

Tamil Nadu Non-Trading Companies Rules, 1981

TAMILNADU

India

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Rule TAMIL-NADU-NON-TRADING-COMPANIES-RULES-1981 of 1981

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Tamil Nadu Non-Trading Companies Rules, 1981Published vide Notification No. G.O. Ms. No. 910, Industries, dated 27th June 1981 - SRO-A 205(a)/81G.O. Ms. No. 910. - In exercise of powers conferred by section 4 of the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972), the Governor of Tamil Nadu hereby makes the following rules namely : -

Chapter I Preliminary

1. Short title.

- These rules may be called the Tamil Nadu Non-Trading Companies Rules, 1981.

2. Definitions.

(1)In these rules, unless the context otherwise requires, -(i)"Act" means the Companies Act, 1956 (Central Act I of 1956);(ii)"Appendix" means an appendix to these rules;(iii)"charge" includes a mortgage;(iv)"company" means a company as defined in section 2 of the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972);(v)"Company Law Board" means a board constituted by the State Government;(vi)"Form" means a Form in Appendix A;(vii)"Government" means the State Government;(viii)"Official Liquidator" means the official liquidator appointed by the Government in respect of a company;(ix)"Registrar" means the Registrar of Non-Trading Companies, Tamil Nadu;(x)"responsible officer", in relation to a company, means any one of the following, namely : -(a)a director of the company;(b)the manager or secretary of the company;(c)any other officer or employee of the company who may, from time to time, be recognised or declared by the Government to be a responsible officer of the company within the meaning and for the purposes of these rules;(xi)"seal" means the common seal of the company;

and(xii)"section" means a section of the Act.(2)Words or expressions occurring in these rules and not defined in sub-rule (1) shall bear the same meaning as in the Act.

3. Form.

- The Forms set out in Appendix A, or Forms as near there to as circumstances admit, shall be used in all matters to which the Forms relate.

4. Declaration regarding compliance of the requirement of the Act.

- The declaration referred to in sub-section (2) of section 3 shall be in Form No. 1 in Appendix A.

Chapter II

Registration of Companies

5. Certificate of incorporation.

(1)The certificate of incorporation granted to a company under section 34 shall be in Form No. 2 in Appendix A.(2)The Registrar shall cause a copy of such certificate to be entered on the Memorandum of Association of the company, and where the copy cannot conveniently be so entered, he shall cause a copy to be attached to the Memorandum of Association, a note regarding such attachment being made on the Memorandum of Association and signed by the Registrar.

6. Registrar of companies.

(1)There shall be maintained in the office of the Registrar a "Register of Non-Trading Companies" in Form No. 3 in Appendix A in which the names of the companies shall be entered in the order in which they are registered.(2)Every company so registered shall be assigned a number in one consecutive series.(3)A note shall be made in the pages allotted to each company in the register of every document or fact relating to the company which is registered, recorded or filed by or with the Registrar and each such note shall be signed by the Registrar.(4)The Registrar shall also cause an alphabetical index to be maintained of the companies in the Register.

7. Accepting documents for filing, etc..

- No document required or authorised by or under the Act to be registered, recorded or filed by or with the Registrar shall be registered, recorded or taken on file until the defect, if any, therein has been rectified and the fee, if any, payable in respect thereof under the Act together with any additional fee, if any, imposed by the Registrar under sub-section (2) of section 611 is paid.

8. Particulars of endorsement on document filed, etc..

(1)The following particulars shall be endorsed on every document registered, recorded or filed by the Registrar :-(i)the number assigned to the company in the Register of companies maintained under rule 6;(ii)the serial number of the company; and(iii)the document on which it is registered, recorded or filed.(2)Every endorsement referred to in sub-rule (1) shall be signed by the Registrar and shall bear his official seal.(3)If the endorsement aforesaid cannot be conveniently entered on the document itself, it shall be made on a separate sheet attached to the document, a note of such attachment being made on the document and signed by the Registrar.

9. Acknowledgment of receipt of documents.

- When a document is received by the Registrar for being registered, recorded or filed, the Registrar shall acknowledge receipt of the same to the company in Form No. 4 in Appendix-A.

10. Maintenance of separate records for each company.

(1)The documents of each company shall be kept together, distinct and separate from those of other companies.(2)Documents relating to each common shall be kept in chronological order, that is to say, in the order of the dates on which they are received by the Registrar.

Chapter III

Provision with Respect to Names of Companies

11. Change of name, etc..

(1)A company seeking to change its name in pursuance of section 21 or section 22 or the promoters of a company under a proposed name, may make an application to the Registrar 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. Every such application shall be accompanied by a fee of Rs. 10 and the Registrar shall furnish the information ordinarily within fourteen days of the receipt of the application.(2)Where the Registrar 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 by the said company or the promoters only for a period of three months from the date of intimation by the Registrar.

12. Licence under section 25 to new association.

(1)Any Association which is desirous of being incorporated as a company with limited liability without the addition to its name of the word "Limited" or the words "Private Limited" shall make an application in writing to the Government for a licence under section 25. The application shall be

accompanied by the following documents, namely :-(a)Three printed or typewritten copies of the memorandum in Form No. 5 in Appendix A and Articles of Association of the proposed company.(b)A declaration by an advocate of the Supreme Court or of a High Court, an Attorney or a Pleader entitled to appear before a High Court or a Chartered Accountant practising in India that the Memorandum and Articles of Association have been drawn up in conformity with the provisions of the Act and that all the requirements of the Act and the rules made thereunder have been duly complied with in respect of registration or matters incidental or supplementary thereto.(c)Three copies of list of the names description addresses and occupations of the promoters (and where a firm is a promoter, of each partner in the firm) as well as of the members of the proposed board of directors, together with the names of companies. Association and other institutions, in which such promoters, partners and members of the proposed Board of Directors are directors or hold responsible positions, if any, with descriptions of the positions so held.(d)If the association is one which is already in existence, three copies of the following documents submitted by the management there of to its members, for each of the two of the financial years immediately preceding the date of the application, or where the association has functioned only, for one such financial year, for such year :-(i)the accounts;(ii)the balance-sheets; and(iii)the reports on the working of the association.(e)A statement showing in detail the assets (with the estimated value thereof) and the liabilities of the association as on the date of the application or within seven days of that date.(f)An estimate of the future annual income and expenditure of the proposed company, specifying the sources of the income and the objects of the expenditure.(g)A statement giving brief description of the work, if any, already done by the Association of the work proposed to be done by it after registration in pursuance of section 25.(h)A statement specifying briefly the grounds on which the application is made; and(i)A declaration by each of the persons making the application in Form No. 6 in Appendix - A.(2)Licence under section 25 to companies already registered. - Any company registered as a limited company under the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu 16 of 1972), or under any of the previous Companies Laws specified in clause (ii) of sub-section (1) of section 3, which is desirous of being incorporated without the addition to its name of the word "Limited" or the words "Private Limited" shall make an application in writing to the Government for a licence under section 25. The application shall be accompanied by the following documents, namely :-(a)Three printed or typewritten copies of the memorandum and articles of associations of the company;(b)Three copies of a list of the names, addresses, descriptions and occupations of its directors and of its managers or Secretary, if any, together with the names of companies, associations and other institutions, in which the directors of the applicant company are directors or hold responsible positions, if any, with descriptions of the positions so held;(c)Three copies of the following documents submitted to the company in general meeting for each of the two financial years immediately preceding the date of the application, or when the company has functioned only for such financial year for such year :-(i)the profit and loss account;(ii)the balance-sheet;(iii)the annual report of the board of directors; and(iv)the audit reports;(d)A Statement showing in detail the assets (with the estimated values thereof, and the liabilities of the company as on the date of the application or within seven days of that date;(e)An estimate of the future annual income and expenditure of the company, specifying the sources of the income and the objects of the expenditure;(f)A statement giving brief description of the work, if any, already done by the company and of the work proposed to be done by it after registration under section 25;(g)A statement specifying briefly the grounds on which the application is made; and(h)A declaration by

each of the persons making the application in Form No. 6 in Appendix-A.

13. Submission of copies of application to the Registrar.

- The applicant shall simultaneously furnish to the Registrar a copy of the application and of each of the document made under rule 12, with translation, wherever necessary.

14. Publication of notice of application.

- The applicant shall, within a week from the date of application to the Government under rule 12, publish in the manner specified below and at their own expense, a notice of the application made to the Government and a certified copy of that notice, as published shall be sent to the Government. The notice -(a) shall be in Form No. 7 in Appendix-A; and (b) shall be published at least once in a news paper in the principal language of the district in which the registered office of the proposed company is to be situate or is situate, and at least once in an English news paper circulating in that district.

15. Consideration of the objection by the Government.

- The Government, after considering the objections, if any, received by them within the time fixed here for in the notice aforesaid, and after consulting any authority, as they may consider necessary, determine whether the licence applied for should be granted or not.

16. Form of licence granted.

- The licence granted under section 25 shall be in Form No. 8 or Form No. 9 in Appendix-A, as the case may be.

17. Powers of the Government to give direction to the company.

- The Government, while granting the licence, may direct the company to insert in its Memorandum or in its Articles or both, such condition of the licence as may be specified by the Government in its behalf.

18. Alteration of articles.

- 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. 10 in Appendix-A to the Government for their approval of the alteration of the Articles of the company.

Chapter IV

Allotment and Transfer of Shares

19. Return as to allotments.

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

20. Presentation of instrument of transfer for stamping.

(1)For the purpose of clause (a) of sub-section (1-A) of section 108, the prescribed authority shall be Registrar, or such other authority as the Government may, from time to time, appoint in that behalf by notification.(2)An instrument of transfer shall be in Form No. 11 in Appendix-A.(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 thereof the date of such presentation, affix its signature thereto and return the instrument to the party presenting the same:Provided 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.(4)Every application to the Government for extension of time under sub-section (1-D) of section 108 shall be accompanied by the instrument of transfer forming the subject-matter of the application and the fee prescribed therefor and also specify -(a)the full name and address of the applicant as well as the same and address of the beneficial holder of the shares, forming the subject-matter of the transfer, if he is other than the applicant;(b)the full name and address of the transferor;(c)the period of extension of time sought for; and(d)reasons for the extension of time applied for, along with documentary evidence wherever necessary.

Chapter V

Registration of Charges

21. Filing of copy of instrument creating charges.

- A copy of every instrument or deed creating or evidencing any charge and required to be filled with the Registrar under sections 125, 127 or 128 shall be verified as follows :-(i)Where the instrument or deed relates solely to property situate out side India, the 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, 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 situated in India, the copy shall be verified by a certificate of a responsible officer of the company stating that it is a true copy or by a certificate of a public officer given under, and in accordance with, the proviso of section 76 of the Indian Evidence Act, 1872 (Central Act I of 1872).

Chapter VI

Management and Administration

22. Provision in regard to meetings.

- Sections 171 to 186 of the Act shall apply-(a)with respect to meetings of any class of members of a company, as adopted and modified in rules 23 to 38;(b)with respect to meetings of debenture-holders of a company as adopted and modified in rules 39 to 54; and(c)with respect to meetings of any class of debentures-holders of a company as adopted and modified in rules 55 to 70:Provided that the application of sections 171 to 175 and sections 177 to 186 of the Act as in rules 23 to 27, rules 29 to 38, rules 39 to 43, rules 45 to 54, rules 55 to 59, rules 61 to 70, 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.

23. Meetings of any class of members of the company: Length of notice for calling meeting.

(1)A meeting of any class of members of company may be called by giving not less than twenty-one days notice in writing.(2)A meeting may be called after giving short notice than that specified in sub-rule (1), if consent is accorded thereto by members belonging to the class, and members holding not less than 95 per cent of the total voting power exercisable at the meeting of the class.

24. Contents and manner of service of notice and persons on whom it is to be served.

(1)Every notice of meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat.(2)Notice of every meeting shall be given -(i)to every member belonging to the class, in any manner authorised by sub-sections (1) to (4) of section 53;(ii)to the persons entitled to a share in consequence of the death or insolvency of a member, by sending it through post in a prepaid letter addressed to the member by name or by title of representatives of the deceased or assignees of the insolvent or by any like description, at the address, if any, in India supplied for the purpose, by the persons claiming to be so entitled or until such as address has been so supplied by giving the notice in any manner in which it might have been given if the death or insolvency has not occurred; and(iii)to the auditor or auditors for the time being of the company in any manner authorised by section 53 in the case of any member or members of the class:Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the company under sub-section (3) of section 53, the statement of material facts referred to in rule 25 need not be annexed to the notice as required by that rule, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the company.(3)The accidental omission to give notice to, or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

25. Explanatory statement to be annexed to notice.

(1) There shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every director, and the manager, if any: Provided that where any item of special business as aforesaid to be transacted at a meeting of the company relates to or affects, any other company, the extent of share holding interest in that other company of every director and the manager, if any, of the first mentioned company shall also be sent out in the statement if the extent of such share holding interest is not less than twenty per cent of the paid up share capital of that other company. (2) Where any item of any business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

26. Quorum for the meeting.

(1) Unless the Articles of Association of the company provide otherwise, five members belonging to the class present in person or by proxy in the case of a public company other than a public company which has become such by virtue of section 43-A and two members personally present in the case of any other company, shall be the quorum for a meeting of the class and the provision of sub-rules (2), (3) and (4) shall apply with respect thereto. (2) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of members, of the class shall stand dissolved. (3) If any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the board of directors may determine. (4) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be the quorum.

27. Chairman of Meeting.

(1) Unless the Articles of Association of the company otherwise provide, members of the class personally present at the meeting shall elect one among themselves to be the chairman thereof on a show of hand. (2) If a poll is demanded on the election of the chairman, it shall be taken forthwith in accordance with the provisions of the Act. The chairman elected on a show of hands shall exercise all powers of the Chairman under the said provisions. (3) If some other person is elected as chairman by poll, he shall be the chairman for the rest of the meeting.

28. Proxies.

(1) Any member of the class entitled to attend and vote at the meeting shall be entitled to appoint another person whether a member or not as his proxy to attend and vote instead of himself; and a proxy so appointed, shall not have any right to speak at the meeting: Provided that unless the Articles of Association otherwise provide, -(a) this sub-rule shall not apply in the case of a company not having a share capital; (b) a member, in the case of a private company shall not be entitled to

appoint more than one proxy to attend on the same occasion; and(c)a proxy shall not be entitled to vote except on a poll.(2)In every notice calling a meeting of any class of members of a company, the Articles of which provide for voting by proxy at the meeting, there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy or where that is allowed one or more proxies to attend and vote instead of himself and that a proxy need not be a member of the company.(3)Any provision contained in the Articles of Association of a public company or of a private company which is a subsidiary of a public company which specifies or requires a longer period than forty-eight hours before a meeting of the company for depositing with the company or any other person any instrument appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy in order that the appointment may be effective at such meeting shall have effect as if a period of forty-eight hours had been specified in or required by such provisions for such deposit.(4)If for the purpose of any meeting, invitations to appoint as proxy a person or one of a member of persons specified in the invitations, are issued at the company's expense to any members entitled to have a notice of the meetings sent to him and to vote thereat by proxy, every officer of the company who knowingly issues the invitation as aforesaid or willfully authorises or permits their issue shall be punishable with fine which may extend to one thousand rupees:Provided that an officer shall not be punishable under this sub-rule by reason only of the issue to a number of the class at his request in writing, of a form of appointment naming the proxy or of a list of persons willing to act as proxies, if the form or list is available on request in writing to every member entitled to vote at the meeting by proxy.(5)The instrument appointing a proxy shall be - (a) in writing, and(b)signed by the person appointing such proxy or his attorney duly authorised in writing or if the person appointing is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.(6)An instrument appointing a proxy, if in any of the forms in Form No. 12 of Appendix-A shall not be questioned on the ground that it fails to comply with any special requirements specified for such instrument by the articles.(7)Every member entitled to vote at a meeting or of any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged, at any time during the business hours of the company:Provided that not less than three days notice in writing of the intention to inspect is given to the company.

29. Voting by show of hands in the first instance.

- At any meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under rule 31, be decided on a show of hands.

30. Chairman's declaration of result of voting on show of hands to be conclusive.

- A declaration by the Chairman under rule 29 that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against such resolution.

31. Demand for poll.

(1) Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf, by the person or persons specified below, that is to say, -(a) in the case of a meeting of any class of members of a public company by at least five members of the class having the right to vote on the resolution and present in person or by proxy; (b) in the case of a private company, by one member of the class having the right to vote on the resolution and present in person, or by proxy if not more than seven such members are personally present and by two such members present in person or by proxy if more than seven such members are personally present; (c) by any member or members of the class present in person or proxy and having not less than one-tenth of the total voting power in respect of the resolution; (d) by any member or members of the class present in person or by proxy and holding shares in the company conferring a right to vote on the resolution, bring shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid up on all the shares conferring that right. (2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

32. Time of taking poll.

(1) A poll demanded on a question of adjournment shall be taken forthwith. (2) A poll demanded on any other question not being a question relating to the election of a chairman which is provided for in rule 27 shall be taken at such time not being later than forty-eight hours from the time when the demand was made as the Chairman may direct.

33. Restrictions on the exercise of voting right of members who have not paid calls, etc..

- Notwithstanding anything contained in the Act and the rules, the Articles of Association of a company provides that no member of the class shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien.

34. Restrictions on the exercise of voting right in other cases to be voted.

- A public company or a private company which is a subsidiary of a public company shall not prohibit any member of the class from exercising his voting right on the ground that he has not held his share or other interest in the company for any specified period preceding the date on which the vote is taken or on any other ground not, being a ground specified in rule 33.

35. Right of member to use his votes differently.

- On a poll taken at a meeting of a class of members of the company a member of the class entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not if he votes, use all his votes or cast in the same way all the votes he uses.

36. Scrutineers at a pool.

(1)Where a poll is to be taken the chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.(2)The chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill the vacancies are arising from such a removal or from any other cause.(3)Of the two scrutineers appointed under this rule, one shall always be a member of the class (not being an officer or employee of the company) present at the meeting provided such member is available and willing to be appointed.

37. Manner of taking poll and result thereof.

(1)Subject to the provisions of the Act, the chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.(2)The result of the poll shall be deemed to be the decision of the meeting to the resolution on which the poll was taken.

38. Power of Company Law Board to order meeting to be called.

(1)If for any reason it is impracticable to call a meeting of a class of members of a company in any manner in which such meeting may be called or to hold or conduct the meeting in the manner prescribed by the Act or the rules or the Articles, the Company Law Board may, either on its own motion or on the application of any director of the company or any member of the class who would be entitled to vote at the meeting, -(a)order such a meeting to be called, held and conducted in such manner as the Company Law Board thinks fit; and(b)given such ancillary or consequential directions as the Company Law Board thinks expedient including directions modifying or supplementing in relation to the calling, holding and conducting of the meeting, the operation of the provisions of the Act, rules and of the company's articles.Explanation. - The directions that may be given under this sub-rule include a direction that one member of the class present in person or by proxy shall be deemed to constitute a meeting.Any meeting called, held and conducted in accordance with any such order shall, for all purposes, be deemed to be a meeting of the class of members of the company duly called, held and conducted.

39. Meetings of the debenture-holders of a company, length of notice for calling meeting.

(1)A meeting of the debenture-holders of a company may be called by giving not less than twenty-one days notice in writing.(2)A meeting may be called after giving shorter notice than that

specified in sub-rule (1) if consent is accorded thereto by debenture-holders holding not less than 95 percent, in value of the debentures issued by the company.

40. Contents and manner of service of notice and persons on whom it is to be served.

(1) Every notice of a meeting of the debenture holders of a company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. (2) Notice of every meeting shall be given - (i) to every debenture-holder in any manner authorised by sub-sections (1) to (4) of section 53 in the case of any member or members of the company; (ii) to the persons entitled to a debenture in consequence of the death or insolvency of debenture-holder by sending it through the post in a prepaid letter addressed to them by name or by the title or representative of the deceased, or assignees of the insolvent, or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner in which it might have been given if the death or insolvency has not occurred; and (iii) to the auditor or auditors for the time being of the company in any manner authorised by section 53 in the case of any member or members of the company: Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the company under sub-section (3) of section 53, the statement of material facts referred to in rule 41 need not be annexed to the notice required by that rule, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the company. (3) The accidental omission to give notice to or the non-receipt of notice by any debenture-holder or other person to whom it should be given, shall not invalidate the proceedings at the meetings.

41. Explanatory statement to be annexed to notice.

(1) There shall be annexed to the notice of the meeting statement setting out all material facts concerning each items of business including, in particular, the nature of the concern or interest, if any, therein, of every director and the manager, if any: Provided that where any item of special business as aforesaid to be transacted at a meeting of the company relating to or affects, any other company, the extent of shares holding interest in that other company of every director and the manager, if any, of the first mentioned company shall also be set out in the statement of such shares holding interest is not less than twenty per cent of the paid up share capital of that other company. (2) Where any item of the business of the meeting consists of according approval of any document, the time and place where the document can be inspected shall be specified in the statement aforesaid.

42. Quorum for meeting.

(1) Unless the articles of association of the company provide otherwise, five debenture holders personally present shall be the quorum for a meeting of the debenture holders of the company and the provisions of sub-rules (2), (3) and (4) shall apply with respect thereto. (2) If within half an hour

from the time appointed for holding a meeting of the debenture-holders, a quorum is not present, the meeting, if called upon the requisition of debenture-holders, shall stand dissolved.(3)In any other case, the meeting shall stand adjourned to the same day in the next week at the time and place, or to such other day and at such other time and place as the board of directors may determine.(4)If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the debenture-holders present shall be a quorum.

43. Chairman of meeting.

(1)Unless the articles of the company otherwise provide, the debenture-holders personally present at the meeting shall elect one of themselves to be the chairman thereof on a show of hands.(2)If a poll is demanded on the election of the chairman, it shall be taken forthwith in accordance with the provisions of the Act, the chairman elected on a show of hands shall exercise powers of the chairman under the said provisions.(3)If some other person is elected as chairman by poll, he shall be the chairman for the rest of the meeting.

44. Proxies.

(1)Any debenture-holder of a company entitled to attend and vote at a meeting of the debenture-holders of the company shall be entitled to appoint another person whether a debenture-holder or not as his proxy to attend and vote instead of himself:Provided that, unless the Articles of Association otherwise provide, a proxy shall not be entitled to vote except on a poll.(2)In every notice calling a meeting of the debenture-holders of a company, the Articles of Association which provide for voting by proxy at the meeting, there shall appear with reasonable prominence a statement that a debenture-holder entitled to attend and vote is entitled to appoint a proxy, or where that is allowed, one or more proxies to attend and vote instead of himself and that a proxy need not be a debenture-holder.If default is made in complying with this sub-rule in respect of any meeting, every officer of the company who is in default shall be punishable with fine which may extend to five hundred rupees.(3)Any provision contained in the Articles of Association of a public company or of a private company which is a subsidiary of a public company which specifies or requires a longer period than forty-eight hours before a meeting of the company, for depositing with the company on any other person any instruments appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy in order that the appointment may be effective at such meeting shall have effect as if a period of forty-eight hours had been specified in or required by such provision for such deposit.(4)If for the purpose of any meeting of the debenture-holders of a company invitation to appoint as proxy a person or one of the persons specified in the invitations are issued at the company's expense to any debenture-holder entitled to have a notice of the meetings sent to him and to vote there at by proxy, every officer of the company who knowingly issues the invitations as aforesaid or willfully authorises or permits their issue shall be punishable with fine which may extend to one thousand rupees:Provided that an officer shall not be punishable under this sub-section by reason only of the issue to a debenture-holder at his request in writing of a form of appointment naming the proxy or of a list of persons willing to act as proxies, if the form or list is available on request in writing to every debenture-holder entitled to vote at the meeting by proxy.(5)The instrument appointing a proxy shall be -(a)in writing; and(b)signed by the

person appointing such proxy or his attorney duly authorised in writing or, if the person appointing is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.(6)An instrument appointing a proxy if in Form No. 13 in Appendix A, shall not be questioned on the ground that it fails to comply with any special requirements specified for such instrument by the articles.(7)Every debentures-holder entitled to vote at a meeting of the debenture-holders of the company on any resolution to be moved there at shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting, and ending with the conclusion of the meetings to inspect the proxies lodged, at any time during the business hours of the company provided not less than three days notice in writing of the intention so to inspect is given to the company.

45. Voting to be by show of hands in the first instance.

- At any meeting a resolution put to the vote of the meeting shall, unless a poll is demanded under rule 47, be decided on a show of hands.

46. Chairman's declaration of result of voting on show of hands to be conclusive.

- A declaration by the chairman under rule 45 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

47. Demand for poll.

(1)Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by at least five debenture-holders having the right to vote on the resolution and present in person or by proxy.(2)The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

48. Time of taking poll.

- A poll demanded on a question of adjournment shall be taken forthwith.(2)A poll demanded on any other question (not being a question relating to the election of a chairman) which is provided for in rule 43 shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct.

49. Non-applicability of section 181.

- Provisions of sections 181 shall not apply to meeting of debenture-holders of the company.

50. Restrictions on the exercise of voting right to be void.

- A public company or a private company which is a subsidiary of a public company shall not prohibit any debenture-holder from exercising his voting right on the ground that he has not held his interest in the company for any specified period proceeding the date on which the vote is taken or on any other ground.

51. Right of debenture-holder to use his vote differently.

- On a poll taken at a meeting, a debenture-holder entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

52. Scrutineers at poll.

(1)Where a poll is to be taken, the chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.(2)The chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill the vacancies arising from such removal or from any other cause.(3)Of the two scrutineers appointed under this rule, one shall always be a debenture-holder not being an officer or employee of the company present at the meeting provided such a debenture-holder is available and willing to be appointed.

53. Manner of taking poll and result thereof.

(1)Subject to the provisions of the Act, the chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.(2)The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

54. Power of Company Law Board to order meeting to be called.

(1)If for any reason it is impracticable to call a meeting in any manner in which meeting of debenture-holders of the company may be called or to hold or conduct the meeting in the manner prescribed by the Act or the rules or the Articles, the Company Law Board may, either of its own motion or on the application of any director of the company or of any debenture-holder of the company who would be entitled to vote at the meeting, order a meeting of the debenture-holders of the company to be called, held and conducted in such manner as the Company Law Board thinks fit; andGive ancillary or consequential directions as the Company Law Board thinks expedient, including directions modifying or supplementing in relation to the calling, holding and conducting of the meeting, the operation of the provisions of the Act, the rules and of the Company's Articles.Explanation. - The directions that may be given under this sub-rule may include a direction that one debenture-holder of the company present in person or by proxy shall be deemed to constitute a meeting.(2)Any meeting called, held and conducted in accordance with any such order

shall, for all purposes, be deemed to be a meeting of debenture-holders of the company duly called, held and conducted.

55. Meetings of any class of debenture-holders of the company.

(1)A meeting of any class of debenture-holder of the company may be called by giving not less than twenty-one days notice in writing.(2)A meeting may be called after giving shorter notice than that specified in sub-rule (1) if consent is accorded thereto by debenture-holders holding not less than 95 percent of the debentures of that class issued by the company.

56. Contents and manner of service of notice and persons on whom it is to be served.

(1)Every notice of a meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat.(2)Notice of every meeting shall be given-(i)to every debenture-holder of that class in any manner authorised by sub-sections (1) to (4) of section 53 in the case of any member or members of the company;(ii)to the person entitled to a debenture of the class in consequence of the death or insolvency of a debenture-holder by sending it through the post in a pre-paid letter addressed to them by name or by the title or representatives of the deceased or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and(iii)to the auditor or auditors for the time being of the company in any manner authorised by section 53 in the case of any member or members of the company:Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the company under sub-section (3) of section 53, the statement of material facts referred to in rule 57 need not be annexed to the notice required by that rule, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the company.(3)The accidental omission to give notice to, or the non-receipt of notice by, any debenture-holder or other person to whom it should be given, shall not invalidate the proceedings at the meeting.

57. Explanatory statement to be annexed to notice.

(1)There shall be annexed to the notice of the meeting statement setting out all material facts concerning each such item of business including, in particular, the nature of the concern or interest, if any, therein, of every director and the manager, if any:Provided that where any item of special business as aforesaid to be transacted at a meeting of the company relates to, or affects, any other company the extent of share holding interest in that other company of every director and the manager, if any, of the first mentioned company shall also be set out in the statement if the extent of such share holding interest is not less than twenty per cent of the paid up share capital of that other company.(2)Where any item of business consists of the according approval to any document, by the meeting, the time and place where the document can be inspected shall be specified in the statement

aforesaid.

58. Quorum for meeting.

(1) Unless the articles of the company provide otherwise, five debenture-holders of that class personally present shall be the quorum for the meeting of that class of debenture-holders and the provisions of sub-rules (2), (3) and (4) shall apply with respect thereto. (2) If within half an hour from the time appointed for holding a meeting of the class of debenture-holders, a quorum is not present, the meeting, if called upon the requisition of debenture-holders of that class shall stand dissolved. (3) In any other case, the meeting shall stand adjourned to the same day in the next week at the time and place, or to such other day and at such other time and place as the board of directors may determine. (4) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the debenture-holders of that class present shall be a quorum.

59. Chairman of meeting.

(1) Unless the Articles of the company otherwise provide, the debenture-holders of that class personally present at the meeting shall elect one of themselves to be the chairman thereof on a show of hands. (2) If a poll is demanded on the election of the chairman, it shall be taken forthwith in accordance with the provisions of the Act. The chairman elected on a show of hands shall exercise all the powers of the chairman under the said provisions. (3) If some other person is elected as Chairman by poll, he shall be the chairman for the rest of the meeting.

60. Proxies.

(1) Any debenture-holder entitled to attend and vote at the meeting shall be entitled to appoint another person (whether a debenture-holder of that class) or not as his proxy to attend and vote instead of himself: Provided that, unless the Articles otherwise provide, a proxy shall not be entitled to vote except on a poll. (2) In every notice calling a meeting, if the Articles of the company provide for voting by proxy at the meeting, there shall appear with reasonable prominence a statement that a debenture-holder entitled to appoint and vote is entitled to appoint a proxy, or where that is allowed, one or more proxies to attend and vote instead of himself and that a proxy need not be a debenture-holder of that class. If default is made in complying with this sub-rule in respect of any meeting, every officer or the company who is in default shall be punishable with fine which may extend to five hundred rupees. (3) Any provision contained in the Articles of a public company or of a private company which is a subsidiary of a public company which specifies or requires a longer period than forty-eight hours before a meeting of the company, for depositing with the company or any other person any instrument appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy in order that the appointment may be effective at such meeting shall have effect as if a period of forty eight hours had been specified in or required by such provision for such deposit. (4) If for purpose of the meeting, invitations to appoint as proxy a person or one of the persons specified in the invitations are issued at the company's expense to any debenture-holder entitled to have a notice of the meeting sent to him and to vote

thereat by proxy, every officer of the company who knowingly issues the invitations as aforesaid or willfully authorises or permits their issue shall be punishable with fine which may extend to one thousand rupees: Provided that an officer shall not be punishable under this sub-section by reason only of the issue to a debenture-holder at his request in writing of a form of appointment naming the proxy or of a list of persons willing to act as proxies, if the form or list is available on request in writing to every debenture-holder entitled to vote at the meeting by proxy. (5) The instrument appointing a proxy shall be - (a) in writing; and (b) signed by the person appointing such proxy or his attorney duly authorised in writing or, if the person appointing is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it. (6) An instrument appointing a proxy, if in Form No. 14 in Appendix A, shall not be questioned on the ground that it fails to comply with any special requirements specified for such instrument by the articles. (7) Every debenture-holder entitled to vote at a meeting or on any resolution to be moved there at shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting, and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company provided not less than three days notice in writing of the intention to inspect is given to the company.

61. Voting to be by show of hands in the first instance.

- At any meeting a resolution put to the vote of the meeting shall, unless a poll is demanded under section 179, be decided on a show of hands.

62. Chairman's declaration of result of voting on show of hands to be conclusive.

- A declaration by the chairman under section 177 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

63. Demand for poll.

(1) Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by at least five debenture-holders having the right to vote on the resolution and present in person or by proxy. (2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

64. Time of taking poll.

- A poll demanded on a question of adjournment shall be taken forthwith. (2) A poll demanded on any other question (not being a question relating to the election of a chairman which is provided for

in section 175) shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the chairman may direct.

65. Non-applicability of section 181.

- The provisions of sections 181 shall not apply to meeting of any class of debenture-holders of the company.

66. Restrictions on the exercise of voting right to be void.

- A public company or a private company which is a subsidiary of a public company shall not prohibit any debenture-holder of that class from exercising his voting right on the ground that he has not held his interest in the company for any specified period proceeding the date on which the vote is taken or on any other ground.

67. Right of debenture-holder of that class to use his vote differently.

- On a poll taken at a meeting, a debenture-holder entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way, all the votes he uses.

68. Scrutineers at poll.

(1)Where a poll is to be taken, the chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him.(2)The chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill the vacancies arising from such removal or from any other cause.(3)Of the two scrutineers appointed under this rule, one shall always be a debenture-holder of that class (not being an officer or employee of the company) present at the meeting provided such a debenture-holder is available and willing to be appointed.

69. Manner of taking poll and result thereof.

(1)Subject to the provisions of the Act, the chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.(2)The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

70. Power of Company Law Board to order meeting to be called.

(1)If for any reason it is impracticable to call a meeting in any manner in which it may be called, or to hold or conduct the meeting in the manner prescribed by the Act or rules or the articles, the Company Law Board may, either of its own motion or on the application of any director of the company or of any debenture-holder of the company who would be entitled to vote at the meeting,

order a meeting to be called, held and conducted in such manner as the Company Law Board thinks fit; and give such ancillary or consequential directions as the Company Law Board thinks expedient, including directions modifying or supplementing in relation to the calling, holding and conducting of the meeting, the operations of the provisions of the Act, the rules and of the company's articles. Explanation. - The directions that may be given under this sub-rule may include a direction that one debenture-holder of that class present in person or by proxy shall be deemed to constitute a meeting. (2) Any meeting called, held and conducted in accordance with any such order shall, for all purposes, be deemed to be a meeting of debenture holders of that class duly called, held and conducted.

71. Investigation of affairs of companies.

(1) Every application for investigation into affairs of a company under clause (a) or (b) of section 235 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 requiring the investigation. (2) The reasons given under 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 the particulars furnished are true to the best of their knowledge and belief. (5) The 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 Government may consider necessary - (a) for the purpose of satisfying themselves as to the truth of the allegations made in the application; or (b) for ascertaining any information, which in the opinion of the Government is necessary for the purpose of enabling them to pass orders on the application.

72. Authentication of inspection report.

- A copy of the report of any inspector or inspectors shall, for the purpose 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 section 76 of the Indian Evidence Act, 1872 (Central Act I of 1872).

73. Notice to acquire shares of dissenting shareholders.

(1) The notice required to be given by a transferee company - (a) to any dissenting shareholders of the transferor company in pursuance of sub-section (1) of section 395; or (b) to any shareholders of the transferor company who has not assented to the scheme or contract under clause (a) of sub-section (2) of section 395 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 sub-section (4-A) of the said section 395.

74. Application for authorisation to apply to court.

(1) Every application under sub-section (4) of section 399 to the Government by any members of a company who wish to be authorised to apply to the Court 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 reason for making the application. (2) The reasons given under clause (e) or 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 the particulars furnished are true to the best of their knowledge and belief. (5) The 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 Government may consider necessary - (a) for the purpose of satisfying themselves as to the truth of allegations made in the application; or (b) for ascertaining any information, which in the opinion of the Government is necessary, for the purpose of enabling them to pass orders on the application.

75. Application to appoint director or prevent change in board of directors.

- Every application made to the Government under section 408 or section 409 shall clearly indicate the eligibility of the applicant to make such an application and shall also be accompanied by an affidavit in support of the statements made in the application.

Chapter VII

Winding up

76. Committee of inspection.

(1) Sub-sections (2), (3), (4), (5), (6) and (10) of section 465 shall apply with respect to a committee of inspection appointed to creditor's 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. (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 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 any ordinary resolution of which seven days 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 person, or appoint another person: 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.

77. Inspections.

(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 the orders of the Court to be made on application for the purpose on notice to the liquidator: Provided further that where 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 proceedings 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 inspections is required and, if possible, the date of 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 Government, specifying the capacity in which such application is made and giving particulars of the share holding 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 inspections, if granted, shall be in accordance with such orders.

78. Disposal of books and papers of the company.

(1) Except as provided in this rule or in an order of the Court made under clause (a) of sub-section (1) of section 550, 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 representation to the 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 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-rule (1). (3) After considering the representations made to them 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 Government, be reasonable in the circumstances to make their representations, if any, to it in writing, the Government may direct either - (a) that the period of five years specified in sub-rule (1) shall be reduced to such extent as they 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 against any direction given by the Government under

sub-rule (3).(5)(a)After giving such opportunity, if any, as may in the opinion of the Government be reasonable in the circumstances, to all persons concerned in the matter, to make representations, if any, to them in writing, the Government may, for reasons to be recorded by them in writing, vary or rescind any direction made by them under these rules.(b)Any creditor or contributory of the company may appeal to the Court against any direction given by the Government under clause (a).(6)Every appeal under sub-rule (4) or clause (b) of sub-rule (5) from any decision of the 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 Government under sub-rule (3) or clause (a) of sub-rule (5) shall be inconsistent with any order made by the Court on appeal preferred to it under these rules or on an application made to it under clause (a) of sub-section (1) 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 re-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 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 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 Government by the applicant or appellant and not less than one month has expired from the date on which the copy is so served.

79. Maintenance of accounts by the official liquidator.

(1)The official liquidator shall maintain in his office separate accounts in respect of each company under his charge.(2)He shall also maintain -(a)a Central Cash Book in Form No. 15 in Appendix A in which there shall be recorded all cash transactions, that is, cash receipts remittances to the Reserve Bank of India and payments to claimants; and(b)such other book as may be necessary to work out the consolidated balance for facilitating of the periodical reconciliation of the balances in the account referred to in rule 80.

80. Opening of personal ledger accounts.

- Every official liquidator shall, with the approval of the Government, open a personal ledger account at the nearest branch or agency of the Reserve Bank of India to be called of "official liquidator's account under the Tamil Nadu Non-Trading Companies Act, 1972" which shall be a combined account in respect of all the companies under his charge.

81. Payments into account.

(1)All moneys received by the official liquidator which under the Act are required to be paid into the Public Account of India shall be paid into the Reserve Bank of India to the credit of the account

referred to in rule 80 under the head of account prescribed by the Government.(2)All moneys realised by the official liquidator each day shall, without deduction, be paid into the credit of the said account not later than the next working day provided that the remittance to the Reserve Bank may be deferred until the amount realised exceeds Rs. 100.

82. Deposit of bills for collection.

- All bills, cheques, hundies, notes and other securities of like nature, payable to a company in the charge of the official liquidator or to the official Liquidator, shall as soon as they come into hands of the official liquidator be deposited by him in the Reserve Bank for being presented for acceptance and payment or for payment, as the case may be, and the proceeds, when realised shall be credited by the Reserve Bank of India to the account referred to in rule 80 and the fact intimated to the official liquidator. Any discount deducted or allowed on realisation by the official liquidator in payment of the amount due to him or other bank charges or any other charges shall be recoverable from the person making the payment.

83. Remittance.

(1)Payments made in cash and those made by cheque shall be remitted to the Reserve Bank of India under separate challans.(2)The acknowledgment of the Reserve Bank of India shall be obtained for all moneys remitted into the Reserve Bank of India, to the credit of his account.

84. Withdrawal from bank.

- All money, required by the official liquidator for meeting the expenses of, or for making cash payments in connection with, the liquidation of a company in his charge, shall be withdrawn from the Reserve Bank of India by cheques and every payment made by the official liquidator in excess of Rs. 50 shall be made by cheque drawn against this account.

85. Periodical examination of accounts.

- The official liquidator shall, at the end of every three months, examine the account of each company in his charge to ascertain what moneys are available for investment and record in the record book of the company the fact of his having examined the accounts, the decision taken by him regarding the investment, and in case he decides not to invest any surplus funds, the reasons for such decisions.

86. Investment of surplus funds.

(1)The official liquidator shall invest all such moneys in respect of company in liquidation in his charge which are not immediately required for the purpose of winding up in Government securities, or with the permission of the Court, in trustee securities or in interest bearing deposits in the State Bank of India or in any other nationalised bank, provided that the Reserve Bank of India shall make

such investment in Government securities or trustee securities only on receipt of the written request from the official liquidator in this behalf.(2)Such securities shall be retained in the Reserve Bank of India in the name and on behalf of the official liquidator.(3)Such securities shall not be sold, except by the Reserve Bank of India and except under the written instructions of the official liquidator:Provided that the Reserve Bank of India shall not make any such investment unless the Official Liquidator requires in writing to do so.

87. Companies liquidation account.

- All moneys representing undistributed assets in the hand or under the control of the official liquidator which under sub-sections (1) and (2) of section 555 of the Act, are required to be paid into Public Account of India, shall be paid into nearest branch or agency of the Reserve Bank of India within a period of fourteen days from the date on which the moneys become so due to the credit of the company's liquidation account under the head of account "065". Other Administrative Services-C. Other services and Other receipts-26 Fees realised under the Tamil Nadu Non-Trading Companies Act, 1972".

88. Payment of investment and deposits.

- Any money belonging to a company under liquidation which the official liquidator has invested or deposited at interest shall, when such money forms part of the undistributed assets of the company, be realised, or, as the case may be, be withdrawn and paid to the companies liquidation account.

89. Operation of Account, etc..

- The Registrar shall operate on the Companies Liquidation Account referred to in rule 87. He shall cause to be maintained in his office separate accounts in respect of each company whose undistributed assets are deposited in the said Account.

90. Statement to Registration.

- The Official Liquidator shall, when making any payment to the credit of the Companies Liquidator Account, furnish to the Registrar a statement in Form 16 in Appendix A.

91. Prohibition of distribution of assets of company licensed under section 25.

- If, upon winding up or dissolution of the Company Licensed under section 25, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever the same shall not be distributed amongst the members of the company, but shall be given or transferred to such other company having objects similar to the objects of the company, to be determined by the members of the company at or before the time of dissolution or in default thereof, by the High Court of Judicature, Madras.

92. Application of the Companies (Court) Rules, 1959.

- Subject to the provisions of this Chapter, the provisions of the Companies (Court) Rules, 1959 made under sub-sections (1) and (2) of section 643 shall apply mutatis mutandis to the winding up of a company under these rules.

Chapter VIII

Tamil Nadu Company Law Board

93. Form of application, petition, etc..

(1) For the purpose of this Chapter, interlocutory proceedings before the Tamil Nadu Company Law Board (hereinafter called the Board) shall be commenced by an application. All other proceedings before the Board shall be commenced by a petition. (2) Every affidavit, application or petition shall be typewritten, cyclostyled or printed, neatly and legibly on substantial paper of fool-scap size and separate sheet shall be stitched together and every page shall be consecutively numbered. It shall be divided into separate paragraphs which shall be numbered serially and shall state thereon the matter and the name of the company to which it relates. (3) The general heading in all proceedings, whether original or interlocutory and of advertisements and notice shall be in Form No. 17 in Appendix A. (4) Every application or petition shall be verified by an affidavit and every such affidavit shall be in Form No. 18 in Appendix A. In the case of a company such verification shall be made by the authorised representative of the company.

94. Presentation of application or petitions.

- An application or petition may be presented by the applicant or petitioner in person or by his authorised representative at the office of the Board or may be sent by registered post. Where an application or petition is sent by-post, it shall be deemed to have been presented on the date on which it is received by the Board.

95. Fees.

(1) Each application to the Board shall be affixed with Court fee Stamp for rupee one. (2) The fee payable in relation to petitions specified in column (1) of the Table below, other than those filed by the Registrar, shall be at the rate, specified in the corresponding entries in column (2) thereof. Table

Nature of petition (in rupees)	Rate of Fee	
1	2	
1	Determination of the question whether two or more individuals constitute or fall within a group [Explanation to clause (18-A) of section 2].	100

2	Alteration of Memorandum of Association(Section 17)	100
3	Extension of time for filing of documents orfor the registration of alteration of Memorandum of AssociationSection 18(4).	75
4	Revival of order made under section 17(5)[proviso to sub-section (2) of section (19)].	75
5	For sanction for the issue of shares at adiscount (section 79)	100
6	Extension of the time for registration ofparticulars of any change (section 141).	75
7	Application for an order calling a meeting(other than the annual general meeting) of a company (section186).	100

96. Petition to be served on the opposite party.

(1)A copy of every application of petition shall be served by the petitioner on the opposite party as well as the Registrar before such application or petition is presented to the Board.(2)The Board may also require that a copy of an application or petition be served on such person as it may specify in this behalf.(3)Every person served with a copy of the application or petition in accordance with these rules may, within twenty-one days from the date of such service, make a representation, whether in support of or in opposition to the application or petition, as the case may be, and such representation shall be addressed to the Board.(4)Every person who makes a representation under sub-rule (3) shall serve a copy of such representation on the petitioner or the applicant.

97. Issue of notice to the parties as to the date of hearing.

- The Board shall cause issue of notice to all parties including the applicant or petitioner and the party making any representation under sub-rule (3) of rule 96, intimating him the date fixed by the Board for the hearing of the application or the petition, as the case may be, and every such notice shall be in Form No. 19 in Appendix A.

98. Right of party to appear before the Board.

(1)Every party may appear before the Board in person or through an authorised representative or an advocate.(2)Every authorised representative or advocate appearing before the Board, shall file, in Form No. 20 in Appendix A, a memorandum of appearance and shall also file a copy of the authorisation made by the party for such appearance.(3)The Registrar may appear personally or through an officer subordinate to him, who shall file a memorandum of appearance in Form No. 20 in Appendix A.

99. Alteration of the Memorandum of Association.

(1)Petition for the confirmation of alteration of memorandum of Association by the Board shall be in triplicate accompanied by the following documents, namely :-(a)Three true copies of the Memorandum of Association.(b)Three true copies of the notice calling for the meeting and copies of the special resolution sanctioning the alteration.(c)Three true copies of the minutes of the meeting

at which the special resolution was passed.(d)Treasury challan evidencing payment of prescribed fee.(e)Affidavit in Form Nos. 18 and 22 in Appendix A with two true copies along with the news paper cutting in duplicate, and(f)List of creditors in Form No. 23 in Appendix A with two true copies.The verification shall be made by the petitioner who shall be an authorised representative in the case of a company.(2)Every petition shall be served on the opposite party, if any, named in the petition and on such other persons as the Act, as well as, the Board may require.(3)The company shall, not less than one month before filing any petition referred to in sub-rule (1),-(i)publish a general notice at least once in the principal language of the district, in a news paper circulating in the district in which the registered office of the company is situate, and at least once in English, in a news paper published in the English language and circulating in that district, clearly indicating wherein the substances of the petition and stating that any person whose interest is likely to be affected by the proposed alteration of the memorandum may intimate to the Board within twenty-one days of the date of publication of the notice, the nature of interest and the grounds of opposition to the petition; and(ii)serve, by registered post, individual notice in Form No. 21 in Appendix A on each debenture-holder and creditor of the company;The petitioner company shall prove the despatch publication and service of notices by an affidavit in Form 22 in Appendix A and such affidavit shall be enclosed with the petition.(4)The Board shall serve a notice of the petition on the Registrar.(5)Any person intending to oppose the petition shall, within twenty-one days from the date of service or publication of the notice, as the case may be, deliver or cause to be delivered or send by registered post, the objections supported by an affidavit in original, to the Board and shall serve a copy of the objections on the petitioner company at its registered office. If no such objections were received within the time stipulated, the person concerned shall be deemed to have consented to the alteration proposed in the petition:Provided that the Board may, if it thinks fit, after the expiry of the time aforesaid and at any time before final hearing, permit any person to file objections after giving notice to the petitioner company.(6)Duly authenticated copies of the list of creditors in Form No. 23 referred to in sub-rule (1) shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time, during the ordinary hours of business inspect and take extracts from the same on payment of one rupee to the company.(7)At the hearing of the petition, the Board may either dispose of the petition finally or give such directions as may be necessary including direction for filing of supplemental affidavits of completion of procedural formalities or adjourn the case.(8)An order confirming alteration of the objection of the memorandum shall be in Form No. 24 in Appendix A with such variations as may be necessary.

100. Petition to sanction issue of shares at a discount.

(1)A petition under section 79 for an order sanctioning the issue of shares at discount shall be in Form No. 25 in Appendix A and shall be accompanied by the following documents namely :- (a)three true copies of the Memorandum of Association;(b)three true copies of the notice calling for the meeting and three true copies of the resolution sanctioning issue along with extracts of the minutes of the meeting at which the resolution was passed;(c)three true copies of each of the last three years Balance Sheets, Profit and Loss accounts, Auditors reports and Directors reports;(d)Treasury challan evidencing payment of fee; and(e)affidavit in Form No. 18 in Appendix "A" with two true copies.(2)A certified copy of the order made by the Board shall be delivered by the Company to the Registrar, within one month from the date of orders, for registration of the order and the order shall

not take effect until the copy has been so delivered.

101. Petition for extension of time for registration of changes, etc..

(1)A petition under section 141 shall be made only after the petitioner has been given a general notice in the manner specified in sub-rule (3) of rule 99.(2)The petition referred to in sub-rule (1) shall be accompanied by the following documents, namely :-(a)Three copies of the agreement creating/modifying the charge, as the case may be;(b)Three true copies of the resolution envisaged under section 292(1)(b) or (c) and section 293(1)(d), as may be applicable;(c)Affidavit in Form Nos. 18 and 22 in Appendix A with two true copies along with newspaper cuttings in triplicate;(d)Treasury challan evidencing payment of prescribed fees.(3)The Board may, if it considers necessary, cause individual notice to be served on any person;(4)A certified copy of the final order passed by the Board extending the time shall be filed by the petitioner with the Registrar who shall take the same on record.

102. Petition to order meeting to be called, etc..

- The provisions of sub-rules (2) to (7) of rule 99, as far as may be, apply to a petition made under section 186 and every such petition shall, inter alia, contain facts as to -(i)the status of the petitioner, namely, whether he is a member or director of the company;(ii)the particulars of share holders which entitle the petitioner member to vote at the meeting;(iii)the facts making out a prima facie case that the calling, holding or conduct of the general meeting by the company has become impracticable; and(iv)the purpose of the meeting proposed and the business to be transacted there at.(2)The petition referred to in sub-rule (1) shall be accompanied by the following documents, namely :-(a)Three true copies of the Memorandum and Articles of Association of the company;(b)Documentary evidence in proof of the status of the applicant;(c)Affidavit in Form Nos. 18 and 22 in Appendix A;(d)Treasury challan, evidencing payment of prescribed fees;(e)Memorandum of Appearance in Form No. 20 in Appendix A with true copies along with newspaper cuttings in triplicate.

103. Powers and procedure of Board.

- (i) The proceedings of the Board shall be governed as far as possible by the provisions of the Code of Civil Procedure, 1908 (Central Act V of 1908). The Board shall be deemed to be a Court for the purpose of prosecution or punishment of a person who willfully disobeys any direction or order. The provisions of the said Code in regard to the powers of Court to amend or review the orders shall apply to the Board.(ii)The Board may, after giving the parties or their attorney or their legal practitioner, an opportunity of being heard, may pass such order as it may deem fit in the matter before it.(iii)The Board may, if it considers necessary, award any costs to any of the parties. Any such costs shall be recoverable as if they had been awarded in a suit under the Code of Civil Procedure, 1908 (Central Act V of 1908).(iv)The Board shall, subject to the provisions of the said Code, have the power to amend or review its own orders.

104. Preservation of records by companies.

(1)The following documents shall be kept permanent, namely :-(i)Register of members commencing from the date of registration of the Company; and(ii)Index of members.(2)The documents specified in column (1) of the table below shall not be destroyed before the expiration of the period specified in the corresponding entries in column (2) thereof.

Document	Period
1	2
1 Register of debenture holders	15 years after the redemption of debentures.
2 Index of debenture holders	15 years after the redemption of debentures.
3 Copies of all annual returns prepared under sections 159 and 160 and copies to be annexed thereto under sections 160 and 161.	8 years from the date of filing with the Registrar.

105. Preservation of documents beyond the period prescribed.

- Notwithstanding anything contained in this Chapter the Registrar may, by order in writing, direct any company to preserve any of the documents specified in the rules beyond the period specified for retention therein.

106. Records of documents destroyed to be maintained.

- Every company shall maintain a register in Form No. 26 in Appendix A wherein it shall enter brief particulars of the documents destroyed and all entries made therein shall be authenticated by the Secretary or such persons as may be authorised by the Board of Directors for the purpose.

107. Penalty for contravention.

- Contravention of any of the rules in this Chapter shall be punishable with fine which may extend to five hundred rupees as provided for in section 163.

108. Inspection of records kept by the Registrar.

(1)Any person who wishes to inspect a document registered, recorded or filed with the Registrar under the Act shall apply to him for the purpose and the application shall be accompanied by the fee specified in that behalf in clause (a) of sub-section (1) of section 610.(2)The applicant shall not be permitted to make a verbatim copy of the documents inspected. He may, however, take any notes in respect of the contents of the document inspected.(3)Every certificate or copy granted under the provisions of the Act shall be signed and dated by the Registrar.

Chapter XI

Fees

109. Payment of fees.

(1)The fees payable to the Registrar or the Government under these rules shall be as in Appendix B. All the fees including the fee payable under the Act shall be paid into the Treasury under the head specified in sub-rule (2) and the challan produced in token of having remitted the fee.(2)The fees paid under sub-rule (1) into the Treasury shall be credited to the head of account "065. Other Administrative Services-C other Service-another receipts-26. Fees realised under the Tamil Nadu Non-Trading Companies Act, 1972".

110. Refund of fees.

- The Registrar or the Government, as the case may be, may refund any fee paid in excess of the amount prescribed or any fee that is unearned.Explanation. - The expression "fee that is unearned" in this rule means fee paid in connection with the registration of company, the filing of document or other service to be performed by the Registrar or Government where such registration or filing is not actually effected or the service is not actually rendered.

Chapter XII

Miscellaneous

111. Qualification for appointment as Secretary.

(1)No person shall, subject to sub-rule (2), be eligible for appointment as a Secretary of a company unless he possesses any one or more of the following qualifications, namely :-(a)Membership of the Institute of Company Secretaries of India, incorporated under the Act and licensed under section 25 of that Act;(b)Membership of the Institute of Chartered Accountants of India, constituted under the Chartered Accountants Act, 1949 (Central Act XXVIII of 1949);(c)Membership of the Institute of Cost and Works Accounts of India constituted under the Cost and Works Accounts Act, 1959 (Central Act XXIII of 1959);(d)Diploma in Company Law granted by the Indian Law Institute;(e)Post-Graduate degree or Diploma in Management Science granted by any University or the Institute of Management, Ahmedabad or the Institute of Management, Calcutta;(f)Degree in law or Post-Graduate degree in Commerce granted by any University.Explanation. - For the purpose of this sub-rule, the term university has the meaning assigned to it in the University Grants Commission Act, 1956 (Central Act III of 1956) and includes any University outside India which is recognised by the Union Public Service Commission or the Tamil Nadu Public Service Commission for the purpose of recruitment to public service.(2)Nothing contained in sub-rule shall affect any person holding office as Secretary of a company, immediately before the coming into force of the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972).

112. Form of application to the Government for approval.

- A copy of the every application together with a copy of each of the documents enclosed therewith, made under sub-section (1) of section 31, sub-section (4) of section 43-A, section 198, 309, 387 or under any of the section referred to in sub-section (1) of section 640-B shall be forwarded by the company to the Registrar simultaneously with the application to the Government.(2)Any person having objection to a proposal contained in a notice issued in pursuance of section 640-B shall, if he so desires, communicate his objection in writing duly substantiated to the Secretary to Government. Industries Department, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).] as early as possible after the publication of the notice in the newspapers. No objection received by the Government after thirty days of the publication of such a notice shall be considered.

113. Appeal to Government against the refusal of company to register, transfer of shares etc..

(1)Every appeal to the Government under sub-section (3) of section 111 shall be by a petition in writing and shall specify,-(a)the full name and address of the applicant;(b)the full name and address of the company against which the appeal has been presented;(c)the number of share certificates and debentures;(d)the date of application for transfer of shares, or the date of application for transmission of the right to any shares or interest in the debentures of the company, as the case may be, together with the date on which the instrument of transfer or the intimation of such transmission, as the case may, be, was delivered to the company;(e)the date of refusal of the company as well as the date of receipt of notice of refusal;(f)whether share certificate together with the transfer form duly executed by both the transferor as well as the transferee were lodged with the company;(g)the grounds of appeal which shall be precise and specific; and(h)the reliefs sought.(2)Every memorandum of appeal shall be accompanied by an affidavit and documentary evidence, if any, in support of the statements made therein, including a copy of the letter written by the appellant to the company for the purpose of registering the transfer of, or the transmission of the right, to any, shares or interest in, or debentures and also copy of the letter of refusal of the company.(3)The Government, after serving notices in Form No. 27 in Appendix A into the parties concerned and after considering their representations, pass such order as they think fit under sub-section (5) of section 111 and communicate the said orders to the parties concerned and the Registrar.

114. Form of declaration regarding beneficial interest in shares.

(1)The declaration required to be made by a person referred to in sub-section (1) of section 187-C shall, within thirty days after his name is entered in the Register of members of a company as the holder of share in that company in Form No. 28 in Appendix A be made in duplicate.(2)The declaration required to be made by a person who holds a beneficial interest in the shares of a company under sub-section (2) or sub-section (3) of section 187-C shall be made to the company in Form No. 29 in Appendix A in duplicate.(3)The required declaration to be filed by the company with

the registrar under sub-section (4) of section 187-C shall be in Form No. 3 in Appendix A and shall be accompanied by a copy each of the declaration made to the company under sub-rules (1) and (2).

115. Additional particulars in the Board's Report.

- The statement to be included in the report of the Board of Directors under sub-section 2(a) of section 247 shall also contain the following particulars, namely :-(a)Designation of the employee;(b)Remuneration received;(c)Nature of employment, whether contractual or otherwise;(d)Other terms and conditions;(e)Nature of duties of the employee;(f)Qualification and experiences of the employee; and(g)Date of commencement of employment.

116. Filing of translation of documents.

- 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, is not in English or in the Tamil language, a translation of that document or portion thereof into English or in Tamil 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.

117. Forms in which the particulars etc., to be furnished.

- Returns, particulars, information, lists, statements, declarations, registrations, application or register etc. required by the Act to be filed, furnished, made or maintained, etc., shall be in the form set out in Appendix A, as mentioned below :-

1	Returns of allotment [section 75(1)]	Form No. 31.
2	Particulars of contract relating to shares[section 75(2)]	Form No. 32.
3	Statement of commission payable in respect of shares/debentures [section 76]	Form No. 33.
4	Return regarding increase of share capital[section 94, 81(4) or 94 (A-2)]	Form No. 34.
5	Notice of consolidation, etc., of shares[section 95]	Form No. 35.
6	Notice of increase in share capital [section 97]	Form No. 36.
7	Notice of increase in number of members [section 97]	Form No. 37.
8	Notice of Courts order disallowing confirming the variation of the rights of holder of special classes of shares [section 107(5)]	Form No. 38.
9	Particulars charge created or subject to which properly acquired [section 125/127]	

	Form No. 39
10 Particulars of a series of debentures containing or giving any charge [sections 128 and 129]	Form No. 40.
11 Particulars of any issue of debentures in a series by company [proviso to section 128]	Form No. 41.
12 Chronological index of charges [section 131]	Form No. 42.
13 Register of charges and of Memorandum of satisfaction [sections 130, 135 and 136]	Form No. 43.
14 Particulars of modification of charge [section 135]	Form No. 44.
15 Notice of appointment of Receiver or Manager [section 137]	Form No. 45.
16 Notice to be given by Receiver or Manager on ceasing to act as such [section 137(2)]	Form No. 46.
17 Memorandum of complete satisfaction of charge [section 138]	Form No. 47.
18 Notice of direction, change of situation of registered office [section 146]	Form No. 48.
19 Declaration of compliance the provision of section 149(1)	Form No. 49.
20 Declaration of compliance with the provisions of section 149(2)(b)	Form No. 50.
21 Declaration of compliance with the provisions of section 149(2A)/ 149(b)	Form No. 51.
22 Notice of rectification of Register or Members/Debenture holders [section 156]	Form No. 52.
23 Annual return of the company not having share capital [section 160]	Form No. 53.
24 Statutory Report [section 165]	Form No. 54.
25 Registration of resolutions and agreements [section 192]	Form No. 55.
26 Notice of address at which "books of accounts are maintained [section 209(1)]	Form No. 56,
27 Notice by Auditor [section 224(1 A)]	Form No. 57.
28 Application to Government for increasing the number of directors [section 259]	Form No. 58.

29	Consent to act as Director/undertaking to take and pay for qualifications shares [sections 264(2), 266 (1)(a) and 266 d)(b)]	Form No. 59.
30	Application to Government for approval to amendment of provisions relating to management/whole time or non-residential directors [section 268]	Form No. 60.
31	Application to Government for appointment or reappointment of managing whole time director and Manager [sections 269, 311 and 388]	Form No. 61.
32	Particulars of appointment of Directors and Manager and changes among them [section 303(2)]	Form No. 62.
33	Register of Directors, Managing Directors, Manager and Secretary, etc. [section 306]	Form No. 63.
34	Application to the Government for approval to payment of minimum remuneration or of remuneration in excess of the limits prescribed under section 309(3) to the manager, whole-time Directors or Manager [sections 198(4) and 309(3)/387]	Form No. 64.
35	Application to the Government for increasing the remuneration of Director/Manager [sections 310, 311 and 388]	Form No. 65.
36	Application to the Government relating to loan or guarantee under [section 370]	Form No. 66.
37	Application to the Government for purchase of shares of other companies [section 372]	Form No. 67.
38	Notice dissenting share-holder under section 395	Form No. 68.
39	Information to be furnished in relating to any offer of a scheme or contract involving the transfer of shares [section 395(4A)(a)(1)]	Form No. 69.
40	Receiver or Manager's abstract of receipts and payments [section 424 and read with section 421]	Form No. 70.
41	Notice of Resolution passed by creditor's meeting [section 501]	Form No. 71.
42	Notice of appointment for filling up the vacancy in the office of Liquidator in the event of a member's voluntary winding up [section 493]	Form No. 72.
43	Application by an existing joint stock company for registration as a limited/an unlimited company [sections 565, 566 and 567]	Form No. 73.
44	Application by an existing company (not being a joint stock company) for registration as a limited/ an unlimited company [sections 565 and 566]	Form No. 74.
45	Registration of an existing company as a limited company [section 565(1)]	Form No. 75.
46	Regulation of an existing company. List of members [section 567 (a)]	Form No. 76.
47	Registration of an existing company as a limited company (Statement specifying certain particulars) [section 567(c)]	Form No. 77.
48	List of the names and address and occupation of Directors and the Manager, if any, of the	Form

existing company not being a joint stock company [section 568(a)]

No. 78.

118. Power of Government to relax rule.

- Where the Government is satisfied that it is not practicable to certify a copy or translation as provided in rule 116 they may, after recording the reason in writing, permit the copy of translation to be treated as certified copy if such conditions, if any, as may be imposed by the Government in that behalf, are duly fulfilled. Appendix-A Form No. 1 [See rule (4) of the Tamil Nadu Non-Trading Companies Rules, 1978] Registration Number of Company: Nominal Capital Rs. Declaration of compliance with the requirements of the Companies Act, 1956 (Central Act 1 of 1956), on application for registration of a company pursuant to section 33(2). Name of Company: Presented by: I [.....] of do solemnly and sincerely declare that I am (a) who is engaged in the formation of the company, or a person named in the Articles as a Director/Manager/Secretary of the [Full name together with Father's/Husband's name and complete residential address should be stated.] And that all the requirements of the Companies Act, 1956 (Central Act 1 of 1956) and the rules made thereunder in respect of matters precedent to the registration of the said company and incidental thereto have been complied with. And I make this solemn declaration conscientiously believing the same to be true.

Date: Place: Signature::

Witness: [Designation] [State whether Directory Managing/Whole time Director, Manager or Secretary.]

(a) An Advocate of the Supreme Court or of the High Court, an Attorney or a Pleader entitled to appear before the High Court or a Chartered Accountant practising in India. Form No. 2 [See rule 5 of the Tamil Nadu Non-Trading Companies Rules, 1981] Certificate of Incorporation No. of 20..... I hereby certify that is this day incorporated under the Companies Act, 1956 (Central Act 1 of 1956), and [***] [To be omitted in respect of unlimited companies.] (that the company is limited) given under my hand at this day of two thousand and Registrar of Non-Trading Companies, Tamil Nadu. Seal. Form No. 3 [See rule 6 of the Tamil Nadu Non-Trading Companies Rules, 1981] Register of Non-Trading Companies Name of the Non-Trading Company:

1. Date of Registration

2. Registered Office

3. Classification and object

4. Public or Private

5. If registered under section 25, reference to the Government Order granting the licence.

6. Whether limited or unlimited, and if limited, whether by shares or by guarantee.

7. If the company has a share capital:-

(i)registered capital(ii)division into shares; and(iii)amount guaranteed

8. If the company has no share capital:-

(i)amount guaranteed; and(ii)number of members

9. Reference to article giving power:-

(i)to increase capital or members; and(ii)to reduce capital

10. Date of general meeting quoting article.

11. Reference to article permitting issue of share-warrants.

12. Number of directors fixed, quoting articles.

Number, Standing details.	Documents filed			
	Date of Registration of filing or serialrecording number, of entry of minute	Name of document or entry or minute	Whether registered, filed or recorded	Signature of Registrar

Form No. 4[See rule 9 of the Tamil Nadu Non-Trading Companies Rules, 1981)No.....of....20.....Memorandum Acknowledging Receipt of DocumentsThe Registrar of Non-Trading Companies, acknowledge the receipt of the under mentioned document.(Here enter brief description of document.)

Station:Date: Registrar of Non-Trading Companies.

Form No. 5[See rule 12(1)(a) of the Tamil Nadu Non-Trading Companies Rules, 1981)Memorandum of Association

1. The name of the Company is.....

2. The registered office of the company will be situated in the State of Tamil Nadu.

3. The objects for which the company is established are-

The doing of all such other lawful things as are incidental or conducive to the attainment of the above objects: Provided that the company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the company would make it a trade union.

4. The object of the company is confined to the State of Tamil Nadu.

5.

(1) The income and property of the company, hence so ever derived, shall be applied solely for the promotion of its objects as set forth in this memorandum. (2) No portion of the income or property aforesaid shall be paid or transferred, directly, or indirectly by way of dividend, bonus or otherwise by way of profit, to persons who at any time are, or have been members of the company or to any one or more of them or to any persons claiming through any one or more of them. (3) Except with the previous approval of the Government of Tamil Nadu, no remuneration or other benefit in money or moneys worth shall be given by the company to any of its members, whether officers or servants of the company or not except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company. (4) Except with the previous approval of the Government of Tamil Nadu, no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by sub-clause (3). (5) Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members or to any other persons (not being member) in return for any services actually rendered to the company. (6) No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company which are for the time being in force unless the alteration has been previously submitted to and approved by the State Government. (7) The liability of the members are limited. (8) (For companies limited by guarantees). Each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member for within one year afterwards for payment of the debts or liabilities of the company contracted before he ceases to be a member and of the cost, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding a sum of Rs. (For companies limited by shares): The share capital of the company will consist of Rs. divided into shares of. rupees each. (9) True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure taken place and of the property, credits and liabilities of the company; and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to inspection of the members once at least in every year, the accounts of the company shall be examined and the correctness of the Balance Sheet and the income and expenditure account as certified by one or more properly qualified auditor or auditors. (10) If upon a winding up or dissolution of the company, there remain after the satisfaction of all the debts and liabilities any property whatsoever, the same shall not be given distributed amongst the members of the company, but shall be given or transferred to such

other company having objects similar to the objects of the company to be determined by the members of the company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter.(11)We, the several persons whose names, addresses, descriptions and occupations are here into subscribed are desirous of being formed into a company not for profit in pursuance of this Memorandum of Association :-

Names, addresses, descriptions and occupations of subscribers.

1.....of*
2.....of*
3.....of*
4.....of*
5.....of*
6.....of*
7.....of*

dated the.....day of.....20.....

Witness to the above signatories of

*If the association is a company limited by shares here enter number of shares taken by each subscriber. Form No. 6[See rule 12(1)(i) and 12(2)(h) of the Tamil Nadu Non-Trading Companies Rules, 1981]DeclarationRegistration No. of Company:Nominal Capital: Rs.In connection with the application of..... (name of the association or company) for a licence under section 25 of the Companies Act, 1956 (Central Act I of 1956) read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972), I being one of the promoters/directors of the association/company, hereby declare that -(a)I have not been found to be of unsound mind by a Court of competent jurisdiction /I have been found to be of unsound mind by a Court of competent jurisdiction, but the said finding is no longer in force. (In the latter case, particulars of the proceeding shall also be given);(b)I am not an undischarged insolvent;(c)I have not applied to be adjudicated as an insolvent/I had applied to be adjudicated as an insolvent, but such application is no long pending. (In the latter case particulars of the proceeding shall also be given);(d)I have not been convicted by a Court of any offence/have been convicted by a Court of..... (in the latter case, the particulars of the offence and the proceedings shall be set out fully); and(e)I do not stand disqualified under section 203 of the Companies Act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) for appointment as a Director. Form No. 7[See rule 16(a) of the Tamil Nadu Non-Trading Companies Rules, 1981]Notice of ApplicationNotice is hereby given that in pursuance of section 25 of the Companies Act 1956 (Central Act I of 1956), read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) an application has been made to the Government of Tamil Nadu for a licence directing that *..... a body about to be formed under the name of the.....(here enter the name of the company) being a company (Below enter the name of the body) may be registered as a company which registered under the Companies Act, 1956 (Central Act I of 1956) or the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) may change limited liability without the addition of the word.....its name by omitting "Limited" or the words "Private Limited" to its name from.....

2. The principal objects of the company, are as follows:-

A copy of the draft memorandum and Articles of Association of the company may be seen at.....(give the address here).

3. Notice is hereby given that any person, firm, company, or corporation objecting to this application may commute such objection to the State Government within thirty days from the date of publication of this notice by letter addressed to the Government of Tamil Nadu, [Chennai] [Substituted for word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996)].

Dated this..... day of..... 20.....Name of Applicants*Strike out whichever is not required.Form No. 8[See rule 16 of the Tamil Nadu Non-Trading Companies Rules, 1981)Licence under section 25 of the companies Act, 1956 Read With The Tamil Nadu Non-Trading companies Act, 1972Whereas it has been proved to the satisfaction of the State Government that the....., an association is to be registered as a company under the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) for promoting object of the nature specified in section 25, in sub-section (1) in clause (a) of the said Companies Act, 1956 (Central Act 1 of 1956) and that it intends to apply its profit, if any, or other income in property its objects and to prohibit the payment of any dividend to its members.Now, Therefore, in exercise of the powers conferred by section 25 of the said Act, read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu 16 of 1972), the Government of Tamil Nadu here by grant this licence, directing that the said association be registered as a company with a limited liability without the addition of the word "limited" or the words "Private Limited" to its name, subject to the following conditions, namely :-(1)that the said company shall, in all respects, be subject to and governed by the conditions and provisions contained in its Memorandum of Association;(2)that the income and property of the said company whensoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have members of the said company or to any of them or to any persons claiming through any one or more of them;(3)that no remuneration or other benefit in money or moneys worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out of pocket, expenses reasonable and proper interest on loans lent or reasonable and proper rent on premises let to the company;(4)that no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by clause (3);(5)that nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company;(6)that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith with the previous approval of the Government of Tamil Nadu, of reasonable and proper remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member) actually rendered to the company;(7)that no alteration shall be made to the

Memorandum of Association or to the Articles of Association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government; and(8)that the licence shall be liable to be revoked in the event of violation of any of the aforesaid condition or any of the conditions and provisions contained in the Memorandum of Association of the said company in accordance with the provisions of section 25 of the Companies Act, 1956 (Central Act I of 1956) read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972).Dated this..... day of..... 20.....Secretary to Government of Tamil Nadu.Department:Form No. 9[See rule of the Tamil Nadu Non-Trading Companies Rules, 1981]Whereas it has been proved to the satisfaction of the State Government that the objects of company/limited/private Limited, being a company registered or deemed to have been registered under the Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) as a Limited Company are restricted to those specified in clause (a) of sub-section (1) of section 25 of the said Companies Act, 1956 (Central Act I of 1956) and that it intends to apply its profit, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members.Now, Therefore, in exercise of the powers conferred by sub-section (3) of section 25 of the Companies Act, 1956 (Central Act I of 1956), read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972), the Government of Tamil Nadu here by grant this licence authorising the company by a special resolution to change its name by omitting the word "Limited" or the words "Private Limited" from such name, subject to the following conditions, namely :-(1)that the said company shall in all respects be subject to and governed by the conditions and provisions contained in its Memorandum of Associations;(2)that the income and property of the said company whensoever derive, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise by way of profit, to person who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;(3)that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent or reasonable and proper rent on premises let to the company;(4)that no member shall be appointed to any office under the company which is remunerated by salary, fees or in any other manner not excepted by clause (3);(5)that nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officers or servants (not being members) or to any other persons (not being a member) in return for any services actually rendered to the company;(6)that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith, with the previous approval of the State Government, of reasonable and proper remuneration to any of its members in return for any services (not being services of kind which are required to be rendered by a member) actually rendered the company;(7)that no alteration shall be made to the Memorandum of Association or in the Articles of Association of the company which are, for the time being in force, unless the alteration has been previously submitted to and approved by the State Government; and(8)that this licence and the registration of the said company pursuant here to shall cease to have any force or effect on violation on any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and there upon this licence shall be revoked in accordance with provisions of the said sections 25 of the Companies Act, 1956 (Central Act I of 1956) read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil

Nadu Act 16 of 1972).Dated this..... day of..... 20.....Secretary to Government of Tamil Nadu.Department:Form No. 10[See rule 18 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration No. of Company:.....Nominal Capital Rs.....Application for conversion of a public company into a Private Company under section 31(1)

- 1 Name of the company and address of itsregistered office.
- 2 The date of its incorporation
- 3 The existing capital structure of the company (Acopy of the current Memorandum and Articles, and a copy of thelatest balance sheet and profit and loss account should beattached).
- 4 The name of the managing director, etc., if any,and the tenure of offices if fixed and details of remuneration,if any, payable.
- 5 The reasons for conversions.
- 6 The number of members of the company at the timethe decision for conversion was taken.
- 7 The names, if available of the members presentat the meeting in which the decision was taken.
- 8 The names, if available, of the members of thecompany who voted in favour of the proposal for conversion andthen respective shareholdings.
- 9 The names of available, of members, if any, whovoted against the proposal for conversion and their respectiveshare holdings. The grounds put forth by them, if any, so as tojustify the opposition to the proposal should also be stated indetails (A copy of the minutes of the meeting shall be attached).
- 10 Whether a copy of the special resolutionunder section 21 has been filed with the Registrar of Non-TradingCompanies as required under section 192 of the Companies Act, 1956.

Signature*Designation.Dated this.....day of.....

20.....*State whether director, managing/whole time director, manager or Secretary.Form No. 11[See rule 20 of the Tamil Nadu Non-Trading Companies Rules, 1981]Date of presentation to the.....prescribed authority:Registration No. of Company:.....Nominal Capital Rs.....Share Transfer Form[Under section 108(1-A) of the Companies Act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972]For the consideration stated below the "Transferor(s)" named do here by transfer to the "Transferee(s)" named, his (their executors, administrators and assigns, the shares specified below subject to the conditions on which the said shares are now held by the Transferor(s) and the transferee(s) do here by agree to accept and held the said shares subject to the conditions aforesaid.Full Name of Company

Number and full description of shares	Number in Figures	Number in words	Description Equity/Pref. shares	Distinctive numbers
1	2	3	4	5

Whether the said shares are dealt in or quotedon a recognised stock exchange.

[If reply to above is Yes, names of stockexchange should be indicated.] [If the shares are listed on more than one recognized Stock Exchange, name of any one such Stock Exchange only need be

indicated.]

Transfer from

Transferor(s) name(s) in full

(Preferably typewritten or in block capitals).

[Consideration (in words) Rs.] [The

consideration money set forth in a transfer may differ from that which the first seller will receive, owing to subsequent sales by the original buyer.]

Transfer to.

Transferee(s) name(s) in full

preferably typewritten or in block capitals.

(the name/names may be filled in before the instrument is lodged with the company for registration.)

[Signature(s) of Transferor(s)] [Signature by thumb-impressions, marks, etc., should be attested by a Magistrate, Notary Public or a similar authority holding a public office and authorised to use the seal of his office.]

Signature of witness Names (as indicated by the Signature) in block letters

Address:

[Signature(s) of Transferor(s)] [Signature by thumb-impressions, marks, etc., should be attested by a Magistrate, Notary Public or a similar authority holding a public office and authorised to use the seal of his office.]

Signature of witness Names (as indicated by the Signature) in block letters

Address:

Dated..... this day of..... two thousand. Particulars of Transferee (S)

Transferee(s) Thiru, Thirumathi or Selvi Occupation Address Father's/Husband's name

1 2 3 4 5

1. Particulars in respect of each transferee should be entered in the same order in which transferee's names occur above.

Entered in Register of Transfers No. Approval Date Folio Specimen signatures of Transferee

6 7 8

Name of Delivering Broker or Clearing Member	Date	Name of Delivering Broker or Clearing Member	Date
1	2	1	2

Lodged by..... Full

address.....Power of Attorney

Probate Letters of Administration.Death CertificateRegistered with the Company under

No.....Dated.....

Signature (not initials) of brokers, bank,company orstock exchange
clearing house,.....

Entered in Register

ofTransfers No.Approved

Date

Folio.....Specimen.....Signature(s) of
Transferee(s).....

Note. - Names must be rubber-stamped preferably in a straight line.Chronological order should be maintained.Broker's Clearing number should be stated when delivery is given by a Clearing Member Bank.Form No. 12[See rule 28(b) of the Tamil Nadu Non-Trading Companies Rules, 1981]Form of ProxyName of the company:....."I/We.....of in the district of.....being a member/members of the above named company in the district of..... or failing him,.....in the district of.....as my/our proxy to vote for me/as on/our behalf at the meeting of the class of members of the company to which I/was belong to be held on the.....day of....20 and at any adjournment thereof.Signed this.....day.....of.....20.....[II] [[This Form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.@ strike out whichever is not desired.]]Name of the company:.....] [[This Form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.@ strike out whichever is not desired.]]"I/Weof..... in the district of.....being a member/members of the above named company hereby appoint.....of.....in the district of..... or filing him..... of.....in the district of..... as my/our proxy to vote for me/us on my/our behalf at the meeting of the debenture-holders of the company to be held on theday of.... 20..... and at any adjournment thereof.Signed this.....day of.....20.....FORM No. 13[See rule 44 of the Tamil Nadu Non-Trading Companies Rules, 1981]Form of ProxyIName of the company:....."I/We.....of in the district of..... beinga debenture-holder/debenture-holders of the above named company hereby appoint..... of..... in the "district of or failing him,..... of in the district of.....as my/our proxy to vote for me/us on my/our behalf at the meeting of the debenture-holders of the company to be held on the day of..... 20.....and.....at any adjournment thereof.Signed this.....day of.....20.....[II] [[This Form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.@ strike out whichever is not desired.]]Name of the company:"I/We.....of.....in the district of.....being a debenture-holder/debenture-holders of the above company hereby appoint..... of.....in the district ofor failing him,..... of.....in the district of.....my/our proxy to vote for me/us on my/our behalf at the meeting of the debenture-holders of the company to be held on the day of 20....and at any adjournment thereof.Signed this.....day of.....20.....Form No. 14[See rule 60(6) of the Tamil Nadu Non-Trading Companies Rules,

1981)Name of the company:....."I/We of in the district of..... being a debenture-holder/debenture-holders of the above named company hereby appoint.....of.....in the district of.....or failing him,.....of..... in the district of..... as my/our proxy to vote for me/us on my/our behalf at the meeting of the class of debenture-holders of the company to which I/We belong to be held on the.....day of..... and at.....any adjournment thereon.Signed this.....day of.....20.....[III] [[This Form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.@ strike out whichever is not desired.]]Name of the company:....."I/We of..... in the district of company hereby appoint..... of..... in the district of.....or failing him,.....in the district of. as my/our proxy to class of debenture-holders of the company to which I/We belong to be held on the..... day of.....20...Signed this.....day of 20Form No. 15[See rule 79(2) of the Tamil Nadu Non-Trading Companies Rules, 1981](Cash Book of the Official Liquidatory)Receipt

Date Name of company Particulars Number of receipt Amount Rs. P. Cash in Bank Rs. P.

1 2 3 4 5 6

Payments

Date	Name of Company	Particulars	Number of vouchers of Challan	Amount	Number of Cheque
Cash (Rs. P)	Bank (Rs. P)				
7	8	9	10	11	12 13

Form No. 16[See rule 90 of the Tamil Nadu Non-Trading Companies Rules, 1981][Here state whether it is a winding up by or subject to the supervision of the Court, or members voluntary winding up or creditors voluntary winding up. If a winding up by Court state the number of the petition and the date of the order.] [This Form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.]Statement of undistributed assets paid under section 555(1) and (2) into.....(to be furnished to the Register under section 555(3)..... the Company's Liquidation Account in the Reserve Bank of India.Name of the Company:.....Nature of the proceeding:.....Date of commencement of winding up:.....Date of payment into the Company's Liquidation Account:.....Particulars of undistributed assets paid into the Company's Liquidation Account in the Reserve Bank of India

Number of list of contributories	Name of contributory	Last known address of contributory	Date of declaration and rate of return	Total Amount of return payable	Last date when payable	Amount paid into company's liquidation	Remarks
Date	Rate						
1	2	3	4	5	6	7	8 9
							Rs. P.

Total.....Total amount.....Dated the.....day of..... 20.....(Sd.) Liquidator(s)Form No. 17[See rule 93(3) of the Tamil Nadu Non-Trading

Companies Rules, 1981](Proceedings, advertisement and notices, etc.)Before the Tamil Nadu Company Law Board under the Tamil Nadu Non-Trading Companies Act, 1972, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).].In the matter of the Companies Act, 1956 read with the Tamil Nadu non-Trading Companies Act, 1972, section.....

and.....In the matter of (State the name of the Company) andIn the matter.....Application/PetitionerVersus..... partyForm No. 18[See rule 93(4) of the Tamil Nadu Non-Trading Companies Rules, 1981]Proceedings, Advertisement And Notices, Etc.(Affidavit verifying application/petition).I,, son of Thiru aged.....years,by occupation..... at present residing at..... do solemnly affirm and say as follows :-

1. I am director/Secretary of..... Limited the applicant/petitioner in the applicant/petition above mentioned and duly authorised to make this affidavit on its behalf. This paragraph is to be included in case the applicant/petitioner is a company).

2. The statements made in paragraphs of the enclosed application/petition are true to my knowledge and the statements made in paragraphs.....are based on information derived from.....name and address and I believe them to be true, and statements made in paragraphs.....are true to my belief.

3. I swear/solemnly affirm that this declaration is true, that it conceals nothing and that no part of it is false.

Deponent.Solemnly affirmed, before me the day of..... of the year 20....Deponent identified by Thiru.....son of.....aged about.....years, at present residing at.....Signature of Identifier.....Seal of the Oath Commission.Form 19[See rule 97 of the Tamil Nadu Non-Trading Companies Rules, 1981](Proceedings, advertisements and notices, etc.)Notice of HearingTo.....Please take notice that a petition under section.....of the Companies Act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972..... for presented by/received from..... on the day of..... 20..... and bearing number.....is fixed for hearing before the Tamil Nadu Company Law Board under the Tamil Nadu Non-Trading Companies Act, 1972, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).] at.....on the.....day of.....20.... at..... am./pm.Please take further notice that subject to the orders of the Board under the Tamil Nadu Non-Trading Companies Act, 1972 the matter will be placed for final disposal by the Board on the aforesaid date.;Tamil Nadu Company Law Board.* Name of the party to be inserted here.@ Give particulars of address here.Form No. 20[See rule 98(2) of the Tamil Nadu Non-Trading Companies Rules, 1981]Memorandum of AppearanceTo.....The

Tamil Nadu Company Law Board under the Tamil Nadu Non-Trading Companies Act, 1972, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).].(Proceedings, advertisement and notices etc.)Sir, Please take notice that I am duly authorised to enter appearance, and do hereby enter appearance, on behalf of petitioner/opposite party/Register.....in the above mentioned petition.*A Copy of the resolution passed by the Board of Directors, authorising me to enter appearance and to act for every purpose connected with the proceedings for the said party is enclosed, duly signed by me for identification.

2A. Copy of the notification to the Tamil Nadu Law Board under the Tamil Nadu Non-Trading Companies Act, 1972, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).] made by the Registrar/ under sub-rule (3) of rule 98 is enclosed.

Yours sincerely,[(.....)] [Designation and address of the authorised representative with his designation, if any.][(.....)] [Designation and address of the authorised representative with his designation, if any.]Dated the..... day of..... 20.....Form No. 21[See rule 99(3)(ii) of the Tamil Nadu Non-Trading Companies Rules, 1981]

Name of the Company: Registered Office:

Subject. - Special Notice to creditor/debenture holder/State Government in pursuance of rule 99(3)(ii) of the Tamil Nadu Non-Trading Companies Rules, 1976 regarding proposed alteration of the Company's Memorandum of Association.Dear Sir,The company proposes to make an application to the Tamil Nadu Law Board, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).] under section 17 of the Companies Act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1976 seeking confirmation of the alteration in the memorandum of association of the company in terms of the special resolution passed by the Company at its general meeting held on..... a copy of which is enclosed, to enable the company to..... (give here substance of the proposed alteration).

2. The company owes you a sum of Rs..... (Rupeesonly) made up of Rs.....as principal and Rs.....as interest as on.....(date, which must be within a month of the date of the notice uniformly for all creditors/debenture holders) on account of.....(file particulars of the debt or debenture).

3. If you desire to oppose the confirmation of the proposed alteration, please deliver or cause to be delivered or send by registered post your objections supported by affidavit original to the Tamil Nadu Law Board under the Tamil Nadu Non-Trading Companies Act, 1972 at and a copy thereof to the company's registered office mentioned above, within 21 days from the date

of receipt of its notice failing which please note that you will be deemed to have consented to the alteration and the matter will be disposed of ex parte accordingly.

Yours faithfully, for and on behalf of the Petitioner.(Name of the company to be given).Enclosure:Form No. 22[See rule 99(3)(ii) of the Tamil Nadu Non-Trading Companies Rules, 1981](Proceedings, advertisement and notices, etc.)Form of Affidavit Proving Despatch and Service of NoticeI,, son of..... aged years at present residing at.....do solemnly affirm and say as follows :-

1. I am a director/Secretary.....of..... Limited, the petitioner in the petition above mentioned and am duly authorised to make this affidavit on its behalf.

2. General notice in pursuance of rule 99(3) of the Tamil Nadu Non-Trading Companies Rules, 1976.

(i)in.....issued dated.....in language, being the principal languages of..... district in which the registered office of the company is situate; and(ii)in*.....issue, dated.....in English;Both these newspapers circulate in the district in which the registered office of the company is situated. The relevant newspaper cuttings are enclosed.

3. Individual notices in pursuance of rule 99(3), were sent by registered post to the creditors/debenture-holders/State Government. The complete list of creditors/debenture-holders as on.....(duly identified) in Form No. 7 is annexed.

4. I believe from the postal acknowledgments in respect of the said registered letters received by the company that the notices have been served on all the creditors/debenture-holders mentioned in the enclosed list excepting those at serial numbers.....of the aforesaid list in respect of whom the covers have been received back undelivered and no further service by the company was feasible.

5. Statements made in paragraph 2 are based upon my personal knowledge and those made in paragraph 3 are based upon the records of the company which I believe to be true.

Place:Date: Deponent.

Solemnly affirmed before me, this day..... of..... the Year.....Identified

by.....Signature of Identifier:Seal of the Oath Commissioner:*The date to be

mentioned here should not precede the date of the applicant by more than two months. Form No. 23 [See rule 99(1)(f) and 99(6) of the Tamil Nadu Non-Trading Companies Rules, 1981] (Proceedings, advertisement and notices, etc.)

Sl. No. Name (in alphabetical order) Address Amount Remarks*

1	2	3	4	5
---	---	---	---	---

Verified that the above list is correct, that the estimated value of the debts or claims payable on a contingency, or not ascertained, are proper estimates of the values of such debts and claims respectively, and that all the debts and claims included in this list are borne out by the books and records of the company and that there are no other debts or claims against the company to our knowledge.*2. Nature of claim to be mentioned, as also any other relevant particulars. Form No. 24 [See rule 99(8) of the Tamil Nadu Non-Trading Companies Rules, 1981] (Proceedings, advertisement and notices, etc.) Present:.....1.2. Order Confirming Alteration This petition by the company above named to the Tamil Nadu Company Law Board, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).] under section 17 of the Companies Act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972 and admitted as Petition No..... of the year.

2. It is stated in the petition that..... (here the contents of the petition may be summarised).

3. The Board has received representation from..... and the points made out therein are..... (here set out the gist of the representations).

4. The points arising for determination are..... (here set out the points).

5. The aforesaid points are considered below:

Part No – . 1, etc, (in serial order),

(Here reasons are to be set out and findings recorded).

6. The Board is satisfied that with respect to every creditor entitled to object and objecting to the alteration has been obtained or his debt or claim has been discharged or determined or been duly secured.

(Please give details where necessary).

7. The Board is also satisfied that having regard to the rights and interests of the members of the company (and of every class of them) as well as to the rights and interests of the creditors of the company (and of every class of them), it is neat and proper that this petition should be allowed subject to the following conditions, namely:-

(conditions to be specified here).

8. The Board Doth Therefore Here by Order, that the alteration in memorandum of association of the said company proposed by the special resolution of the above named company passed in accordance with section 189 at a general meeting of the said company held on the.....day of 20..... (which special resolution is set forth in Schedule I hereto) be and the same is hereby confirmed.

(Whether the Board confirms the alteration(s) in part or subject to any terms and conditions, the clause be suitably re-cast). Dated the..... day of.....

20.....Form No. 25[See rule 100(1) of the Tamil Nadu Non-Trading Companies Rules, 1981]Proceedings, advertisement and notices, etc.)Form of Application Under Section 79A.B. and Company Limited-petitioner.....petition under section 79 for sanction of issue of shares at a discount.A.B. and Company Limited, the petitioner above named, states as follows :-

1. The petitioner herein (hereinafter called "the company") was incorporated on the..... day of..... 20..... as a company limited by shares.

2. The registered office of the company is situated at.....

3. The objects of the company are set out in the memorandum of association annexed hereto. The main objects are: (set out the main objects in brief)

4. The authorised capital of the company is Rs..... divided into.....shares of Rs.....each, of which.....shares have been issued, and have been paid up, or credited as fully paid up (or have been paid up to the extent) of Rs..... per share.

(If there are different classes of shares, all the classes should be set out with particulars as to amount paid-up on each shares of every class).

5. After its incorporation, the company became entitled to commence business (by the certificate issued by the Registrar in case of public companies) on the.....day of..... (month)..... (Year) and has since been and is still carrying on business.

6. By a resolution of the company duly passed in accordance with section 189 at a general meeting of the company held on the..... day of..... 20.... after due notice as provided in the Act, it was unanimously (or by a majority of..... votes to..... Votes) resolved as follows:-

(Here set out the resolution;

7. The shares proposed to be issued as aforesaid are of the same class of shares as have been already issued, audit is more than..... (State the period) since the company became entitled to commence business.

8. Here set out (in separate paragraphs, if need be) the nature of the business the way it has been conducted, the financial position of the company, the circumstances that necessitate the issue of shares at a discount and in case the proposed rate of discount exceeds 10 percent, the special circumstances justifying the same and how the proposed issue could be beneficial to the company. The copies of the last three years. Balance sheets with related documents are enclosed.

9. The petitioner therefore prays:

(1)That the issue of..... shares of Rs..... each at a discount of percentresolved by a resolution of the company passed at its general meeting held on the.....day of..... (a) be sanctioned; and(2)That further or other orders made as the Board may deem fit.

Dated: Petitioner.....

This application shall be supported by an affidavit in Form No. 18. Form No. 26[See rule 106 of the Tamil Nadu Non-Trading Companies Rules, 1981]Register of Documents Destroyed

Particulars of documents destroyed	Period to which it relate	Date and mode of destruction	Initials of Secretary or other authorised person
------------------------------------	---------------------------	------------------------------	--------------------------------------------------

From

To

1

2

3

4

5

Form No. 27AppendixForm of Notice[See rule 113(3) of the Tamil Nadu Non-Trading Companies

Rules, 1981]Subject: Appeal No..... under section 111 of the Companies Act, 1956 read with Tamil Nadu Non-Trading Companies Act, 1972.Thiru - Appellant.VersusThirumathy/Selvi - Respondent.ToI am directed to say that an appeal, a copy of which is enclosed has been made to the Government of Tamil Nadu under section 111 of the Companies Act, 1956 read with Tamil Nadu Non-Trading Companies Act, 1972 by Thiru/Thirumathi.....* Against the refusal of Messrs, to register the transfer/transmission of the shares/debentures bearing Nos..... in his/her name.* Against the failure on the part of Messrs.....to register the transfer/transmission of the shares/debentures bearing Nos..... in his/her name within the period referred to in sub-section (2) of Section 111 of the said Act.* Against the failure on the part of Messrs..... to register the transfer/transmission of the shares/debentures bearing Nos..... in his/her name within the period referred to in sub-section (2) of section 111 of the said Act.

2. You are hereby informed that you should wish to make any representation in writing against the aforesaid appeal you may do so on or before..... The representation shall be submitted in triplicate and shall be accompanied by affidavits and documentary evidences, if any, in support. If no representation is received from you by the date aforesaid, the appeal will be determined according to law.

* Strike out which every is in applicable.Form No. 28[See rule 114(1) of the Tamil Nadu Non-Trading Companies Rules, 1981]1Declaration by the person referred to in section 187-C(I) of the Companies Act, 1956 read with The Tamil Nadu Non-Trading Companies Act, 1972To.....(Name of the Company).....(Address of the registered office)In pursuance of sub-section (1) of section 187-C of the Companies Act, 1956 (Central Act I of 1956) read with Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972), I hereby declare that.....holds the beneficial interest in (number) (kind) shares bearing Noswhich are entered in my name in the register of numbers of the company as the holder of such shares. The particulars of such persons who holds the beneficial interest in the said shares are given below:

Sl. No	Name	Father's/Husband's name	Age	Occupation	Address	Nationality
1	2	3	4	5	6	7

2. Nature of the beneficial interest.

3. Date of acquisition of the beneficial interest.

4. Reasons why the shares have not been registered in the name of the persons holding beneficial interest in the register of the company.

5. Paid up value of such shards.

Date:Place: Signature of the personmaking the declaration.Name and Address:

FORM No. 29[See rule 114(2) of the Tamil Nadu Non-Trading Companies Rules, 1981]Declaration to be made by a person referred to in sub-section (2) or sub-section (3) of section 197-c of the Companies act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972To(Name of the Company).....(Address of the registered office)In pursuance of sub-section (2), sub-section (3) of section 187-C of the Companies Act, 1956 (I of 1956), I hereby declare that I hold/have obtained the beneficial interest in (number).....(kind).....shares bearing Nos.....specify the following particulars, namely :-
Sl. No Name Father's/Husband's name Age Occupation Address Nationality

1	2	3	4	5	6	7
---	---	---	---	---	---	---

2. Date of allotment/transfer of the shares in the name of the person or persons referred to above.

3. Date of acquisition to the beneficial interest.

4. Particulars of the person from whom the beneficial interest is acquired. If the transfer or of the beneficial interest is also a person who held only a beneficial interest, state whether any declaration under sub-section (2) of section 187-C had been made by him to the company. If so, the date of the declarations made by him.

5. Nature of the beneficial interest.

6. Circumstances under which the shares were not registered in my name.

Date:Place: Signature of the personmaking the declaration.Name and Address:

CertificateI hereby certify that the beneficial interest in the shares mentioned above have been transferred by me onDate:Signature of the person who has transferred the beneficial interest in the sharesForm No. 30(See rule 114(3) of the Tamil Nadu Non-Trading Companies Rules, 1981)Form of return to be filed with the registrar pursuant to sub-section (4) of section 181-C of the Companies act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972

Name of the Company:Address of its registered office:

Registration number of company:
Nominal Capital:

Sl. No.	Particulars of shares in respect of which the person whose name is entered in the register of members of the company as a holder thereof does not hold the beneficial	Particulars of persons in whose names the above shares have been registered as holders in the register of members	Particulars of persons who hold a beneficial interest in such shares	Nature of the beneficial interest

interest in such shares

1	2	3	4	5	
Dates of declarations under subsections (1),(2) and (3) received in respect of said shares together with names of declarations			Date of receipt of the said declarations by the company	Number of shares	Distinctive number of shares
6			7	8	9
Kind of shares	Face value of shares	Paid up value of shares	Names and nationality	Address	Father's/ husband's name
10	11	12	13	14	15
Date of entry of name in register		Name and Nationality	Address	Father's/ husband's name	Occupation
16		17	18	19	20

Date: Signature of person signing on behalf of the company. Form No. 31 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration number of company: Nominal Capital Rs. Return of Allotments Name of company: Pursuant to section 75(1) Presented by Return of Allotment of the..... made on the following date/date(s) filed with the Register of Non-Trading Companies pursuant to section 75(1).

1. Shares allotted payable in cash:-

Class of Shares	Number of shares allotted	Nominal Amount	Amount paid on application (excluding premium)	Amount paid or due and payable on allotment	Amount of premium (if any) payable on shares	Amount of discount (if any)	
Per share	Total	Paid	Due and payable				
1	2	3	4	5	6	7	8 9
1. Equity shares							
2. Preference shares other than redeemable preference shares.							
3. Redeemable preference shares.							

2. (a) Shares allotted for a consideration otherwise than in cash:

(i)Equity shares.(ii)Preference shares(iii)Redeemable preference shares.

Number of shares (b) Rs.

Nominal amount of shares.

Amount to be treated as paid up on each share

The consideration for which shares have been allotted is as follows: Rs.

Property and assets acquired (Description) Service (give nature of services) Other items (to be specified)

(b) Shares issued at a Discount-Number of shares

Nominal amount of shares-Amount of discount per share- Paid up per share

(A copy of the resolution for the issue of the shares at a discount with a copy of the order of the Court and also copy of the order of the Government of Tamil Nadu where the discount exceeds 10 percent should be attached to this return.

3. Number of bonus shares.

Nominal amount Shares.

Amount to be treated as paid-up on each share Rs.....

(A copy of the resolution authorising the issue of the bonus shares should be attached to this return).

Names, address and occupations of the allottees

Date of allotment	Name of allottee in full	Address and occupation and of the allottee	Number of shares allotted
Equity	Preference shares other than Redeemable preference shares*	Redeemable preference shares**	
1	2	3	4
			5 6

Dated this..... day of.....20.....Signature.(c)Designation.(a)Insert date or dates of the

allotments.(b)Distinguish between preference and equity share capital specifying separately.

Redeemable preference shares, if any.(c)State whether Director, Managing Director, Manager or Secretary.

Note 1. - When a return includes several allotment made on different dates the actual dates of all such allotments should be entered at the top of the front page and the registration of the return should be effected within one month of the first date.

Note 2. - A certificate signed by the Director/managing Director/ manager or Secretary to the effect that the conditions, if any, imposed by the Controller of Capital Issues in the order consenting to the issue of the capital represented by the shares comprised in this return, have been duly complied with, shall accompany this return.

Form No. 32[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of Company:.....Nominal Capital Rs.....Particulars of Contract Relating to Share Under Section 75(2)

Name of company:.....

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing.

Presented by:.....

Particulars of contract relating to shares allotted as fully or partly paid-up otherwise than in cash by -

- (1) The number of shares allotted as fully or partly paid up otherwise than in cash
- (2) The nominal amount of each such share Rs.
- (3) The amount to be considered as paid up on each such share otherwise than in cash Rs.
- (4) If the consideration for the allotment of such shares is service or any consideration other than mentioned below in (5), state the nature of such consideration, and the number of shares so allotted.
- (5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of the manner in which the purchase price is to be satisfied.

(1) Brief description of property

(2) Purchase price

(i) Total amount considered as paid on shares allotted, otherwise than in cash Rs.

(ii) Debentures issued Rs.

(iii) Cash Rs.

(iv) Amount of debt released or liabilities assumed by the purchases (including mortgages on property acquired) Rs.

Total purchase price Rs.

(6) Give full particulars in the following form of the property which is the subject of the sale, showing in details, how the total purchase price is apportioned between the respective heads:

Immovable property held in absolute ownership by the company and Fixed Plant and Machinery and other fixtures thereon (a)

Leasehold Property (a).....

Fixed Plant and Machinery on Leasehold property including tenant's trade and other fixture.....

Other interests in Immovable property (a).....

Loose Plant and Machinery, and other Chattels (b)

Benefit or Contracts.....

Patents, Designs, Trade Marks, Licenses, Copyright, etc.....

Book and other Debts

Cash in Hand and at Bank on Current Account, Bills, Notes, etc.....

Cash on Deposit at Bank or elsewhere.....

Shares, Debentures and others Investments.....

Other property, viz.....

Signature

Designation

(a) Where such properties are sold, subject to mortgage, the gross value should be shown.

(b) No plant and machinery which was not in an actual state of severance on the date of the sale should be included under this head.

(c) State whether, Director, Managing Director, Manager or Secretary.

Form No. 33 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration number of company:..... Nominal Capital Rs..... Statement of the amount or rate per cent of the commission payable in respect of Shares/Debentures and of the number of Shares/Debentures for which persons have agreed for a commission to subscribe for absolutely or conditionally under section 76 Name of company:..... Presented by:..... Name of company No..... Article of Association authorising commission particulars of amount paid or payable as commission for subscribing or agreeing to subscribe, or procuring or agreeing, to procure subscriptions, for any shares/debentures in the company, or Paid Rs..... Payable Rs Rate of such commission Rate percent Date of circular or notice (if any) not being a prospectus, inviting subscriptions for the shares/debentures and disclosing the amount or rate of the commission. Date..... Number of shares/debentures which persons have agreed for a commission to subscribe:

(a) Absolutely.....

No.....

(b) Conditionally.....

No.....

Signature of all the Directors or of their Agents authorised in writing.

Dated the.....

day of.....

20.....

Form No. 34 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration number of company:..... Nominal Capital Rs..... Return regarding the increase of share capital of a Company where it memorandum becomes altered whether by reason of an order made by the state Government under sub-section (4) of section 81 or sub-section (2) of section 94-A Name of company:..... Presented by:..... To The Registrar on Non-Trading Companies, [Chennai] [Substituted for the word 'Madras' by the City of Madras (Alteration of Name) Act, 1996 (Tamil Nadu Act 28 of 1996).]..... Limited/Private Limited,..... Hereby gives you notice pursuant to sub-section (3) of section 94-A of the Companies Act, 1956 (Central Act I of 1956), that the share capital of the company has been increased beyond the present authorised capital of Rs..... by Rs.... consequent upon an order, dated..... of the State Government under sub-section (4) of section 81 or sub-section (2) of section 94-A of the Act on an application made to it by..... (here mention the name of the public financial institution) for conversion of the debentures/loans into shares.

2. A copy of the aforesaid order was received by the company from the State Government.

3. The additional capital is divided as follows:-

Number of shares Class of shares Nominal amount of each share

The conditions (e.g. voting rights winding up rights, etc.), subject to which the new shares have been issued are as follows :- (If any of the new shares are preference shares, state whether they are redeemable or not). Dated the..... day of..... 20..... Signature. * Designation (a) State whether Director, Managing Director, Manager or Secretary. Form No. 35 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration number of company: Nominal Capital Rs..... Notice of consolidation, division, sub-division or conversion into stock of shares, specifying the shares so consolidated divided, sub-divided, or converted into stock or of the re-conversion into share or stock, specifying the stock so reconverted or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 100 of the Companies Act, 1956 (Central Act 1 of 1956)) Pursuant to Section 95 Name of company: Presented by: To The Registrar of Non-Trading Companies Hereby given you notice in accordance with section 95 of the Companies Act, 1956 (Central Act 1 of 1956) read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972), that * Signature. ** Designation * Here enter particulars of the case falling under clause (a), (b), (c), (d), (e) or (f) of sub-section (1) of section 95. If a case falls under more than one of these clauses, specify the portion falling under each clause separately. ** State whether Director, Managing Director, Manager or Secretary. Form No. 36 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration number of company:..... Nominal Capital Rs..... Notice of Increase in Share Capital Under Section 97 Name of Company:..... Presented by:..... To The Registrar on Non-Trading Companies,..... hereby gives you notice pursuant to section 97 of the Companies Act, 1956 (Central Act 1 of 1956), that by..... * resolution of the company dated..... the day of..... 20..... the share capital of the company has been increased by the addition thereto of the sum of the Rs..... beyond the present authorised capital of Rs.....: Dated the..... day of..... 20..... The additional capital is divided as follows :-

Number of shares Class of shares Nominal amount of each share

The conditions (e.g. voting rights, winding up rights, etc.) subject to which the new shares have been or are to be issued as follows :- (If any of new shares are preference shares, state whether they are redeemable or not). Signature. Designation Dated the..... day..... of 20..... (a) State whether ordinary or special. (b) State whether Director, Managing Director, Manager or Secretary. Form No. 37 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs..... Notice of Increase in Number of Members Pursuant to Section 97 Name of company:..... Presented by:..... To The Registrar of Non-Trading Companies Here by gives you notice pursuant to section 97 of the Companies Act, 1956 (Central Act I of 1956), read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) that by (a)..... resolution of the company, dated the..... day of 20.... the number of members in

the company has been increased by the addition thereto of..... members beyond the present registered number of.....Signature.Designation (b)(a)State whether ordinary or special.(b)State whether Director, Managing Director, Manager or Secretary.Form No. 38[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Timber of company:.....Nominal Capital Rs.....Notice of the Courts order disallowing confirming the variations of the rights of holders of special classes of shares pursuant to section 107(5)Name of company:.....Presented by:.....ToThe Registrar of Non-Trading Companies,.....Here by forwards a copy of the order of the.....Court, pursuant to sub-section (5) of section 107 of the Companies Act, 1956 (Central Act 1 of 1956) read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972).Dated the.....day of.....Signature.Designation.*State whether Director, Managing Director, Manager, Secretary or Liquidator.Form No. 39[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....

| Particulars of charge (a)| reated by a Non-Trading companysubject to which property has been| acquired by a Non-Trading Company.|

Pursuant To Section 125/127Name of the company:.....Presented by:.....Particulars of charge (a) created by.....subject to which property has been acquired by Non-Trading Company.

Date and description of the instrument creating or evidencing the charge*	Amount secured by the charge/Amount owing on security of the charge	Short particulars of the property charged if the property acquired is subject to charge, date of acquisition of the property should also be given
1	2	3
List of the terms and conditions and extent and operation of the charge	Names, address and description of the persons entitled to the charge**	Amount of the rate, per cent of the commission allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return***
4	5	6

Signature Designation of position in relation to the company.Dated the.....day of

.....20.....(a)"Charge" includes mortgage-See section 124. A description of the instrument, that is to say, whether a trust deed, mortgage or debenture, should also be given.(b)"Persons, entitled to the charge" will include mortgagees.(c)The rate of interest payable under the terms of the debentures need not be entered.Form No. 40[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Particulars of a series of debentures containing or giving by reference to any other instrument*, any charge**, to the benefit of which the debenture holders of the said series are entitled Pari Passu, created by a company, pursuant to section 128 and

129 This form is to be used for registration of particulars of the entire series when more than one issue of debentures in the series is made, particulars of each issue subsequent to the first should be sent to the Registrar in Form No. 21. Name of company:..... Presented by:.....

Total amount secured present issue of by the whole series	Amount of the present issue of the series	Date of resolutions authorising the issue of the series	Date of the covering deed (if any) by which the security is created or defined, or if there is no such deed, the first execution of any debenture of the series
1	2	3	4

Signature. Designation (d) Dated the.....day

of.....20.....(a) A description of the instrument, e.g. "Trust Deed", "Mortgage", "Debenture", etc. as the case may be, should be given. (b) "Charge" includes "Mortgage" see section 124. (c) The rate of interest under the terms of the debentures should not be entered. (d) State position in relation to the company. Form No. 41 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs..... Particulars of any issue of debentures in a Series by a Company Pursuant to the Proviso to Section 128 For registration of the entire series Form No. 40 must be used. Name of company:..... Presented by:..... Particulars of an issue of debentures in a series when more than one issue in the series is made by..... a company.

Date of registration of the series (a)	Date of present issue	Amount of present issue	List of the terms and conditions and extent and operation of the charge (b)	Particulars as to the amount or rate per cent of the commission allowance or discount (if any) paid, or more either directly or indirectly by the company to any person in consideration of subscribing or agreeing to subscribe whether absolutely or conditionally, or procuring of agreeing to procure subscriptions whether absolute or conditions for any of the debentures included in this return ***
1	2	3	4	5

Signature. Designation or position in relation to the company. Dated the.....day

of.....20.....(b) "Charge" includes "Mortgage" see section 124. (c) The rate of interest payable under the terms of the debentures should not be entered. Form No. 42 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs.....

Chronological Index of Charges (A) Pursuant to Section 131

Serial number of Charge in the index	Date of Registration	Number of company	Name of company	Amount secured by charge*
1	2	3	4	5

Debtentures issued	Date of Trust deed relating to Debtentures	Other charges	Party by whom registered	Names and addresses of person entitled to the charges** or of the Trustees for the Debtentures Holders	Signature of Registrar
First issue	Further issues				
6	7	8	9	10	11
					12

(a)"Charge" includes mortgage - See section 124.(b)"Person entitled to the charge" includes mortgagees. Form No. 43[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Name of company:.....Nominal Capital Rs.:.....Register of charges*, and of Memorandum of satisfaction of..... Limited/ Private Limited..... pursuant to sections 130, 135 and 137.

Date of Registration	Serial number of document on file	Date of creation of charge	Date of acquisition of the property charge	Amount secured by charged	Short particulars of the property charged	Name of the persons entitled to the charge
1	2	3	4	5	6	7
				Rs.		

Particulars relating to issue of	Debtentures of a series						
Total Amount secured by the series of	Date and amount of each issue of the series	Dates of resolutions authorising the issue of series	Date of covering deed	General description of property charged	Names of the Trustees for the debtenture holders	Amount or rate per cent of commission allowance or discount	
Date	Amount						
8	9	10	11	12	13	14	15
		Rs.					Rs.

Particulars of modification of charge	Memorandum of satisfaction	Receiver/Manager						
Date of registration of modification	Date and brief description of instrument of modification	Brief particulars of nature of modification and details thereof	Amount	Nature	Date	Name address and date of appointment	Date on which the ceases	Signature of Registrar

16 17 18 19 20 21 22 23 24

(a)"Charge" includes mortgage - See section 124.(b)"Person entitled to the charge" includes mortgagees. Form No. 44[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration number of company:.....Nominal Capital Rs.:.....Particulars of modification of charge (A) pursuant to section 135Name of company:.....Presented by:.....(1)Date and brief description of instrument creating the original charge*.(2)Date and brief description of instrument modifying the charge*.(3)Particulars of the modification specifying the terms or conditions or the extent or operation, of the charge* in which the modifications is made, and the details of the modification.Signature.Designation of position in relation to the company.Dated the.....day of..... 20.....Note. - "Charge" includes a mortgage - see section 124. Form No. 45[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration number of company:.....Nominal Capital Rs.:.....Notice of Appointment of Receiver or Manager Under Section 137Name of company:.....Presented by:.....ToThe Registrar of Non-Trading Companies I,.....of.....hereby give notice that:*(a) I have obtained an order of the (a) dated..... for the appointment of as Receiver/Manager of the property of.....(b)On the..... day of.....I appointed of.....Limited as Receiver/Manager of the property of under the powers contained in an instrument, (b)Dated the..... day of..... 20.....Signature*of these two paragraphs strike out that which does to apply.(a)Insert the name of the Court making the order.(b)Indicate, whether the appointment relates to the whole or any specified property of the company, and in the latter case, specify the property, where on the other hand, the appointment relates to the income arising from the whole, or any specified property of the company, state this fact and where the appointment relates only to the income of specified property, specify the property in question.(c)Described fully the instrument under which the appointment is made and state whether it is a debenture secured by a floating charge. Form No. 46[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Notice to be given receiver/manager on Ceasing to Act as such Pursuant to Section 137(2)Name of company:.....Presented by:.....ToThe Registrar of Non-Trading Companies,I,.....of.....hereby give you notice that I ceased to act as Receiver/Manager of the.....on the.....day of..... 20.....Signature.Receiver/Manager.Dated the.....day of..... 20.....Form No. 47[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Under Section 138Name of company:.....Presented

by:.....ToThe Registrar of Non-Trading Companies,Hereby gives notice that the registered charge being* of which particulars were registered with the Registrar of Non-Trading Companies on the..... day of..... 20..... was satisfied in full on the day of.....20 the debts for which the charge was given been paid or satisfied.SignaturesDesignation or position in relation to the company.Dated the..... day of..... 20.....(a)"Charge" includes mortgage (see section 124).(b)description of the instrument(s) creating or evidencing the charge, e.g. "Mortgage", "Charge", "Debenture", etc. with the date thereof should be given. If the registered charges was a "Series of Debentures" or "Debentures Stock" the words "authorised by resolution" together with the date of the resolution should be added.Form No. 48[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Notice of Change of Situation of Registered office Under Section 146Name of company:.....Presented by:.....ToThe Registrar of Non-Trading Companies:.....hereby gives you notice, in accordance with section 146 of the Companies Act, 1956 (Central Act 1 of 1956) that the registered office of the company is situated at.....was renewed from.....to..... on the..... day..... 20.....Signature.*Designation.Dated the.....day of..... 20.....*State whether Director, Managing Director, Manager, Secretary or Liquidator.Form No. 49[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Declaration of compliance with the provisions of the sections of the sections 149(1)(A), (B) And (C) of the companies Act, 1956 under section 149(1)(D)(To be used by a company which issued a prospectus on or with reference to its formation)Name of company:.....Presented by:.....I,.....of.....being a Director/the Secretary of..... do solemnly and sincerely declare :-

1. That the amount of the share capital of the company offered to the public for subscription is Rs.....

2. That the amount stated in the prospectus as the minimum amount which, in the opinion of the board of directors, must be raised by the issue of share capital in order to provide for the matters specified in clause 5 of Schedule II to the Companies Act, 1956 is Rs.....

3. That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of Rs.....

4. *That every director of the company has paid to the company on each of the share taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and

allotment on the shares offered for public subscription *except the following directors, namely:-

(i)who has/have not taken or contracted to take any shares for which he is /they are liable to pay in cash; or(ii)that no director of the company had taken or contracted to take any shares for which he is liable to pay in cash.

5. That no money is, or may become liable to be repaid to applicants for any shares or debentures which have been offered for public subscription by reason of any failure to apply for, or to obtain permission for the shares or debentures to be dealt in on any recognised stock exchange.

6. The statements in paragraphs above are true to my knowledge and those in the remaining paragraphs are true to the best of my information and belief.

Signature.Designation Director/Secretary.Dated the.....day
of.....20.....*Delete paragraph nor applicable.Form No.
50[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of
company:.....Nominal Capital Rs.....Declaration of compliance with the provisions of section
149(2)(B) of the companies Act, 1956 under section 149(2)(C)(To be used by a company which has
delivered to the Registrar of Non-Trading Companies a statement in lieu of prospectus)Name of
company:.....Presented by:.....I,.....of.....being Director/Secretary of.....do
solemnly and sincerely declare :-

1. That the amount of the share capital of the company subject to the payment of the whole amount thereof in cash is Rs.....;

2. That the company has not issued a prospectus inviting the public to subscribe for the shares, and it has filed with the Registrar of Non-Trading companies a statement in lieu of prospectus;

3. That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of Rs.....;

4. That every Director of the company has paid to the company on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash a proportion equal to the proportion payable on application and allotment on the shares payable in cash, except the following Directors, namely:-

(i)who has/have/not taken or contracted to take any shares, for which he is/they are liable to pay in cash; or(ii)that no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.

5. The statements in paragraphs above are true to my knowledge and those in the remaining paragraphs are true to the best of my information and belief.

Signature.Designation Director/Secretary.Dated the..... day of..... 20.....Form No. 51[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Declaration of Compliance with the Provisions of Section 149(2a) or of Section 149(B) Under Section 149(2A)(II)Name of company:.....Presented by:.....I,..... of being a Director/Secretary of.....do solemnly and sincerely declare -

1. That the company has, by a special resolution passed at the general meeting held on.....approved if the commencement of:-

New business not germane to the business which it was carrying on at the commencement of the Companies (Amendment) Act, 1965 (Central Act 31 of 1965).Business in relation to object(s) other than the main objects or object incidental or ancillary thereto as specified in its memorandum of association; orthat whereas at the general meeting held on special resolution was passed in regard to the commencement of -New business not germane to the business which the company was carrying on at the commencement of the Companies (Amendment) Act of 1965 (31 of 1965).Business in relation to object(s) other than the main object(s) or object(s) incidental or ancillary thereto as specified in its memorandum of association, but the votes cast on a show of hands/poll in favour of the proposal to commence any business contained in the resolution moved at the meeting (including the casting vote of the Chairman by members who being entitled so to do voted in person proxy/exceeded the votes cast against the proposal by members so entitled and voting, the board of directors made an application to the State Government to allow the company to commence such business and the State Government has in its letter No..... dated..... granted the necessary permission.

2. There statement made above is true to the best of my knowledge.

Signature.DesignationDirector/Secretary.Dated the.....day of.....20.....Form No. 52[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Notice of rectification of register of members/debenture-holders under section 156Name of company:.....Presented by:.....hereby gives you notice, pursuant to section 156 of the Companies Act, 1956, that by an order of the..... (here enter the name of the Court and the place of its..... location.....dated the day of..... 20....., the following rectification has been made in the

register of members/Debenture-holders of the company (Give details of the rectification ordered by the Court).Signature.*Designation.Dated the..... day of..... 20.....*State whether Director, Managing Director, Manager or Secretary.Form No. 53[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Annual Return of the Company not having share Capital Under Section 160

1. Name of the company:

2. Presented for filing:

3. Annual Return of the company made up to the day of..... 20..... being the date of the last Annual General Meeting of the company®

4. Address of the Registered Office of the company:

5. List of *past and present members:

Note. - The companies holding a licence under section 25 of the Companies Act, 1956 exempting them from using the word "Limited" as the last word of their names need not fill in this items.

Folio in Register of Members	Names addresses and occupation, if any	Name of father or husband	Date on which they become members	Date on which they ceased to be members	Remarks, if any
1	2	3	4	5	6

*Note. - (1) Names of persons who ceased to be the members since the date of the last annual general meeting or of the latest due date thereof and the respective dates on which they so ceased are also to be given.(2)If the names in the list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.See the Explanation to sub-section (1) of section 159 of the Act. Where the annual general meeting for a year has not been held, the return should be made up to the latest date on or before which that meeting should have been held in accordance with the provisions of section 166 of the Act.

6. Particulars of Directors, Managing Director, Manager and Secretary*:

(A)particulars of person who are Directors, Managing Director of the Company on the day of the last annual general meeting or the latest due date thereof, viz., the day of..... 20.....

Present name(s) surname(s) in full and whether Director or	Any former name(s) or surname(s) in full and	Father's/ Husband's name and surname	Nationality and nationality of origin, if different from	Usual residential address
------------------------------------------------------------	----------------------------------------------	--------------------------------------	----------------------------------------------------------	---------------------------

Managing Director	present nationality			
1	2	3	4	5
Business occupation and particulars of directorships, Managing directorship, Manager ships and secretaryship held in other companies/bodies corporate	Date of birth and age **		Date of appointment	Date of cessation, if any
6	7		8	9

Note. - (a) The expression "managing director", "director", etc., includes a member of managing/executive committees. (b) The information under column (7) need not be given in respect of private companies which are not subsidiaries of public companies. (B) Particulars of the person(s) who is Manager/Secretary of the company on the day of the latest annual general meeting, or the latest due date thereof, namely, the..... day of..... 20.....

Present name(s) in full and whether Managing Director or Secretary	Any former name(s) or surname(s) in full	Father's/ Husband's name and surname	Nationality and of origin, if different from present nationality	Usual residential address	Business occupation and particulars of directorships, Managing directorships, Managerships and secretaryships held in other companies/bodies corporate	Date of appointment	Date of cessation, if any
1	2	3	4	5	6	7	8

7. Particulars of Indebtedness. - A statement is annexed to this return duly signed by the signatories to this return and containing particulars of the total amount of indebtedness as on the date of the aforesaid annual general meeting in respect of all changes which are or were required under the Companies Act, 1956 (Central Act 1 of 1956) or under any previous company law, or which could have been required to be registered under the aforesaid Act if they had been treated after the commencement of the said Act.

Certificate to be given by a Director and Manager /Secretary or by two directors one of whom shall be Managing Director where there is one. We certify that the return states the facts as they stood on the date of annual general meeting aforesaid, correctly and completely. We certify that since the date of the last annual return the transfer of all debentures and the issue of all further certificates of debentures have been appropriately recorded in the books maintained for the purpose. (In the case of private companies only) We certify that the company has not since the date of the annual general meeting with reference to which the last return was submitted or in the case of first return, since the

date of the incorporation of the company, issued any invitation to the public to subscribe for any debentures of the company. We certify that excess of the number of members of the company over fifty consists wholly of persons, who under sub-clause (b) of the clause (iii) of section 3 of the Companies Act, 1956 (Central Act 1 of 1956), are not to be included in reckoning the number of fifty.

Date: Place: Signed.....Director/Managing Director.

Form No. 54[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration

Number of company:.....Nominal Capital

Rs.....Statutory Report Under Section 165Name of

company:.....Statutory Report of

the.....Certified and filed pursuant to section 165(5)*Date of notice for

holding statutory meeting.....Date of the

meeting.....Place where the meeting is to be

held.....Presented by:.....The Board of

Directors submits this statutory report to the members in pursuance of section 165.

Number of shares	Nominal value of each share	Cash received up to (a date within 7 days of thereport)
1	2	3

(a)Allotted subject to payment thereof in cash,(i)Equity.(ii)Redeemable preference shares,(iii)Preference shares other than redeemable preference shares.(b)Allotted as fully paid up otherwise than in cash and the considerations for which they have been allotted.(i)Equity.(ii)Redeemable preference shares.(iii)Preference shares other than redeemable preference shares.(c)Allotted as partly paid up to the extent of Rs.....per share and the considerations for which they have been is allotted.(i)Equity.(ii)Redeemable preference shares.(iii)Preference shares other than redeemable preference shares.

2. Abstract of receipts and payment up to (a)-

Receipts	Rs. Payments	Rs.
1	2	
Shares Equity	Preliminary expenses	
Redeemable Preference Shares	Commission on issue or sale of shares	
Preference share other than	Discount on issue or sale of shares	
Redeemable Preference shares	Capital Expenditure	
Advance payment for shares	Land	
Debentures	Building	
Loans	Plant	
Deposits	Machinery	
Other Sources (to be specified)	Other Items to be specified.	
	Balance -	

	In hand
	At Banks
	At Post Office
	Savings Bank
Total	Total

3. Preliminary expenses as prospectus estimated in the Prospectus or Statement in lieu of.....

	Preliminary expenses actually incurred up to aforesaid date Rs.	Preliminary expenses estimated to be incurred after the aforesaid date Rs.
Law charges		
Other charges in connection with the preparation of the Memorandum and Articles of Association		
Printing Expenses		
Registration charges		
Advertisement charges		
Commission on issue or sale of shares		
Discount on issue or a sale of shares		
(Other initial expenses. To be specified as far as possible)		
Total		

4. Names, address and occupations of the company's Directors, Auditors, Manager and Secretary.

Name(s)	Addresse(s)	Occupation(s)	Particulars of Charge(s), if any, in entries in columns (1), (2) and (3) since the date of incorporation	Date of the Charge(s)
1	2	3	4	5
A. Directors				
B. Auditors				
C. Manager				
D. Secretary				

These particulars must include dates of changes.

5. Particulars of any contract which is to be submitted to the statutory meeting for approval.

(If any modification or proposed modification of a contract is to be submitted for such approval brief particulars of contract and particulars of modification or proposed modification should be given).

6. Underwriting contract.

Brief description of each contract.If contract not carried out fully, extent to which it has not been carried out and reasons therefor.

7. The arrears, if any, due on calls from Directors and Manager Names.....Amount due.

DirectorsManager.

8. Particulars of any commission or brokerage paid or to be paid in connection with the issue or sale of shares to any Director or Manager.

Names		Commission or Brokerage paid or to be paid
On shares	On debentures	
1	2	3
	Rs.	Rs.

Directors:Manager:We hereby certify that the given report is correct.Signatures of two or more Directors(a)We hereby certify as correct so much of the report as relates to the shares allotted by the company and to the cash received in respect of such shares and to the receipts and payments.Auditors.Dated the..... day of.....20.....* Where there is a Managing Director, he shall be one of the Signatories.Form No. 55[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Registration of Resolutions and Agreements Pursuant to Section 1972Name of the company:.....Presented by:.....ToThe Registrar of Non-Trading Companies.A-Section 192(4)(a)Special Resolution(s)(i)Date of despatch of notice specifying the intention to propose the Resolution(s).(ii)Passed on.....(iii)At a general meeting of the members of the said company duly convened and held at in.....the town of..... on the..... day of.....following special Resolution(s) was/were passed.Resolved that -B-Section 192(4)(b)Resolution(s) which has/have been agreed to by all the members of the company, but which, if not agreed to would not have been effective for their purpose unless they had been passed by a special resolution.(i)Date of despatch of notice specifying the intention to propose the Resolution (s).(ii)Passed on.....(iii)At a general

meeting of the members of the said Company duly convened and held at..... in the town of..... on the..... day of... 20..... the following resolution(s) was/were passed. Resolved that -C-Section 192(4)(c) Resolution(s) of Board of Directors regarding Managing Director(s) At a meeting of the directors of the said company, duly convened and held at..... in the town of on the day of 20, the following resolution(s) was/were duly passed. Resolved that -D-Section 192(4)(c) Agreement (a) regarding M.D. Agreements relating to the appointment, re-appointment or renewal or variation in the terms of appointment of Managing Director. (i) Name of the Managing Director. (ii) Date of agreement. (iii) Brief particulars of the terms of agreement. (iv) Brief particulars of variation, if any. E-Section 192(4)(e) Resolution(s) or agreement(s) agreed to by all the members of any class of shareholders - (i) Date of agreement. (ii) Class of share holder. (iii) Brief particulars of agreement. F-Section 192(4)(e) Resolution(s) according consent to the exercise of powers by the Board under section 293(1)(a), (d) and (e) and resolution passed by a company under section 294. At a general meeting of the members of the said company duly convened and held at..... in the town..... on the..... day of..... 20....., the following resolution(s) was/were passed. Resolved that -G-Section 192(4)(f) Resolution of voluntary winding up passed in pursuance of sub-section (1) of section 484. (A) In the case of a special resolution - (i) Date of despatch of notice specifying the intention to propose the resolution, (ii) Passed on..... (iii) At a general meeting, the said company, duly convened and held at in the town of..... on the..... day of..... 20....., the following resolution, was passed. Resolved that -Signature Designation (b) (B) In the case of an ordinary resolution - At a general meeting of the members of the said company, duly convened and held at..... in the town of..... on the day of..... 20....., the following ordinary resolution, was passed. Signature Designation (b) Resolved that - (a) Certified copies of all the agreements should also be enclosed with this form. (b) State whether Director, Managing/Whole time, Director Manager or Secretary. Form No. 56 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs..... Notice of Address at Which Books of Accounts are Maintained under the Proviso to Section 209(1) Name of the company:..... Presented by:..... hereby gives you notice pursuant to the proviso to sub-section (1) of section 209 of the Companies Act, 1956, that the Board of Directors of the company have decided, vide resolution, dated the day of..... 20..... to keep the books of account of the company at the following address..... (Give the full address) Signature Designation * Dated the..... day of..... 20..... * State whether Director, Managing/Whole time Director, Manager or Secretary. Form No. 57 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs..... Notice By Auditor Under Section 224(1-A) I/We,..... hereby give notice to the Registrar of Non-Trading Companies..... pursuant to section 24(1-A) of the Companies Act, 1956, that I/We have received intimation, dated the day of..... 20..... from..... of my/our..... having been appointed as auditor(s) for the year..... and that I/we have accept/refused to accept the appointment as auditor(s) of the company. Signature * Dated the..... day

of.....20.....*Where the signatory is a partner of a firm of Chartered Accounts, the name of the firm also is to be indicated. Form No. 58[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Form of Application for Increasing the Number of Directors of Company Under Section 259(1)Name of company(2)Address of its registered office(3)Maximum number of directors permitted -(i)If company in existence on 21st July 1951, under articles in force on the date;(ii)If company formed after the 21st July 1951, under articles in force on date of incorporation.(4)Number of directors in office on date of application.(5)Number of directors proposed to be added.(6)Reasons for increasing the number(7)Particulars regarding existing directors :-

Name	Address	Nationality	Description	Occupation	Date of birth and age
1	2	3	4	5	6

(8)If names of the persons proposed to be appointed as director in case Government accords its approval, have been settled particulars relating to those persons -

Names of proposed Directors	Addresses	Nationality	Description	Occupation	Date of birth and age
1	2	3	4	5	6

(9)Copy of the Resolution, and proceedings of the general meeting of company with details of voting, in a separate sheet which should be signed by the signatories in the form should be furnished.(10)Name and address of the present auditors of the company.(11)The names and dates of the newspapers in which notices pursuant to section 640-B have been published.(Note. - Two certified copies of each of the notices should be enclosed.)(12)Whether a copy of the application together with enclosures thereto has been forwarded to the Registrar of Non-Trading Companies pursuant to Rule 112 (i).(13)Declaration.I/We solemnly declare that facts stated in the application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and beliefSignature.Designation (a)Dated the..... day of.....

20.....*State whether Director, Managing/Whole time, Director Manager or Secretary. Form No. 59[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Consent to act as director of a Company and/or undertaking to take and pay for qualification shares under section 264(2), 266(1)(A) and 266(1)(B)(III)Name of the company:.....Presented by:.....ToThe Registrar of Non-Trading Companies,I,.....the undersigned, having consented to act as director of the company.....pursuant to section 264(2)/266(1)(a) of the Companies Act, 1956 (Central Act 1 of 1956) and certify that I have not been disqualified to act as a director under section 267 and/or 274 of the Companies Act, 1956 (Central Act 1 of 1956).I,.....the undersigned having consented to act as director of the company.....also hereby undertake to take from the said company and pay for shares of Rs..... each, being the number value of the shares prescribed as the qualification

shares for the office of director of the said company.

Names and surname in full and father's name	Address	Occupation	Date of birth	Nationality	Signature
1	2	3	4	5	6

Dated the..... day
of.....

20.....Notes. - (1) Delete the portion not applicable.(2)If a director signs through his agent authorised in writing, the authority, must be produced before the Registrar of Non-Trading Companies.(3)In case of undertaking to take and pay for qualification shares, the form should be accompanied by the necessary stamp duty.Form No. 60[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Form of application to the government of tamil nadu for approval to amendment of provision relating to managing, whole time or non-rotational directors under section 268

1. Name of the company, date of registration and its principal business.

2. Maximum and minimum number of directors prescribed under the Articles and the names of directors in the Board on the date of application.

3. If the company has Managing/Whole time Directors or Manager, full particulars thereof.

4. Proposal for which Government's approval is sought.

5. Reasons for the proposal.

6. Whether the proposal has been approved by the Board of Directors/the company in general meeting; if so, one copy of the resolution passed should be furnished.

7. Names of newspapers in which and the dates on which notices under section 64-B of the Companies Act, 1956 (Central Act 1 of 1956), were published, one certified copy of each notice to be enclosed.

8. Name and address of present auditors of the company.

9. Whether a copy of this application together with the enclosures thereto has been forwarded to the Registrar of Non-Trading Companies pursuant to rule 112(i).

10. Declaration:

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge, and the other facts are true to the best of my/our information and belief. Signature Designation (a) Dated the..... day of.....

20..... *State whether Director, Managing/Whole time, Director Manager or Secretary. Notes. - (i) One copy of the Memorandum and Article of Association in which the amendments are to be made, along with one copy of the revised version of the relevant articles should be attached to the application; If the amendment is in respect of a provision contained in any agreement entered into by the company or in any resolution passed by it or by its Board of Directors, one copy of such agreement or resolution, as the case may be, original and revised should be furnished. (ii) Challan evidencing payment of prescribed fee into the treasury under the head: "065. Other Administration Services-C. Other Services-O. Other receipts - 6. Fees realised under the Tamil Nadu Non-Trading Companies Act, 1972". Form No. 61 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs..... Form of Application for Appointment or Re-Appointment of Managing/whole time Director and Manager Under Sections 269, 311 and 388 Note. - This form shall also be used in respect of applications for the purpose of obtaining the approval of the Government of Tamil Nadu made for the first time in respect of any matter specified in sections 258, 268 and 310.

1. Name of the company, address of its registered office, date of its registration and its main business.

2. Details of the existing capital structures of the company and in the case of new companies of the proposed capital structure.

3. The proposal for which Central Government's approval is sought and the reasons therefor.

4. Nature of the existing form of management:-

(i) Is the company managed by - (a) Board of Directors; (b) managing/whole-time director; (c) manager. Give full details including the date from which the arrangement has been at work. (ii) Particulars of remuneration including bonus, commission, salary and perquisites payable to Managing/whole time Director Total amount, if any, payable as minimum remuneration under

section 198(4).(iii)Nature of services rendered by managing/whole-time Director, as such for which the remuneration mentioned above is being paid (iv) Particulars of any other remuneration payable to managing/whole-time Director/manager.Whether in their capacity as managing/whole-time Director/manager or otherwise.(v)Particulars of remuneration payable under any current arrangements to a relative of a Managing/Whole-time Director.(vi)Names of directors and extent of their shareholdings,(vii)particulars of commission, allowances and fees or salaries and perquisites payable to directors.

5. Nature of the proposed form of management of the company:-

(i)Particulars including qualifications and business experience of the proposed Managing/Whole-time/manager Director(ii)If the proposed Managing/Whole-time Director/Manager was previously under the employment of the company, particulars of the post held by him and the remuneration drawn by him in that post during the last 3 financial years.(iii)Particulars about remuneration (including bonus, commission, perquisites and the money value thereof) proposed to be paid to the Managing/ Whole-time/Manager Director.(iv)Nature of service to be rendered by the Managing/Whole-time Director/Manager, as such for which the remuneration proposed above is to be paid.(v)Particulars of any other remuneration proposed to be paid to the Managing/Whole-time/Manager Director whether in their capacities as Managing/ Whole-time/Manager or otherwise Director(vi)estimated amount of remuneration (if any) payable under any arrangements to a relative of a Managing/Whole-time Director/Manager.(vii)Particulars of commission, allowances and fees and salaries and perquisites and money value thereof proposed to be paid to directors; and(viii)whether the Managing/Whole-time Director/Manager suffers from any of the disqualifications mentioned in section 267/385 of the Companies Act, 1956 (Central Act 1 of 1956).Note. - One copy of agreements, if any, with Managing/Whole-time Director/Manager, should be enclosed.

6.

(i)Do the Article of Association provide for the appointment of Managing/Whole-time Director or Manager.(Give reference to them; if not, please indicate in full details the authority under which the proposed appointments are to be made.)(ii)Has the proposal for which Government's approval has been sought been approved by the Board of directors of the company or by the company in general meeting ? If so, one copy of the relevant resolution should be enclosed.(iii)If the proposal involves any increase in the number of managing or whole time directors or if the proposal is initially to appoint more than one managing or whole-time director, the full reasons justifying the same and also the division of duties and responsibilities between the managing/whole-time directors should be furnished.(iv)The names of newspapers in which the notices under section 640-B have been published along with dates thereof.

7. Whether a copy of this application together with enclosures thereto has been forwarded to the Registrar of Non-Trading Companies pursuant to rule

8. Compensation, if any, payable by the company to the outgoing Managing/ Whole-time Director/Manager, and whether it is in accordance with the terms of the relevant agreement.

9. Particulars of any other company managed with reference to sections 316/317 and 386 by the Managing Director/manager, and remuneration payable to him by that company.

10. Name of other companies in which directors of the company hold directorships.

11. (A) The effective capital of the company as on the date of the last balance sheet calculated as follows:.

- (i) Paid-up capital
- (ii) Share premium
- (iii) Reserve and surplus
- (iv) Long-term loans
 - (a) Secured
 - (b) Unsecured

Total

(B) Total accumulated losses and preliminary expenses not written off.

12. Working results of the company for the last three years:

Years ended

20_.20_.20_.20_.20_.20_

- (i) Paid-up capital
- (ii) Turnover
- (iii) Net profits under section 198
- (iv) Director's or manager's remuneration:
 - (a) Sitting fees
 - (b) Commission
 - (c) Managing Director's/Whole-time Manager's remuneration
 - (i) Salary
 - (ii) Commission
 - (iii) Perquisites and money value thereof
 - (iv) Dividend (Rate and quantum) declared on equity shares.

(v) Percentage which the total managerial remuneration bears to the net profits.

Note. - Items Nos. 11 and 12 should be filled in only by companies which have commenced business. For companies which have been newly registered, but have not yet commenced business or whose accounts have not been audited, the following information and documents should be furnished :- (a) One copy of the prospectus, if any, issued by the company. (b) Full particulars of the capital proposed to be raised by the company in the near future and also the particulars of long-term loans which the company proposes to raise indicating the source from which the loans are to be obtained. (c) The date on which the company expects to commence business. (d) Consideration on which the proposed remuneration of the Managing/Whole time/Manager Director has been fixed. (e) Estimated turnover and profits of the company during the next three years. (f) Extent of foreign collaboration, if any, involved.

13. Name and address of the present auditors of the company.

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge and other facts are true to the best of my/our information and belief. Dated this..... day of..... 20..... Signature Designation (*) (*) State whether Director, Managing Director, Whole time Director, Manager or Secretary. Note. - One copy of each of the following documents should accompany this application, namely :- (1) Articles of Association of the company revised up-to-date; (2) Resolution passed by the company at its general meeting or by the Board of Directors, as the case may be, in support of the proposal contained in the application; (3) Audited Accounts, auditors report and the director's report for the last two years; (4) Notices published in English and regional language newspapers duly certified; and (5) The existing and proposed agreement, if any, entered into between the company and the proposed Managing/Whole time Director/Manager. (6) Challan evidencing the payment of prescribed fee into the treasury and the head: "065. Other Administrative Services-C. Other Services-O. Other receipts-26. Fees realised under the Tamil Nadu Non-Trading Companies Act, 1972". Form No. 62 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs..... Particulars of Appointment of Directors and Manager and Charges among them under Section 303(2) Name of company:..... Presented by:..... Note. - If a company has no particulars to be included in one or two of the heading A, B and C, the parts containing those headings (in respect of which the company has no particulars to be included) need not be filled. A. Appointment of and changes among directors.

Name or names and surname in full	Father's/Husband's name	Usual residential address	Nationality	Date of appointment/reappointment or change	Brief particulars of change
1	2	3	4	5	6

Note. - A note of changes should be made in column (6), e.g., by inserting against the name of new director, etc, the words "in place of..." and by indicating against the name of the former Director, the cause for the change e.g. by death, resignation, retirement, rotation, disqualification, etc.(2)In case of Managing Director, his designation should be stated with his name in column (1)B. Appointment of, and changes, in Managership and Secretaryship.

Name or names and surname in full	Father's/Husband's name	Usual residential address	Nationality	Date of appointment; or change	Brief particulars of change
1	2	3	4	5	6

Dated this.....day

of.....20.....Signature

- (1) For the purpose of this form, particulars of a person appointed as Manager within section 2(24) of the Companies Act, 1956 (Central Act 1 of 1956) need be given.(2)A note of change as also the cause of change, e.g., by death, resignation, removal, disqualification etc. should be stated in column (6).Form No. 63[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Register of directors, managing director, manager and secretary, etc., under section 306Name of company:

Present name or names and surname in full	Any former name or name and surname in full	Father's/Husband's name	Usual residential address	Nationality	Nationality or origin (if different from presentnationality)	Business occupation	Particulars of directorship or other officesheld any in other company
1	2	3	4	5	6	7	8

Form No. 64[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration

Number of company:.....Nominal Capital

Rs.....Form of Application for Approval to Payment of Minimum Remuneration or of Section 309(3) to Managing/whole-Time Director/manager Under Sections 198(4) And 309(3)/387

1. Name of the company together with its address of registered office, date of incorporation and its principal business.

2. Details of the existing capital structure of the company.

3. (a) The proposal for which the approval of the Government of Tamil Nadu is sought and the reason therefor,

(b) Was the appointment of Managing/Whole-time/Manager, Director made with the approval of the Government and if so, indicate the number and date of sanction of Government.

4. Nature of the form of Management:-

(i) Is the company managed by - (a) Board of Directors; (b) Managing/Whole-time Director; (a) Manager? Give full details. (ii) Date of appointment of the Managing/Whole time Director/Manager and the tenure for which he was appointed as such. (iii) Particulars about remuneration, including bonus commission, salary and perquisites payable to Managing/Whole-time/ Manager, Director (iv) Nature of services rendered by Managing/Whole-time/Manager Director as such for which the remuneration above is being paid. (v) The names of Directors and the extent of their share holdings in the company. (vi) Particulars of commission, allowances and fees or salaries and perquisites payable to directors.

5. Has the proposal for which Government's approval has been sought been approved by the Board or Directors/General Body, if so, a copy of the resolution should be enclosed.

6. Particulars of other companies managed by the Managing Director/Manager and remuneration payable to him by these companies.

7. (A) The effective capital of the companies, as on the date of last balance sheet ca

(i) Paid up capital:

(ii) Share premium:

(iii) Reserves and Surplus (excluding taxation reserves, depreciation reserves, gratui

(iv) Long-term loans:-

(a) Secured:

(b) Unsecured:

Less Investments:

Total:

(B) Total accumulated losses and preliminary expenses not written off.

(C) Amount of depreciation provided for up to.....

8. Working results of the company for the last three years:-

Year ended

20... 20... 20...

(i) Paid up capital

- (ii) Turnover
- (iii) Net profits under section 198
- (iv) Director's remuneration -
 - (a) Number of Directors:
 - (b) Sitting fees:
 - (c) Commission:
 - (v) Managing/Whole-time Director's/Manager's remuneration -
 - (a) Salary
 - (b) Commission
 - (c) Bonus
 - (d) Perquisites with the value thereof
 - (vi) Dividend declared on equity shares per cent, (rate and quantum)
 - (vii) Percentage which the total managerial remuneration bears to the net profits.

9. Name and address of the present auditors of the company.

10. Declaration

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief. Dated this..... day of.....

20.....Signature. Designation(*) State whether Director, Managing Director, Whole-time Director, Manager or Secretary. Note. - (i) One copy of the Memorandum and Articles of Association of the company, one copy of the agreement entered into with the managing/whole-time director/manager and one copy each of the audited accounts, director's report and auditor's report of the company for the last two years should also accompany this form. (ii) Challan evidencing payment of prescribed fee into the Treasury under the head: "065. Other Administrative Services-C. Other services-O. Other receipts-26. Fees realised under the Tamil Nadu Non-Trading Companies Act, 1972. Form No. 65 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company:..... Nominal Capital Rs Form of Application for Increasing the Remuneration of Director/manager under sections 310, 311 and 388

1. Name of company:

2. Address of its registered office:

3. (A) The effective capital of the company as on the date of the last balance-sheet calculated as follows :-

(i)Paid up capital(ii)Share premium(iii)Reserve and surplus(iv)Long term loans
 -(a)Secured(b)Unsecured Total(B)Total accumulated losses and preliminary expenses not written of
 :-

4. Working results of the company for the last three years:

Year ended

20.....20.....20.....20.....20.....20.....

(i)Paid up capital;(ii)Turnover;(iii)Net profit under section 198;(iv)Director's or Manager's remuneration -(a)Sitting fees:(b)Commission:(c)Managing/ Whole-time Director's/ Manager's remuneration:(i)Salary(ii)Commission(iii)Perquisites and money value thereof(iv)Dividend (rate and quantum) declared on equity shares.(v)Percentage which the total managerial remuneration bears to the net profits.

5. Names, address, designations and particulars of remuneration of all existing directors/manager and details of their share holdings together with particulars of directors/manager whose remuneration is to be increased.

Name of Directors	Addresses	Specific designation, if any, whether Managingwholetime Director	Details of share holdings
1	2	3	4
Existing remuneration -		Proposed remuneration -	
(a) Salary		(a) Salary	Reasons for proposed increase in remuneration
(b) Commission		(b) Commission	
(c) Allowances		Allowances	
(d) Sitting fees		Sitting fees	
(e) Bonus paid during each of the previous three years		Bonus, if any, proposed to be paid	
(f) Other remuneration, if any		(f) Other remuneration, if any	
5	6	7	

(Copies of the existing and the proposed agreements and the resolution(s) passed at Directors-General meeting sanctioning the increased remuneration should be enclosed).

6. Name and address of the present auditors of the company.

7. The names and dates of the newspapers in which notices pursuant to section 640-P have been published.

Note. - Two certified copies of each of the notices should be enclosed.

8. Whether a copy of the application together with the enclosures thereto has been forwarded to the Registrar pursuant to rule 112(i).

9. Declaration

I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge and the other facts are true to the best of my/our information and belief. Dated this..... day

of.....

20.....Signature Designation(*) (**) State whether Director, Managing Director, Manager or Secretary. Form No. 66 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company: Name of company: Nominal Capital Rs. Form of Application Under Section 370

1.

(a) Name of the lending company: (b) Management structure (composition of the Board of Directors and particulars of Manager and Managing Director, if any): (c) Capital structure: Authorised/Subscribed/Paid up Share Capital Debentures Loans (long-terms and short terms to be shown separately).

2.

(a) Name of the borrowing company. (b) Management structure. (c) Capital structure.

3. If the company is under the same management as the lending company, full particulars as to the reason why they are under the same management ?

4. Amount of loan proposed to be given.

5. The precise period within which the loan is to be recovered including the number of instalments and amount of each instalment.

- 6. The rate of interest proposed to be charged.**
- 7. The nature and value of security offered by the borrower.**
- 8. The grounds on which it is considered expedient to invest the company's money in this manner rather than utilise the funds in any other way.**
- 9. The source from which the proposed loan is to be financed.**
- 10. Whether the lending company has passed the requisite special resolution, if so, a copy of the resolution is to be attached to the application.**
- 11. The purposes for which the borrowing company wants to have the loan and the specific objects on which the loan amount is to be spent;**
- 12.**
 - (a) Full details of the loans, if any, already given by the company to other companies distinguishing between loans the companies under the same management and those not under the same management.
 - (b) The percentage which the proposed loan together with any previous loans would bear in relation to the subscribed capital of the lending company and its free reserves.
 - (c) The percentage which the proposed loans would bear in relation to the company's subscribed capital and its free reserves.
 - (d) If the proposed loan is to be given to a company under the same management, the percentage of the loan together with any loans already made to companies in the same group would bear to the company's subscribed capital and its free reserves.
- 13. Full details of the existing borrowings of the company indicating the amount involved in each case, source from which obtained, rate of interest payable, terms regarding repay out and security offered.**
- 14. If any amount of the proposed loans is to be financed by borrowings, the amount of the borrowing and the source from which it is to be obtained should be indicated together with the terms regarding interest, terms of repayment security to be furnished, etc.**
- 15. Full details of the existing borrowing of the other body corporate, indicating the amounts due, sources from which obtained, rate of interest payable, terms regarding repayment and security.**

16. Any other information which may have a bearing on the proposed loan.

17. The financial and liquidity position of the company and the financial position of the other body corporate.

18. A copy each of the annual report and annual accounts of both the lending and borrowing companies for the immediate by preceding year.

Declaration I/We solemnly declare that the facts stated in this application are true to the best of my/our knowledge, and the other facts are true to the best of my/our information and belief. Dated this.....day of.....20...Signature Designation (*) State whether Director, Managing/Whole-time Director, Manager or Secretary. Note. - This form should be adopted mutatis mutandis, for application under proviso to section 370(5) in respect of giving of guarantee or security. Form No. 67 [See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981] Registration Number of company: Nominal Capital Rs..... Form of application to the Government of Tamil Nadu for purchase by the company of shares of other companies under section 372 Notes. - (i) Company in this Form means the company which proposed to make the investment, and other body corporate, means the company in which investment is proposed to be made. (ii) Information should be furnished as on the date of application unless otherwise indicated in the Form. (iii) The application should be accompanied by the documents mentioned in Annexure I. The company is advised that on the expeditious disposal of the application, the information regarding the financial position of the company and also of the other body corporate according to the last published balance sheets, should also be furnished in the proforma contained in Annexure II. (iv) The reference "debentures" in the proforma should be read with the provisions of section 372(12). I. (a) Name of the company. (b) Management structure (composition of Board of directors and particulars regarding manager, managing director, if any). (c) Capital structure:

1. Share Capital Authorised Rs. Subscribed Rs. Paid up Rs.
2. Debentures Rs.
3. Long term loans Rs.

II. (a) Name of other body corporate. (b) Management structure (composition of Board of directors and particular regarding manager, managing director, if any). (c) Capital structure:

1. Share Capital Authorised Rs. Subscribed Rs. Paid up Rs.
2. Debentures Rs.
3. Long term loans Rs.

Note. - In the case of new companies and companies still to be registered, particulars of proposed arrangements should be furnished. III. In what ways would the proposed investment be in the interest of the company and of the other body corporate? IV. Particular of the proposed investment: (a) Nature of investment (equity/preference or debentures with rate of preference dividend/debenture interest). (b) Amount to be invested. (c) Number of shares/debentures to be purchased. (d) Nominal value of the shares/debentures. (e) If the shares are quoted on any recognised stock exchange, current market quotations. (f) Rate at which the shares/debentures are to be

purchased.(g)Form of payment, i.e. in cash or by issue of shares of the company.(h)Dividend declared on the shares during the preceding three years, if any.V.(a) Full details of the investment, if any, already made by the company in shares or debentures of other bodies corporate distinguishing between investments in the same group and outside the group.(i)Names of other bodies corporate.(ii)Nominal value of the shares/debentures.(iii)Cost price.(iv)Present market price.(v)Whether quoted on any recognised stock exchange.(vi)Dividends paid during the last three years.(vii)Subscribed capital of each company in which investment had been made and the percentage of investments to be subscribed capital of each.(b)The percentage which the proposed investment (face value) together with any previous investments would bear in relation to the subscribed capital of the other body corporate.(c)The percentage which the cost price of the proposed investment along with that of all existing investments in other bodies corporate, bears to the subscribed capital of the company.VI. Whether the other body corporate is in the same group as the company with the meaning of section 370 of the Act. If so, state the particular clause of the section which is attached indicating the circumstances in which the companies are regarded as coming under the same group and the percentage which the cost price of proposed investment along with that of all existing investments in the same group bears to the subscribed capital of the company.VII. Full details of the existing borrowings of the company indicating the amount due, source from which obtained, rate of interest payable, terms regarding repayment and security.VIII.(a) The net excess of current assets over current liabilities of the company according to the latest balance-sheet, indicating details of calculation.(b)Full details of the cash and bank balances and easily realisable securities and investments according to the latest balance-sheet of the company.IX.(a) Source from which the proposed investment is to be financed, indicating detailed particulars of liquid resources.(b)If any part of the amount to be invested is to be financed by borrowing the amount of the loan and the source from which is it to be obtained should be indicated together with the returns regarding interest, repayment, security to be furnished, etc.X. Full details of the existing borrowings of the other body corporate indicating the amount due source from which obtained, rate of interest payable, terms regarding repayment and security.XI. Any other information which may have bearing on the proposed investment.Dated this..... day of.....

20.....Signature Designation (*) State whether Director, Managing/Whole-time Director, Manager or Secretary.Annexure I To Form No. 67(a)A copy of the resolution passed by the company in general meeting together with a copy of the resolution of the Board approving the investment.(b)A copy each of the Memorandum and Articles of Association of the company and of the other body corporate.(c)Copies of the balance sheets of both the company and of the other body corporate for the last three financial years.(d)A copy of the prospectus issued by the other body corporate.Annexure II To Form No. 50

A. Financial and Liquidity position of the company according to the latest balance-sheet.

Current Assets (Including investments other than trade investments and investment in subsidiary and/or managed companies). Rs. Rs.

Less -

Current Liabilities (including short-term loans liabilities)Liquid Surplus

Add-(a) Fixed Assets

(b) Investments in subsidiary and/or managed companies

Less - Long-term loans and liabilities

Net worth as on (Date of balance-sheet)

Note.- In making the above computation of net worth, adjustments in respect of the following items shall be made :-

(i) Intangible assets if any

(ii) Doubtful assets, like full and bad debts, etc.

(iii) Deferred revenue expenditure

(iv) Accumulated losses

(v) Arrears of depreciation

(vi) Any other amount, appearing in the balance sheet required to be deducted in accordance with accounting practice

Total

Reconciliation of Net Worth (Paid up Capital)

Add -

Reserves (Please specify details)

Less -

Intangible assets and any other amount required to be deducted (vide Note above)

Net worth as on..... (Date of balance-sheet)

B. Financial position of the other body corporate according to the latest balance sheet.

Total Assets

Less -

(i) Intangible assets like goodwill, etc.

(ii) Doubtful assets like full and bad debts, etc.

(iii) Deferred revenue expenditure

(iv) Accumulated losses

(v) Arrears of depreciation

(vi) Arrears of preference shares dividend

(vii) Any other amount required to be deducted in accordance with accounting practice

Total (X)

Less -

Liabilities

Net worth as on (Date of balance sheet) Reconciliation of net worth paid up

Capital

Add -

Reserve (Please specify details)

Less -

Intangible assets, etc. (vide X above)

Net worth as on (Date of balance sheet)

Dated this..... day

of.....

20.....Signature Designation (*) State whether Director, Managing/Whole-time Director, Manager or Secretary. Form No. 68[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital

Rs.....Notice to Dissenting Share Holders Under Section 395(a)(hereinafter called "the transferor company")Notice by (b)(hereafter called "the transferee company")To(c)Whereas on the..... day of..... 20.... the transferee company made an offer to all the holders of (d) shares in the transferor company (State briefly the nature of the offer); andWhereas up to the day of.... 20..... being a date within four months of the date of the making thereof such offer was approved by the holders of not less than nine-tenths in value of the said (d) shares, other than shares already held at the date of the offer by or by a nominee forth transferee company or it subsidiary;Now, therefore, the transferee company in pursuance of the provisions of section 395(1) of the Companies Act, 1956 (Central Act 1 of 1956) hereby gives you notice that it desires to acquire the (d)..... shares held by you in the transferor company.And further take notice that unless, upon application made to the Court by you the said (c)..... on or before the..... day of..... 20.... being one month from the date of this notice, the Court thinks fit to order otherwise the transferee company will be entitled and bound to acquire the (d). shares held by you in the transfer or company on the terms of the above mentioned offer, approved by the approving (d) on one shareholders in the said company.Dated this..... day of..... 20.....Signature Designation (*)

(a)Name of transferor company.(b)Name of transferee company.(c)Name(s) and addressee of dissenting shareholder(s).(d)If the offer is limited to a certain classes of shareholders, state description of that class or those classes.(*) State whether Director, Managing Director, Manager or Secretary. Form No. 69[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital

Rs.....Information to be Furnished in Relation to any offer of a Scheme or Contract involving the transfer of shares of any Class of Shares in the Transfer or Company to the Transferee Company Under Section 39s(4-A)(A)(I)

1. (a) Name of the company making the offer or issuing any circular in connection with the offer;

(b)Management structure of the transferee company (composition of Board of Directors and particulars regarding Manager, Managing Director, if any);(c)Capital-structure of the transferee company;(d)The extent of share-holdings of the Directors, Manager, Managing Director, or other

association in the transferee company;(e)The extent of share-holding of the Directors, Manager, Managing Director, or their associates of the transferee company in the transferor company.

2. (a) Name of the transferor company;

(b)Management structure (composition of Board of Directors and particulars regarding Manager, Managing Director, if any);(c)Capital structure of the transferor company;(d)The extent of share-holdings of the Directors, Manager, Managing Director, or their associates, if any, of the transferor company in the transferee companies.

3. A summary of the financial position of the transferee and transferor companies to be given separately in the proforma contained in the Annexure.

4. The prices or consideration offered for the purchase of the shares of the transferor company. If consideration is other than cash, full particulars therefor and where such consideration involves the allotment of shares in the transferee company, full particulars of the shares and the rights attached thereto shall be specified and the basis of valuation of the shares of the transferor company. In case where the consideration is the allotment of shares of the transferee company, full particulars of the valuation of the shares of the transferee company proposed to be allotted shall also be furnished.

5. Sources from which the transferee company proposes to pay for the acquisition of the said shares, if the consideration is cash.

6. Details of transfers of shares in the transferor company by its Directors Manager, Managing Director, or their associates in the two years preceding the offer.

7. Reasons for which the offer has been recommended for acceptance by the member of the transferor company by its directors. Every recommendation to the members of the transferor company shall also contain a statement of the interest of its Directors, Manager, Managing Directors, or their associates in the transferee company.

8. A certificate from the auditors of the transferee company that the information contained in the offer/recommendation is correct.

Notes. - 1. Statement pursuant to sub-clause (ii) of clause (a) of sub-section (4-A) of section 395 shall be furnished separately.

2. Particulars shall be furnished in the light of provisions contained in section 320.

Annexure to Form 69 Financial and liquidity position of the company according to the latest balance-sheet

	Rs.	Rs.
Current Assets: (Including investments other than trade investment and investments in subsidiary and/or managed companies)		

Less -		

Current liabilities (including short-term loans liabilities)		
Liquid Surplus		
Add -		
(a) Fixed		
(b) Trade investments and investments in subsidiary and/or managed companies. -		-----
Less -		
Long-term loans and liabilities		
Net worth as on (date of balance sheet)		
Note.- In making the above mentioned computation of networth adjustment in respect of the following items shall be made:-		
(i) Intangible assets if any		
(ii) Doubtful assets, c.f. doubtful and bad debts, etc.		
(iii) Deferred revenue expenditure		
(iv) Accumulated losses.		
(v) Arrears of depreciation		
(vi) Any other amount, appearing in the balance sheet required to be deducted in accordance with accounting practice.		

Total		

Reconciliation of net worth

Paid up Capital of Net Worth (Paid up Capital)

Rs.

Rs.

Add -

Reserves (details to be specified)

Less -

Intangible assets and any other amount required
to be deducted(Vide Note above).

Net worth as on (Date of balance sheet)

Form No. 70[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration
Number of company:.....Nominal Capital Rs.....Receiver
or Manager's Abstract of Receipts and Payments under Section 424 read with Section 421Name of
company:.....Name and address of Receiver or ManagerDate and
description of security containing the powers under which Receiver or Manager is appointed.Period
covered by the
abstract.From.....To.....Presented
by.....Abstract

Receipts

Payments

Rs. P.

Brought Forward

Rs. P.

Brought
Forward

The receipts and payments must severally be added up at the foot of each
sheet and the totals carried forward from one abstract to another without any
intermediate balance, so that the gross totals shall represent the total
amounts received and paid by the Receiver or Manager since the date
of appointment.

Carried
Forward

Carried
Forward

Dated the..... day of.....

20.....Signature.Receiver.Manager.Form No. 71[See rule 117 of the Tamil Nadu
Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal
Capital Rs.....Notice of resolutions passed by creditors meeting under
Section 501Name of the
company.....Presented.....ToThe Registrar
of Non-Trading CompaniesResolution(s) passed for voluntary winding up in pursuance of section
500.(i)Date of despatch of notice specifying the intention to propose the
resolution(s).....(ii)Passed on.....(iii)At a meeting of the creditors of the said company duly
convened and held..... in the town of..... on the day of..... 20.... the following resolution(s)
was/were passed :-Resolved that -(1)(2)Dated the..... day
of.....

20.....Signature.Designation(s).(a)State whether Director,
Managing Director, Manager or Secretary.Form No. 72[See rule 117 of the Tamil Nadu Non-Trading
Companies Rules, 1981]Registration Number of company:.....Nominal

Capital Rs.....Notice of Appointment for filling up the vacancy in the Office of Liquidator under Section 498Name of company.....Presented by.....ToThe Registrar of Non-Trading CompanyAt a general meeting of the members of the said.....company, duly convened and held at..... in the town of..... on the day of..... 20..... the following resolution(s) was/were duly passed.Resolved that -(i)(ii)Dated the..... day of..... 20.....Signature.Designation(s).(b)State whether Director, Managing Director, Manager, Secretary or Liquidator.Form No. 73[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Application by an Existing joint Stock Company for Registration as a Limited/an unlimited Company, Under Sections 565, 566 and 567Name of company:.....Application by (a)..... for registration as a limited company/private limited company/an unlimited company under the Companies Act, 1956 (Central Act 1 of 1956), read with Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972).(a)Constituted by (b)Dated the.....day of.....20.....(Copy thereof is in Annexure I hereto) desires to register itself as a company limited by shares/company limited by guarantee/an unlimited company under the Companies Act, 1956 (Central Act 1 of 1956), read with Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972), with the name of Company..... Limited/Private Limited and for that purpose delivers the documents specified in Annexures II to VI hereto for registration under the said Act.Dated the.....day of.....20.....Signature.Designation (s)Annexure

- 1 Annexure I Copy of the Instrument constituting orregulating the Company.
- 2 Annexure II List of the members of the company made (d) upto the day of 19.
- 3 Annexure III Statement specifying particulars required bysection 567(c)(e).
- 4 Annexure IV Copy of Resolution of company assenting to itsregistration as a limited company required by section 565(i)proviso clause (v)(f)
- 5 Annexure V Copy of Resolution of the company assenting toits registration as a company limited by guarantee required bysection 565(i) proviso, clause (vii)(g)
- 6 Annexure VI Declaration by two directors or other principalofficers of the company, verifying the particulars set forth inthe documents above mentioned.

(a)Insert name of company(b)Here enter the description of the instrument constituting or regulating the company.(c)State whether Director, Managing Director, Manager or Secretary.(d)Vide Form No. 76.(e)Vide Form No. 77.(f)Vide Form No. 75.(g)Vide Form No. 75.Form No. 74[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Application by an existing Company (not being a joint stock Company) for registrations as a Limited/an unlimited Company under sections 565 and 568Name of company:.....Application by (a) for registration as a

limited company/private limited company/an unlimited company under the Companies Act, 1956.(a)constituted by (b)..... dated the..... day of..... 20..... (copy whereof is in Annexure I hereto) desires to register itself as a company limited by shares/a company limited by guarantee/an unlimited company under the Companies Act, 1956 (Central Act 1 of 1956) read with the Tamil Nadu Non-Trading Companies Act, 1972 (Tamil Nadu Act 16 of 1972) with the name of.....company limited/company private limited and for that purpose delivers the documents specified in the forms annexed hereto for Registration under the said Act.Dated

the..... day of.....

20.....Signature.Designation(s)Annexures

1 Annexure I Copy of the instrument constituting orregulating the company.

2 Annexure II List showing the names, address and occupationsof the Directors and the Manager if any, of the company (d).

3 Annexure III Copy of resolution of the company assenting toits registration as a limited company required by section 565(1)proviso, clause (v)(e)

4 Annexure IV Copy of resolution of company assenting to itsregistration as a company limited by guarantee required bysection 565(1), proviso clause (vii)(f).

5 Annexure V Declaration by two directors or other principalofficers of the company verifying the particulars set forth inthe document above mentioned.

(a)Insert name of company.(b)Here enter the description of the instrument constituting or regulating the company.(c)State whether Director, Managing Director, Manager or Secretary.(d)Vide Form No. 78.(e)Vide Form No. 75.(f)Vide Form No. 75.Form No. 75[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Registration of an existing Company as a Limited CompanyCopy of resolution assenting to registration with limited liability under section 565(1), proviso, clauses (v) and (vii)(a).Name of company:.....Presented by:.....Copy/Copies of Resolution/Resolution(s) passed at a general meeting of..... held on the..... day of..... 20..... assenting to its being registered with limited liability.(The resolution/resolutions(a) to be written, typed or printed here).We of and being two of the (c)..... of (d)..... do solemnly and sincerely declare that the particulars set forth in the several documents accompanying his declaration are true to our knowledge in regard to the particular..... and true to the best of our information and belief in regard to the other particulars.Dated the.....day of.....

20.....Signature.Designation (s)(a)Where a company is proposed to be registered as a company limited by guarantee, there should be two resolutions, one in accordance with section 565(1) proviso clause (v) and the other in accordance with section 565(1), proviso, clause (vi) of the Companies Act, 1956 (Central Act 1 of 1956).(b)State whether Director, Managing Director, Manager or Secretary.(c)State whether Directors or other principal officers.(d)Insert the name of the company.Form No. 76[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Registration of an Existing Company List of Members under Section 567(A)Name of company:.....Presented for filing by:.....List of members of..... made up to the (a)..... day

..... 20

Name in full	Address	occupation	Number of share or amount of stock held	Distinctive number of the share
1	2	3	4	5

We..... of..... and..... being two of the (c).....of (d)..... do solemnly and sincerely declare that the particulars set forth in the several documents accompanying this declaration are true to our knowledge in regard to the particulars and true to the best of our information and belief in regard to the other particulars.Dated this..... day

of..... 20Signature.Designation(s)(a)Not more than six clear days before delivery for registration.(b)State whether Director, Managing Director, Manager or Secretary.(c)State whether Director or other Principal Officers.(d)Insert name of company.Form No. 77[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of company:.....Nominal Capital Rs.....Registration of an existing company as a Limited Company (statement specifying certain particulars) under section 567(C)

Name of company

Presented by

Amount of nominal capital

Number of shares into which it is divided, andthe amount of each share

Amount of stock of which it consists

Number of shares or amount of stock taken up tothe day of.....20.....

Amount paid on each share

Name of company

Registered office

Resolution declaring the amount of the guarantee

(b)We..... of..... and..... being two of the (c).....of (d)do solemnly and sincerely declare that the particulars set forth in the several documents accompanying this declaration are true to our knowledge in regard to the particulars.....and true to the best of our information and belief in regard to the other particulars.Dated this.....day of.....

20.....Signature.Designation(s)(a)Not more than six clear days before delivery for registration.(b)To be completed by a company intending to be registered as a company limited by guarantee.(c)State whether directors or other principal officers.(d)Insert name of the company.(e)State whether Director, Managing Director, Manager or Secretary.Form No. 78[See rule 117 of the Tamil Nadu Non-Trading Companies Rules, 1981]Registration Number of

company:.....Nominal Capital Rs.....List of the names, addresses and occupations of the directors, and the manager, if any, of the existing company, not being a joint stock company under section 568(A)Name of company:.....Presented

by:.....List of the names, addresses and occupations of the directors and the manager, if any.

Name Address Occupation

1 2 3

A. (Directors)

B. (Manager)

Signature Designation (a) We.....of.....and.....being two of the (b).....of (c)do solemnly and sincerely declare that the particulars set forth in the several documents accompanying this declaration are true to our knowledge in regard to the particulars and true to the best of our information and belief in regard to the other particulars. Dated

this..... day of.....

20.....Signature. #Designation (s)(a) State whether Director, Managing Director, Manager or Secretary. (b) State whether Director or other Principal officers. (c) Insert name of the company. Appendix B Levy of fees under section 611 of the Companies Act, 1956 read with the Tamil Nadu Non-Trading Companies Act, 1972 [See rule 109 of the Tamil Nadu Non-Trading Companies Rules, 1981] Table of Fees

	Rs.
1 Fee for registration of a company	200
2 Fee for registration of existing company	200
3 Fee for an application to the State Government for a licence under section 25.	20
4 Fee for an application to the Registrar for information as to whether the changed name proposed by an existing company or whether the name of a company proposed to be registered, is undesirable within the meaning of section 20 (Rule 59).	10
5 For an application made to the Government under section 108 (ID)	20
6 Fee for a memorandum of appeal to the State Government under section 111 (3).	20
7 Fee for an application to the State Government under section 555 (7) (b).	10
8 Fee for filing, registering or recording any document by this Act required to be filed, registered or recorded [other than (a) the memorandum or the abstract required to be filed with the Registrar or by a Receiver or (b) the statement or return required to be filed with the Registrar under sections 497, 509 and 550 read with sections 192 and 551 by the liquidator in a winding up.]	10
9 Fee for making a record or registering any fact by the Act required or authorised to be recorded or registered by the Registrar.	10
10 Fee for granting a copy of Inspectors report under section 241 (2) (b)	40 paise for every hundred words or part thereof.