspection, inquiry or investigation has been ordered or taken up or carried out against the company;
- (ii) no prosecution has been initiated and pending against the company under any law;
- (iii) the company is neither having any public deposits which are outstanding nor the company is in default in payment thereof or interest thereon;
- (iv) the company is not having any outstanding loan, whether secured or unsecured:

Provided that if there is any outstanding unsecured loan, the company may apply under this rule after obtaining concurrence of the lender and enclosing the same with Form **MSC-1** ;

- (v) there is no dispute in the management or ownership of the company and a certificate in this regard is enclosed with Form **MSC-1**;
- (vi) the company does not have any outstanding statutory taxes, dues, duties etc. payable to the Central Government or any State Government or local authorities etc.;
- (vii) the company has not defaulted in the payment of workmen's dues;
- (viii) the securities of the company are not listed on any stock exchange within or outside India.

4. Certificate of status of dormant company.- The Registrar shall, after considering the application filed in Form **MSC-1**, issue a certificate in Form **MSC-2** allowing the status of a Dormant Company to the applicant.

5. Register of dormant companies.- The Register maintained under the portal maintained by the Ministry of Corporate Affairs on its web-site www.mca.gov.in or any other website notified by the Central Government, shall be the register for dormant companies.

6. Minimum number of directors for dormant company.- A dormant company shall have a minimum number of three directors in case of a public company, two directors in case of a private company and one director in case of a One Person Company:

Provided that the provisions of the Act in relation to the rotation of auditors shall not apply on dormant companies.

7. Return of dormant companies.- A dormant company shall file a "Return of Dormant Company" annually, inter-alia, indicating financial position duly audited by a chartered accountant in practice in Form **MSC-3** along with such annual fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 within a period of thirty days from the end of each financial year:

Provided that the company shall continue to file the return or returns of allotment and change in directors in the manner and within the time specified in the Act, whenever the company allots any security to any person or there is any change in the directors of the company.

8. Application for seeking status of an active company.- (1) An application, under sub-section (5) of section 455, for obtaining the status of an active company shall be made in Form **MSC-4** along with fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 and shall be accompanied by a return in Form **MSC-3** in respect of the financial year in which the application for obtaining the status of an active company is being filed:

Provided that the Registrar shall initiate the process of striking off the name of the company if the company remains as a dormant company for a period of consecutive five years.

(2) The Registrar shall, after considering the application filed under sub-rule (1), issue a certificate in Form **MSC-5** allowing the status of an active company to the applicant.

(3) Where a dormant company does or omits to do any act mentioned in the Grounds of application in Form MSC-1 submitted to Registrar for obtaining the status of dormant company, affecting its status of dormant company, the directors shall within seven days from such event, file an application, under sub-rule (1) of this rule, for obtaining the status of an active company.

(4) Where the Registrar has reasonable cause to believe that any company registered as 'dormant company' under his jurisdiction has been functioning in any manner, directly or indirectly, he may initiate the proceedings for enquiry under section 206 of the Act and if, after giving a reasonable opportunity of being heard to the company in this regard, it is found that the company has actually been functioning, the Registrar may remove the name of such company from register of dormant companies and treat it as an active company.

9. Fees for application to Central Government.- For the purposes of sub-section (2) of section 459, every application which may be, or is required to be, made to the Central Government under any provision of the Act-

- in respect of any approval, sanction, consent, confirmation or recognition to be accorded by that Government to, or in relation to, any matter; or
- in respect of any direction or exemption to be given or granted by that Government in relation to any matter; or
- in respect of any other matter,

shall be accompanied by such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

10. Association or partnership of persons exceeding certain number. - No association or partnership shall be formed, consisting of more than fifty persons for the purpose of carrying on any business that has for its objects the acquisition of gain by the association or partnership or by individual members thereof, unless it is registered as a company under the Act or is formed under any other law for the time being in force.

FORM NO. MSC.1

[Pursuant to sub-section (1) of section 455 of The Companies Act, 2013 read with rule 3 of the Companies (Miscellaneous) Rules, 2014]



Application to Registrar for obtaining the status of dormant company

Form language English Hindi

Refer the instruction kit for filing the form.

1. *Whether the company is incorporated under
 Companies Act 2013 Any previous Companies Act

2. (a) *CIN

(b) GLN

3. (a) Name of the company

(b) Registered office address

(c) email Id

4. Type of company

5. Date of incorporation of the company

6. Object of the company as per Memorandum of Association (MOA)

7. (a) *Date of passing board resolution

(b) *Date of passing special resolution

(c) *SRN of Form filed for special resolution

8. (a) *Whether the objects of the company are being regulated under any special Act

Yes No

* (b) (i) Name of the regulatory body

(ii) Date of obtaining the approval/NOC of regulatory body for obtaining the status of a dormant company

(iii) Order number

9. (a) *Number of directors

(b) Particulars in respect of each director

| | | |
|---|----------------------|----------|
| (i) *Director identification number (DIN) | <input type="text"/> | Pre-fill |
| (ii) Name | <input type="text"/> | |
| (iii)*Designation | <input type="text"/> | |
| (iv)*Category | <input type="text"/> | |

10. *Grounds of application

- The company is formed and registered under the Companies Act, 2013 for
- any future project.
 - holding an asset or intellectual property.

AND

- The company has no significant transaction since incorporation.
- The Company has not been carrying on any business or operation since
- The company has not made any significant accounting transaction during the last two financial years.
- The company has not filed financial statements and annual returns during the last two financial years.

11. (a) *Whether the company have any assets or liabilities Yes No

(b) (i) Financial year end date to which last financial statement and annual return pertains

(ii) Date on which last financial statement and annual return were filed

(Attach the latest financial statement and annual return of the company)

(iii) *If the financial statement and annual return is not filed for any year in the last two financial years, reasons thereof

(c) (i) Date on which last significant accounting transaction was made

(ii) Nature of such transaction

Attachments

- 1 *Copy of board resolution authorizing making of this application;
2. *Copy of special resolution;
- 3 *Auditor's certificate;
4. Statement of affairs duly certified by Chartered Accountant or Auditor(s) of the company;
5. Copy of approval or no objection certificate (NOC) from the regulatory authority, if Applicable;
6. Consent of the lender if any loan is subsisting;
7. latest financial statement and annual return of the company;
8. Certificate regarding no dispute in the management or ownership;
9. Optional attachment(s), if any.

| |
|------------|
| Attachment |
| Attachment |
| Attachment |
| Attachment |
| Attachment |
| Attachment |
| Attachment |
| Attachment |
| Attachment |

List of attachments**Declaration**

I *,
hereby confirm that

- (i) no inspection, inquiry or investigation has been ordered or taken up or carried out against the company;
- (ii) no prosecution has been initiated or pending against the company under any law;
- (iii) the company is neither having any public deposits which are outstanding nor the company is in default in payment thereof or interest thereon;
- (iv) the company is not having any outstanding loan or if there is any, the concurrence of the lender has been obtained and is enclosed herewith this application;
- (v) there is no dispute in the management or ownership of the company;
- (vi) the company does not have any outstanding statutory taxes, dues, duties etc. payable to the Central Government or any State Government or local authorities etc.;
- (vii) the company has not defaulted in the payment of workmen's dues;
- (viii) the securities of the company are not listed on any stock exchange within or outside India;
- (ix) this application has not been made with an objective to deceive the creditors or to defraud any other person.
- (x) I am authorized by the Board of Directors of the company vide resolution number * dated * to sign this form and declare that all the requirements of The Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that
 - a Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
 - b All the required attachments have been completely and legibly attached to this form all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.
- (xi) I understand that furnishing any false or incorrect particulars of any information or Suppression of any material information shall attract punishment under section 448 and 449.

***To be digitally signed by**

DSC

*Designation

*DIN of the director; DIN or Income Tax PAN of the manager or CEO or CFO; or membership number of

company 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

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

Form No. MSC-2

Certificate of status of a Dormant Company

[Pursuant to sub-section (2) of section 455 read with rule 4 of Companies (Miscellaneous) Rules, 2014]

Corporate Identity Number: -----

Date of issue of certificate of incorporation:

Name of the company:

I hereby certify that the above named company has this day been declared as Dormant Company as per the provisions of Section 455(2) of the Companies Act, 2013 on the basis of the application filed by the Company under Section 455(1).

Given under my hand at ----- this ---- day of -----two thousand---

Sd/-

ROC/DROC/AROC

State

Note: This certificate declaring the dormant status of the Company is being issued on the basis of the application filed by the Company only. The Company may get its status revived to 'Active' on compliance of the provisions of Section 455(5) of the Act. The name of the Company can also be struck off under Section 455(6) of the Act. The stakeholders are advised to check the latest status of the Company on www.mca.gov.in/MCA21/.

FORM NO. MSC.3

[Pursuant to Section 455(5) of The Companies Act, 2013 and rule 7 and 8 of the Companies (Miscellaneous) Rules, 2014]

**Return of dormant companies**

Form language o English o Hindi

Refer the instruction kit for filing the form.

1. *(a) CIN
- (b) GLN
2. (a) Name of the company
- (b) Registered office address
- (c) email Id

3. Date of issue of certificate of dormant company

4. *Brief particulars of the principal business activities of the company

5. *Financial year end date to which this return relates

6. *Number of directors

7. Particulars of the Board meeting(s) held

| S. No. | Date of meeting | Total number of Directors as on the Date of Meeting | Total No. of Directors present in the Date of Meeting |
|--------|----------------------|---|---|
| 1 | <input type="text"/> | | |
| 2 | <input type="text"/> | | |
| 3 | <input type="text"/> | | |
| 4 | <input type="text"/> | | |

8. Change in the management of the company

| Date of change | Names of the key persons in the new Management | Reason(s) of change |
|----------------------|--|---------------------|
| <input type="text"/> | | |
| <input type="text"/> | | |
| <input type="text"/> | | |

| | | |
|--|--|--|
| | | |
|--|--|--|

9. Statement of transactions other than significant accounting transactions; if any

| Particulars | Amount (in Rupees) |
|--|--------------------|
| Payments for maintenance of its office and records | |
| Payments made to fulfill the requirements of the Act | |
| Payment of fees to Registrar | |

10. Particulars of allotment of shares, if any

(a) Date of allotting the shares (latest date in the current year)

(b) Purpose of allotment

(c) Number of shares allotted

(d) Face value per share (e) Paid up value of such shares

(f) Consideration received in

11. *Particulars of the annual fee (Amount in Rupees)
(Enter the amount to be paid along with this form)

12. *Whether any significant transaction is carried out during the year o Yes o No
If yes, brief

13. Shareholding pattern of the company

| S. No. | Category of share holders | Percentage as on <input type="text"/> | Percentage as on <input type="text"/> |
|--------|--|--|--|
| 1. | Government (Central and State) | | |
| 2. | Government Companies | | |
| 3. | Public financial institutions | | |
| 4. | Nationalized or other bank(s) | | |
| 5. | Mutual Funds | | |
| 6. | Venture Capital | | |
| 7. | Foreign holdings (Foreign Institutional Investors, Foreign companies, Non-resident Indians, Foreign financial institutions or Overseas corporate bodies) | | |
| 8. | Bodies Corporate (not mentioned above) | | |
| 9. | Directors or relatives of directors | | |
| 10. | Other top fifty shareholders (other than mentioned above) | | |
| 11. | Others | | |
| 12. | Total | | |
| | Total number of shareholders | | |

Attachments

- *Copy of Board resolution showing authorization given for filing this declaration;
- *Duly audited statement of financial position;
- Optional attachment(s), if any.

| |
|--------|
| Attach |
| Attach |
| Attach |

Declaration

I am authorized by the Board of Directors of the Company vide resolution no* dated* to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared that all the required attachments have been completely, correctly and legibly attached to this form.

- The status of the Company continues to be a Dormant Company under Section 455(1) of the Act as on date.

***To be digitally signed by DSC Box**

*Designation

*DIN of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary

Note: Attention is also drawn to the provisions of section 448 of the Act which provides for punishment for false statements.

| | | | |
|--|----------------------|----------------------|-----------------------------------|
| Modify | Check Form | Prescrutiny | Submit |
| For office use only: | | Affix filing details | |
| eForm Service request number (SRN) | <input type="text"/> | eForm filing date | <input type="text"/> (DD/MM/YYYY) |
| This e-Form is hereby registered | | | |
| Digital signature of the authorising officer | <input type="text"/> | Confirm submission | |
| Date of signing | <input type="text"/> | (DD/MM/YYYY) | |

FORM MSC-4

[Pursuant to Section 455(5) of the Companies Act, 2013 and rule 8 of the Companies (Miscellaneous) Rules, 2014]



Application seeking status of active company

Form language English Hindi

Refer the instruction kit for filing the form.

1. *(a) CIN

Pre-fill

(b) GLN

2. (a) Name of the company

(b) Registered office address

(c) email Id

3.*SRN of Form No. MSC.1 filed for seeking status of dormant company

4. SRN of latest declaration filed in Form No. MSC.3

5. *Company remained in dormant status since

6. *Reasons of dormant status (whether for future project or due to failure to respond to notice under sub-section (4) of section 455 or for any other reason)

I *, do hereby apply for changing the status of the Company from Dormant to Active as per the

provisions of sub- section (5) of section 455 of the Companies Act, 2013.

Attachments

1. *Copy of Board resolution authorizing the filing of this application;
2. Optional attachment(s), if any

Declaration

I am authorized by the Board of Directors of the Company vide resolution number * dated* to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared that all the required attachments have been completely, correctly and legibly attached to this form.

***To be digitally signed by**

*Designation

*DIN of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the company secretary

Note: Attention is also drawn to the provisions of section 448 of the Act which provides for punishment for false statements.

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)

Form No. MSC-5**Certificate of status of an active Company**

*[Pursuant to sub-section (5) of section 455 read with rule 8(2) of Companies
(Miscellaneous) Rules, 2014]*

Corporate Identity Number: -----

Date of issue of certificate of incorporation:

Date of issue of certificate of status as dormant company:

Name of the company:

I hereby certify that the above named company has this day been declared as Active Company as per the provisions of Section 455(5) of the Companies Act, 2013 on the basis of the application filed by the Company under Section 455(5).

Given under my hand at ----- this ---- day of -----two thousand---

Sd/-

ROC/DROC/AROC

State

Note: This certificate declaring the active status of the Company is being issued on the basis of the application filed by the Company only. The stakeholders are advised to check the latest status of the Company on www.mca.gov.in/MCA21/.

[F. No. 1/25/2013-CL-V]

RENUKA KUMAR, Jt. Secy.

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 31 मार्च 2014

सा.का.नि. 254 (अ).--केन्द्रीय सरकार कंपनी अधिनियम, 2013 की धारा 469 के साथ पठित धारा 454 के द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए निम्नलिखित नियम बनाती है, अर्थात् :-

1. **संक्षिप्त नाम और प्रारंभ- (1)** इन नियमों का संक्षिप्त नाम कंपनी (शास्तियों का न्यायनिर्णयन) नियम, 2014 है।
- (2) ये नियम 1 अप्रैल, 2014 को प्रवृत्त होंगे।

2. **परिभाषाएं-** (1) इन नियमों में, जब तक कि संदर्भ से अन्यथा अपेक्षित न हो, -
- (क) “अधिनियम” से कंपनी अधिनियम, 2013 (2013 का 18) अभिप्रेत है;
- (ख) “उपाबंध” से इन नियमों से उपाबद्ध उपबंध अभिप्रेत है;
- (ग) “फीस” से कंपनी (रजिस्ट्रीकरण कार्यालय तथा फीस) नियम, 2014 में निर्धारित फीस अभिप्रेत है;
- (घ) “प्ररूप” अथवा “ई-प्ररूप” से इन नियमों के उपाबंध में दिए गए प्ररूप अभिप्रेत हैं जिसका प्रयोग उस संबंध में किया जाना है जिससे वह संबंधित हैं;
- (ङ) “प्रादेशिक निदेशक” से केन्द्रीय सरकार द्वारा कारपोरेट कार्य मंत्रालय में प्रादेशिक निदेशक के रूप में नियुक्त व्यक्ति से अभिप्रेत है;
- (च) “धारा” से अधिनियम की धारा अभिप्रेत है;
- (2) उन शब्दों और पदों के, जो इन नियमों के प्रयुक्त हैं किंतु परिभाषित नहीं हैं और अधिनियम या कंपनी (परिभाषा ब्यौरों के विनिर्देशन) नियम, 2014 में परिभाषित हैं, के वही अर्थ होंगे जो क्रमशः इन अधिनियम या उक्त नियम में उनके हैं।

3. शास्तियों का न्यायनिर्णय-(1) केन्द्रीय सरकार अधिनियम के उपबंधों के द्वारा शाक्ति का न्यायनिर्णय करने के लिए अपने किसी अधिकारी, जिसका रैंक रजिस्ट्रार से कम न हो, को न्यायनिर्णायक अधिकारी नियुक्त करेगी।

(2) शाक्ति का न्यायनिर्णय करने से पूर्व, न्यायनिर्णयन अधिकारी कंपनी और कंपनी के प्रत्येक अधिकारी, जो चूक कर रहा हो, को इस आशय का एक लिखित नोटिस जारी करेगा कि अवधि, जैसी कि नोटिस में निर्धारित की जाए (जो नोटिस की तामील के पंद्रह दिन से कम और 45 दिन से अधिक न हो), के अंदर कारण बताया जाए कि उसके विरुद्ध जांच क्यों नहीं की जाए :

परंतु इस उप-नियम के अधीन जारी प्रत्येक नोटिस में अधिनियम के अंतर्गत यथास्थिति उक्त कंपनी अथवा चूककर्ता अधिकारी द्वारा तथाकथित रूप से किए गए गैर अनुपालन अथवा चूक, की प्रकृति का स्पष्ट उल्लेख किया जाए;

परंतु यह और कि यदि कंपनी अथवा अधिकारी (जो भी लागू हो) उक्त अधिकारी का समाधान करता है कि उसके पास अनुबद्ध अवधि में नोटिस का प्रत्युत्तर न देने का पर्याप्त कारण है, तो न्यायनिर्णयन अधिकारी कारण लेखबद्ध करके उपर्युक्त निर्दिष्ट अवधि को आगे और बढ़ा सकता है जो पंद्रह दिन से अधिक नहीं होगी।

(3) यदि उक्त कंपनी अथवा अधिकारी द्वारा दर्शित किए गए कारण, यदि कोई हो, पर विचार करने के बाद न्यायनिर्णयन अधिकारी का यह राय हो कि जांच होनी चाहिए तो वह उक्त कंपनी को अपने प्राधिकृत प्रतिनिधि अथवा उक्त कंपनी के अधिकारी को व्यक्तिगत रूप से अथवा अपने प्राधिकृत प्रतिनिधि के माध्यम से प्रस्तुत होने की तारीख निर्धारित करते हुए एक नोटिस जारी करेगा।

(4) सुनवाई की नियत तारीख को और संबंधित व्यक्ति (व्यक्तियों) को सुनवाई का युक्तियुक्त अवसर देने के बाद न्यायनिर्णयन अधिकारी कारण लेखबद्ध किए जाने के अधीन कोई आदेश पारित कर सकता है जैसा कि वह ठीक समझे जिसमें किसी अगली तारीख तक सुनवाई स्थगन करने का आदेश शामिल है।

(5) उप नियम (4) के अंतर्गत पारित प्रत्येक आदेश न्यायनिर्णयन अधिकारी द्वारा दिनांकित और हस्ताक्षरित किया जाएगा।

(6) न्यायनिर्णयन अधिकारी अपने द्वारा पारित आदेश की प्रति संबंधित कंपनी अथवा अधिकारी, जिसने चूक की है को तथा केन्द्रीय सरकार को भेजेगा।

(7) जांच के दौरान न्यायनिर्णयन अधिकारी निम्नलिखित शाक्तियों का प्रयोग करेगा, अर्थात्:-

(क) किसी ऐसे व्यक्ति को सम्मन देना तथा उपस्थित होने के लिए बाध्य करना जिसे मामले के तथ्यों और परिस्थितियों की जानकारी हो;

(ख) साक्ष्य के लिए अथवा कोई दस्तावेज़ प्रस्तुत करने के लिए आदेश देना जो न्यायनिर्णयन अधिकारी के विचार में जांच की विषय-वस्तु के लिए उपयोगी अथवा प्रासंगिक हो।

(8) यदि कोई व्यक्ति उप- नियम (7) के अधीन न्यायनिर्णयन अधिकारी के समक्ष उपस्थित रहने में असफल रहता है, उपेक्षा करता है अथवा इंकार करे तो न्यायनिर्णयन अधिकारी ऐसा करने के कारणों को लेखबद्ध करके उस व्यक्ति की अनुपस्थिति में जांच पर आगे कार्रवाई कर सकेगा।

(9) शास्ति की मात्रा का न्यायनिर्णय करते समय न्यायनिर्णयन अधिकारी निम्नलिखित कारकों का सम्यक ध्यान रखेगा, अर्थात्:-

(क) चूक के परिणामस्वरूप प्राप्त असंगत लाभ अथवा अनुचित हित जहां परिमापक हो, की रकम;

(ख) चूक के परिणामस्वरूप किसी निवेशक अथवा निवेशकों के समूह अथवा लेनदारों को होने वाली हानि की रकम;

(ग) चूक को दोहराने की प्रकृति।

(10) अधिनियम के अधीन शास्तियों के रूप में प्राप्त समस्त राशियां भारत की संचित निधि के नामे डाली जाएगी।

4. न्यायनिर्णयन अधिकारी के आदेश के विरुद्ध अपील- (1) न्यायनिर्णयन अधिकारी के आदेश के विरुद्ध प्रत्येक अपील व्यथित पक्षकार द्वारा न्यायनिर्णयन अधिकारी का आदेश प्राप्त करने की तारीख से साठ दिन की अवधि के अंदर **एडीजे** प्ररूप, जिसमें अपील के कारण दिए गए हों, में मामले के क्षेत्राधिकार वाले प्रादेशिक निदेशक को लिखित रूप में फाइल की जाएगी और उसके साथ आदेश, जिसके विरुद्ध अपील की जानी है, की एक प्रमाणित प्रति भी लगाई जाएगी;

परंतु जहां पक्ष का प्रतिनिधित्व किसी प्राधिकृत प्रतिनिधि द्वारा किया गया हो, प्रतिनिधि के पक्ष में उक्त प्राधिकार की एक प्रतिलिपि तथा उक्त प्राधिकृत प्रतिनिधि द्वारा उसके लिए लिखित सम्मति भी अपील के साथ संलग्न की जाएगी:

परंतु यह और कि प्ररूप एडीजे में जब तक मांगी गई छूट परिणामी न हो, एक से अधिक आदेश के विरुद्ध छूट न मांगी जाए।

(2) इस नियम के अधीन फाइल प्रत्येक अपील के साथ कंपनी (रजिस्ट्रीकरण कार्यालय एवं फीस) नियम, 2014 में यथा उपबंधित ऐसी फीस लगाई जाएगी।

5. अपील का रजिस्ट्रीकरण- (1) अपील प्राप्त होने पर प्रादेशिक निदेशक का कार्यालय उक्त अपील पर तिथि पृष्ठांकित करेगा तथा उक्त पृष्ठांकन पर हस्ताक्षर करेगा।

(2) यदि, संवीक्षा करने पर, अपील सही पाई जाती है तो इसे सम्यक रूप से रजिस्ट्रीकृत किया जाएगा और एक क्रम संख्या दी जाएगी;

परंतु कि यदि अपील में त्रुटि पाई जाती है तो प्रादेशिक निदेशक अपीलार्थी को त्रुटि में सुधार के लिए समय, जो प्रादेशिक निदेशक से अपीलार्थी द्वारा त्रुटि की प्रकृति संबंधी सूचना की प्राप्ति के बाद चौदह दिन से कम न हो, की अनुमति देगा तथा यदि अपीलार्थी उपर्युक्त अनुमत समयावधि में उक्त त्रुटियों में सुधार नहीं कर पाता है तो प्रादेशिक निदेशक आदेश द्वारा तथा कारण लेखबद्ध करके उक्त अपील को दर्ज करना अस्वीकार करेगा तथा इस अस्वीकृति की सूचना सात दिन की अवधि के अंदर अपीलार्थी को देगा;

परंतु यह और कि यदि अपीलार्थी प्रादेशिक निदेशक का समाधान करता है कि अपीलार्थी के पास प्रथम उपबंध में उल्लिखित चौदह दिन की अवधि के अंदर त्रुटियों को सुधार न कर पाने के पर्याप्त कारण हैं तो प्रादेशिक निदेशक कारण लेखबद्ध करके उपर्युक्त प्रथम उपबंध में निर्दिष्ट अवधि को आगे और चौदह दिनों के लिए बढ़ाएगा।

6. प्रादेशिक निदेशक द्वारा अपील का निपटान: (1) अपील फाइल होने पर प्रादेशिक निदेशक न्यायनिर्णयन अधिकारी जिसके आदेश के विरुद्ध अपील की जा रही है, को अपील की एक प्रति और एक नोटिस जिसमें अवधि, जैसी कि उक्त नोटिस में प्रादेशिक निदेशक द्वारा निर्धारित की जाए और जो इक्कीस दिन से अधिक न हो, के अंदर उसका उत्तर फाइल करने की अपेक्षा के साथ एक नोटिस देगा;

परंतु यदि न्यायनिर्णयन अधिकारी प्रादेशिक निदेशक का समाधान करता है कि इक्कीस दिन की उपरोक्त अवधि में अपील का उत्तर न देने के लिए उनके पास पर्याप्त कारण हैं तो प्रादेशिक निदेशक कारण लेखबद्ध करके उपर्युक्त उप-नियम (1) में उल्लिखित अवधि को इक्कीस दिन के लिए और आगे बढ़ाएगा।

(2) न्यायनिर्णयन अधिकारी द्वारा प्रादेशिक निदेशक को प्रस्तुत प्रत्येक उत्तर, आवेदन अथवा लिखित अभ्यावेदन की प्रतिलिपि न्यायनिर्णयन अधिकारी द्वारा अपीलार्थी को दी जाएगी।

(3) प्रादेशिक निदेशक पक्षों को अपील की सुनवाई की तारीख अधिसूचित करेगा जो अपील की सुनवाई की उक्त अधिसूचना की तारीख के बाद तीस दिन से पहले की तारीख नहीं होगी।

(4) प्रादेशिक निदेशक सुनवाई के लिए नियत तारीख को कारण लेखबद्ध किए जाने के अधीन कोई आदेश, जैसा कि वह ठीक समझे, पारित करेगा जिसमें सुनवाई को भविष्य में किसी तारीख तक स्थगन करने का आदेश भी शामिल है।

(5) यदि अपीलार्थी अथवा न्यायनिर्णयन अधिकारी सुनवाई के लिए नियत तारीख को उपस्थित नहीं होता है तो प्रादेशिक निदेशक अपील का एकपक्षीय निपटान कर सकेगा।

परंतु यदि अपीलार्थी बाद में उपस्थित होता है और प्रादेशिक निदेशक का समाधान हो जाता है कि उसके उपस्थित न होने का पर्याप्त कारण है, तो प्रादेशिक निदेशक एकपक्षीय आदेश को रद्द करने और अपील को प्रत्यावर्तित करने का आदेश दे सकता है।

(6) इस नियम के अंतर्गत पारित प्रत्येक आदेश प्रादेशिक निदेशक द्वारा दिनांकित एवं हस्ताक्षरित किया जाएगा।

(7) प्रादेशिक निदेशक द्वारा पारित प्रत्येक आदेश की एक प्रमाणित प्रति तत्काल न्यायनिर्णयन अधिकारी और उसी समय अपीलार्थी को तथा केन्द्रीय सरकार को भेजी जाएगी।

प्ररूप संख्या न्याय निर्णय

[कंपनी अधिनियम, 2013 की धारा 454(5)
और नियम 4(1) के अनुसरण में]



अपील ज्ञापन

प्ररूप की भाषा अंग्रेजी हिंदी

प्ररूप फाइल करने हेतु अनुदेश किट देखें।

प्रादेशिक निदेशक के समक्ष

कंपनी अधिनियम, 2013 के मामले में

और

द्वारा

को दिए गए आदेश के विरुद्ध अपील के मामले में

1. *अपीलार्थी की कोटि

2. *कारपोरेट पहचान संख्या (सीआईएन) अथवा विदेशी
कंपनी रजिस्ट्रीकरण संख्या (एफसीआरएन)

पूर्व भरे

3. (क) कंपनी का नाम

(ख) भारत में रजिस्ट्रीकृत कार्यालय अथवा कारबार के प्रमुख स्थल का पता

(ग) कंपनी का ई-मेल पता

4. अपीलार्थी के ब्यौरे

(क) *डिन/पैन/पासपोर्ट संख्या

पूर्व भरे

(ख) *नाम

(ग) पता *पंक्ति I

पंक्ति II

(घ) *शहर

(ङ) *राज्य

(च) *आईएसओ राष्ट्र कोड

(छ) देश

(ज) *पिन कोड

(झ) *अपीलार्थी का ई-मेल आईडी

5. * प्रत्यर्थी के ब्यौरे

(क) न्यायनिर्णयन अधिकारी

'अन्य' विनिर्दिष्ट करें

(ख) पता

6. * वह धारा जिसके अधीन शास्ति अधिरोपित की गई

7. * अधिरोपित शास्ति (रकम रुपए में)

8. * शास्ति का कारण

9. कारावास के ब्यौरे (यदि कोई हो)

10. सुसंगत प्ररुप संख्या विनिर्दिष्ट करें (यदि कोई हो)

11. ऊपर विनिर्दिष्ट प्ररुप की क्रम संख्या

12. *मामले का सार

13. *अपील के आधार

14. *मांगी गई रियायत

15. *मांगी गई अंतरिम रियायत (यदि कोई हो)

16. * शास्ति आदेश की प्रमाणित प्रति जारी होने की तारीख

17. वह सम्यक तारीख जिसको आदेश फाइल किया जाना है

18. विलंब, दिनों में

19. आदेश फाइल करने में विलंब का कारण

20. दी गई माफी के ब्यौरे (यदि कोई हो)

21. *प्रादेशिक निदेशक की अधिकारिता

अपीलार्थी यह घोषित करता है कि अपील की विषय वस्तु प्रादेशिक निदेशक की अधिकारिता के भीतर है।

संलग्नक

- * जिस आदेश के विरुद्ध अपील की जा रही उसकी प्रमाणित-प्रति;
- प्राधिकृत प्रतिनिधि के पक्ष में प्राधिकार पत्र की प्रति;
- विलंब के लिए माफी का आदेश;
- वैकल्पिक उपाबंध, यदि कोई हो.

संलग्न करें

संलग्न करें

संलग्न करें

संलग्न करें

घोषणा

- मुझे कंपनी के निदेशक मंडल द्वारा तारीख के संकल्प संख्या द्वारा इस प्ररूप पर हस्ताक्षर करने और यह घोषित करने के लिए प्राधिकृत किया गया है कि कंपनी अधिनियम, 2013 और उसके अधीन बनाए गए नियमों की सभी अपेक्षाएं पूरी की गई हैं।
- मैं विषयाधीन मामले में चूककर्ता अधिकारी की व्यक्तिगत हैसियत से यह प्ररूप फाइल कर रहा हूं और एतद्वारा यह प्रमाणित करता हूं कि इस प्ररूप की विषय-वस्तु के संबंध में कंपनी अधिनियम, 2013 और उसके अधीन बनाए गए नियमों की सभी अपेक्षाएं पूरी की गई हैं।
- मैं यह और प्रमाणित करता हूं कि इस प्ररूप के उपाबंधों सहित ऊपर दी गई सभी सूचनाएं सत्य, सही और पूर्ण हैं और कोई महत्वपूर्ण सचूना नहीं छुपाई गई है।
- मैं यह भी घोषित करता हूं कि इसी मामले पर किसी प्राधिकारी के समक्ष कोई अन्य अपील,वाद, सिविल पुनरीक्षा या कोई अन्य कानूनी कार्रवाई लंबित नहीं है।

*डिजिटल हस्ताक्षर किया जाए

डीएससी बॉक्स

*वर्ग

*प्राधिकृत प्रतिनिधि का पैन; अथवा अपीलार्थी का डिन/पैन अथवा पासपोर्ट संख्या; अथवा निदेशक का डिन, अथवा प्रबंधक या सीईओ का डिन या पैन; अथवा कंपनी सचिव की सदस्यता संख्या

टिप्पणः धारा 448 और 449 के उपबंधों की ओर भी ध्यान आकृष्ट किया जाता है जिनमें क्रमशः मिथ्या विवरण देने हेतु दंड और मिथ्या साक्ष्य देने हेतु दंड का उपबंध है।

संशोधित करें

प्ररूप चेक करें

पूर्व संवीक्षा

जमा करें

कार्यालय प्रयोग हेतु:

फाइलिंग ब्यौरे संलग्न करें

ई-प्ररूप सेवा अनुरोध संख्या (एसआरएन) ई-प्ररूप फाइल करने की तारीख (दिन/माह/वर्ष)

प्राधिकृत अधिकारी का डिजिटल हस्ताक्षर

एतद्वारा प्ररूप को अनुमोदित किया जाता है

एतद्वारा यह प्ररूप अस्वीकार किया जाता है

हस्ताक्षर की तारीख

जमा की पुष्टि करें

(दिन/मास/वर्ष)

फा. सं. 01/25/2013-सीएल-5

रेणुका कुमार, संयुक्त सचिव

NOTIFICATION

New Delhi, The 31st March, 2014

G.S.R. 254 (E).— In exercise of the powers conferred by section 454 read with section 469 of the Companies Act, 2013, the Central Government hereby makes the following rules, namely:—

1. Short title and commencement. - (1) These rules may be called the Companies (Adjudication of Penalties) Rules, 2014.

(2) They shall come into force on the 1st day of April, 2014.

2. Definitions. (1) In these rules, unless the context otherwise requires,-

(a) "Act" means the Companies Act, 2013 (18 of 2013);

(b) "Annexure" means the Annexure enclosed to these Rules;

(c) "Fees" means fees as prescribed in the Companies (Registration Offices and Fees) Rules, 2014;

(d) "Form" or 'e-Form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates;

(e) "Regional Director" means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director;

(f) "section" means section of the Act;

(2) Words and expressions used in these rules but not defined, and defined in the Act or in the Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act or in the said Rules.

3. Adjudication of penalties.- (1) The Central Government may appoint any of its officers, not below the rank of Registrar, as adjudicating officers for adjudging penalty under the provisions of the Act.

(2) Before adjudging penalty, the adjudicating officer shall issue a written notice to the company and to every officer of the company who is in default, to show cause, within such period as may be specified in the notice (not being less than fifteen days and more than forty five days from the date of service thereon), why the inquiry should not be held against him:

Provided that every notice issued under this sub-rule, shall clearly indicate the nature of non-compliance or default under the Act alleged to have been committed or made by such company and officer in default, as the case may be:

Provided further that the adjudicating officer may, for reasons to be recorded in writing, extend the period referred to above by a further period not exceeding fifteen days, if the company or officer (as applicable) satisfies the said officer that it has sufficient cause for not responding to the notice within the stipulated period.

(3) If, after considering the cause, if any, shown by such company or officer, the adjudicating officer is of the opinion that an inquiry should be held, he shall issue a notice fixing a date for the appearance of such company, through its authorised representative, or officer of such company whether personally or through his authorised representative

(4) On the date fixed for hearing and after giving a reasonable opportunity of being heard to the person(s) concerned, the adjudicating officer may, subject to reasons to be recorded in writing, pass any order as he thinks fit including an order for adjournment of the hearing to a future date.

(5) Every order passed under sub-rule (4), shall be dated and signed by the adjudicating officer.

(6) The adjudicating officer shall send a copy of the order passed by it to the concerned company or officer who is in default and to the Central Government.

(7) While holding an inquiry, the adjudicating officer shall have the following powers, namely:—

(a) to summon and enforce the attendance of any person acquainted with the facts and circumstances of the case;

(b) to order for evidence or to produce any document, which in the opinion of the adjudicating officer, may be useful for or relevant to the subject matter of the inquiry.

(8) If any person fails, neglects or refuses to appear as required under sub-rule (7) before the adjudicating officer, the adjudicating officer may proceed with the inquiry in the absence of such person after recording the reasons for doing so.

(9) While adjudging quantum of penalty, the adjudicating officer shall have due regard to the following factors, namely:—

(a) the amount of disproportionate gain or unfair advantage, wherever quantifiable, made as a result of the default;

(b) the amount of loss caused to an investor or group of investors or creditors as a result of the default;

(c) the repetitive nature of the default.

(10) All sums realised by way of penalties under the Act shall be credited to the Consolidated Fund of India.

4. Appeal against the order of adjudicating officer.—(1) Every appeal against the order of the adjudicating officer shall be filed in writing with the Regional Director having jurisdiction in the matter within a period of sixty days from the date of receipt of the order of adjudicating officer by the aggrieved party, in Form **ADJ** setting forth the grounds of appeal and shall be accompanied by a certified copy of the order against which the appeal is sought:

Provided that where the party is represented by an authorised representative, a copy of such authorisation in favour of the representative and the written consent thereto by such authorised representative shall also be appended to the appeal:

Provided further that an appeal in Form **ADJ** shall not seek relief(s) therein against more than one order unless the reliefs prayed for are consequential.

(2) Every appeal filed under this rule shall be accompanied by such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

5. Registration of appeal.—(1) On the receipt of an appeal, office of the Regional Director shall endorse the date on such appeal and shall sign such endorsement.

(2) If, on scrutiny, the appeal is found to be in order, it shall be duly registered and given a serial number:

Provided that where the appeal is found to be defective, the Regional Director may allow the appellant such time, not being less than fourteen days following the date of receipt of intimation by the appellant from the Regional Director about the nature of the defects, to rectify the defects and if the appellant fails to rectify such defects within the time period allowed as above, the Regional Director may by order and for reasons to be recorded in writing, decline to register such appeal and communicate such refusal to the appellant within a period of seven days thereof:

Provided further that the Regional Director may, for reasons to be recorded in writing, extend the period referred to in the first proviso above by a further period of fourteen days if an appellant satisfies the Regional Director that the appellant had sufficient cause for not rectifying the defects within the period of fourteen days referred to in the first proviso.

6. Disposal of appeal by Regional Director.—(1) On the admission of the appeal, the Regional Director shall serve a copy of appeal upon the adjudicating officer against whose order the appeal is sought along-with a notice requiring such adjudicating officer to file his reply thereto within such period, not exceeding twenty-one days, as may be stipulated by the Regional Director in the said notice:

Provided that the Regional Director may, for reasons to be recorded in writing, extend the period referred to in sub-rule (1) above for a further period of twenty-one days, if the adjudicating officer satisfies the Regional Director that he had sufficient cause for not being able to file his reply to the appeal within the above-said period of twenty-one days.

(2) A copy of every reply, application or written representation filed by the adjudicating officer before the Regional Director shall be forthwith served on the appellant by the adjudicating officer.

(3) The Regional Director shall notify the parties, the date of hearing of the appeal which shall not be a date earlier than thirty days following the date of such notification for hearing of the appeal.

(4) On the date fixed for hearing the Regional Director may, subject to the reasons to be recorded in writing, pass any order as he thinks fit including an order for adjournment of the hearing to a future date.

(5) In case the appellant or the adjudicating officer does not appear on the date fixed for hearing, the Regional Director may dispose of the appeal *ex-parte*:

Provided that where the appellant appears afterwards and satisfies the Regional Director that there was sufficient cause for his non-appearance, the Regional Director may make an order setting aside the *ex-parte* order and restore the appeal.

(6) Every order passed under this rule shall be dated and signed by the Regional Director.

(7) A certified copy of every order passed by the Regional Director shall be communicated to the adjudicating officer and to the appellant forthwith and to the Central Government.

Annexure

FORM NO. ADJ

[Pursuant to Section 454(5) of the companies Act, 2013 and rule 4(1) of the Companies (Adjudication of Penalties) Rules, 2014]



Memorandum of Appeal

Form language English Hindi

Refer the instruction kit for filing the form.

**Before the Regional Director
In the matter of the Companies Act, 2013**

And

In the matter of appeal against the order made on by

1. *Category of Appellant

2. *Corporate identity number (CIN) or Foreign
Company registration number (FCRN)

Pre-fill

3. (a) Name of the company

(b) Address of the registered office or principal place of business in India

(c) email id of the company

4. Details of appellant

(a) *DIN/PAN/Passport number

Pre-fill

(b) *Name

(c) Address *Line I

Line II

(d) *City

(e) *State

(f) *ISO Country Code

(g) Country

(h) *Pin Code

(i) *email id

5. * Details of the respondent

(a) Adjudicating officer

Specify 'Others'

(b) Address

6. * Section under which penalty was imposed

7. * Penalty imposed (Amount in Rupees)

8. * Reason for Penalty

9. Details of imprisonment (if any)

10. Specify the relevant Form number (if any)

11. SRN of the form specified above

12. *Synopsis of case

13.*Grounds of appeal

14.*Relief sought

15.*Interim relief sought(if any)

16. *Date of issuing certified copy of Penalty order

17. Due date by which the order has to be filed

18. Delay in days

19. Reason for delay in filing the order

20. Details of the Condonation given(if any)

21. *Jurisdiction of Regional Director

The appellant declares that the subject matter of appeal falls within the jurisdiction of the Regional Director.

Attachments

1. * Certified copy of the order against which appeal is sought;
2. Copy of authorization in favor of authorized representative;
3. Order of condonation of delay;
4. Optional attachment(s), if any.

| |
|--------|
| Attach |
| Attach |
| Attach |

Declaration

- I am authorized by the Board of Directors of the Company vide resolution number Dated to sign this form and declare that all the requirements of The Companies Act, 2013 and the rules made thereunder.
- I am filing this form in my individual capacity as Officer in default in the captioned matter and hereby certify that all the requirements of The Companies Act, 2013 and rules made there under have been complied within respect of subject matter of this form.
- I also certify that all the information given hereinabove is true, correct and complete including the attachments to this form and nothing material has been suppressed.
- It is further declared that no other appeal, suit, civil revision or any other legal proceedings is pending before any authority on the similar matter.

*To be digitally signed by

DSC Box

*Category

*PAN of the Authorized representative; or DIN/PAN or passport number of the appellant; or DIN of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary

Note: Attention is also 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)

[F. No. 1/25/2013-CL-V]

RENUKA KUMAR, Jt. Secy.