Companies Regulations, 1956

UNION OF INDIA India

Companies Regulations, 1956

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Companies Regulations, 1956Published vide Notification No. S.R.O. 432, dated 18.2.1956S.R.O. 432 dated 18.2.1956. - In exercise of the powers conferred by section 25, sub-sections (1), (2), (3), (5) and (8) and section 609, sub-section (2), of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following regulations, namely:-

Part A – Preliminary

1. Short title, commencement and interpretation.

- (i) These Regulations may be called The Company Regulations, 1956.(ii) They shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint.(iii) The General Clauses Act, 1897 (X of 1897), applies to the interpretation of these regulations as it applies to the interpretation of a Central Act.

2. Definitions

- In these regulations :- (a) "Act" means the Companies Act, 1956 (1 of 1956).(b)"Annexure" means an Annexure to these Regulations.(c)"Section" means a section of the Companies Act, 1956.(d)"Regional Director" means the person appointed by the Central Government in the Ministry of Company Affairs as a Regional Director for the respective regions as under: -

(i) Regional Director	Directorate Headquarter at Noida (GautamBudh Nagar)	Jurisdiction States of Jammu and Kashmir, Punjab, HimachalPradesh, Haryana, National Cpital Territory of Delhi, Rajasthan,Uttar Pradesh, Uttarachal and Union Territory of Chandigarh
(ii) Regional	Southern Region Director	States of Andhra Pradesh, Krnataka, Tamil Nadu,
Director	Headquarter at Chennai	Kerala and Union Territory of Lakshadweep and

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Pondicherry

(iii) Regional Director	Eastern Region Director Headquarter at Kolkata	States of Bihar, Jharkhand, Orrisa, West Bengal, Assam, Arunachal Pradesh, Nagaland, Meghalaya, Mzoram, Manipur, Tripuraand Union Territory of Andaman and Nicobar Island
(iv) Regional Director	Western Region Directorate Headquarter at Mumbai	States of Maharashtra, Madhya Pradesh, Chhatisgarh, Gujarat,Goa and Union Territory of Dadra and Nagar Haveli and Daman andDiu.

Part B – Licences Under Section 25 to New Associations

3.

Any association (hereinafter referred to either as "the association" or as "the proposed company") which is desirous of being incorporated as a company with limited liability, without the additionto its name of the word "Limited" or the words "Private Limited" shall make an application in writing to the Regional Director for a licence under section 25.

4.

The application shall be accompanied by the following documents, namely :- (i) Three printed or type-written copies of the Memorandum and Articles of Association of the proposed company; (ii)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 secretary, or a Chartered accountant, in whole-time practice 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; (iii) Three copies of a list of the names, descriptions, 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 or companies, associations 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:(iv)If the association is one which is already in existence, three copies of the following documents submitted by the management thereof to its members, for each of the two complete financial years immediately preceding the date of the application, or where the association has functioned only, for one such financial year, for such year :-(a)the accounts ;(b)the balance-sheets; and(c)the reports on the working of the association.(v)A statement showing in detail the assets (with the estimated values thereof) and the liabilities of the association as on the date of the application or within seven days of that date; (vi)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; (vii) A statement giving a brief description of the work, if any, already done by the association and of the work proposed to be done by it after registration in pursuance of section 25 ;(viii)A statement specifying briefly the grounds on which the application is made; and(ix)A declaration by each of the persons making the application in the form set out in Annexure V, or in a

form as near thereto as circumstances admit.

5.

If any document specified in regulation 4 is not in English or in Hindi a translation of that document either in English or in Hindi certified to be correct by any promoter or proposed director, or in the case of an association which is already in existence, by any member of its executive or governing body, shall be furnished to the Regional Director together with the document.

6.

The Memorandum of Association of the proposed company shall be in the form specified in Annexure I, or in a form as near thereto as circumstances admit.

Part C – Licences Under Section 25 to Companies Already Registered

7.

Any company registered under the Act as a limited company, 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 Regional Director for a licence under section 25.

8.

The application shall be accompanied by the following documents, namely:-(i)Three printed or type-written copies of the Memorandum and Articles of Association of the company :(ii)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; (iii) 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 application, or when the company has functioned only for such financial 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; (iv)A statement showing in detail the assets (with the estimated values thereof), and the liabilities of the company as on the date of application or within seven days of that date; (v) An estimate of the future annual income and expenditure of the company specifying the sources of the income and the objects of the expenditure; (vi)A statement giving a brief description of the work, if any, already done by the company, and of the work proposed to be done by it after registration in pursuance of section 25; (vii) A statement specifying briefly the grounds on which the application is made, and(viii) a declaration by each of the persons making the application in the form set out in Annexure V or in a form as near thereto as circumstances admit.

9.

If any document specified in regulation 8 is not in English or in Hindi a translation of that document either in English or in Hindi certified to be correct by any director of the company or its manager, if any, shall be furnished to the Regional Director together with the documents.

Part D – General

10.

Simultaneously with the application made under Part Bor C, as the case may be, the applicants shall furnish to the Registrar of Companies of the State in which the registered office of the proposed company or company is to be or is situate, a copy of the application, and of each of the documents and translations referred to in regulations 4 and 5, or in regulations 8 and 9, as the case may be.

11.

The applicants shall, within a week from the date of making the application to the Regional Director in accordance with regulation 4 or 8 publish in the manner specified below and at their own expense, a notice of the application made to the Regional Director and a certified copy of that notice as published, shall be sent forthwith to the Regional Director. The said notice-(a)shall be in the form set out in Annexure II, or in a form as near thereto as circumstances admit; and(b)shall be published at least once in a newspaper in a principal language of the district in which the registered office of the proposed company is to be situate or is situate, and circulating in that district, and at least once in an English newspaper circulating in that district.

12.

The Regional Director shall, after considering the objections, if any, received by it within the time fixed therefor in the notice aforesaid, and after consulting any authority, Department or Ministry, as it may, in its discretion, decide, determine whether the licence should or should not be granted.

13.

The licence shall be in the form specified in Annexure III or IV, as the case may be, or in a form as near thereto as circumstances admit.

14.

The Regional Director may direct the company to insert in its memorandum, or in its articles, or partly in the one and partly in the other, such conditions of the licence as may be specified by the Regional Director in this behalf. Supplemental Regulation (as regards Companies registered under section 25) Any company in respect of which a licence issued under section 25 of the Companies Act,

1956 read with the Companies Regulations, 1956, subsists at the commencement of these regulations may, at any time after such commencement, amend its Memorandum of Association in accordance with law so as to enable the company to pay in good faith, with the previous approval of the Central Government, 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 it, and thereupon the licence issued to the said company shall stand modified accordingly.

Part E – Regulations Under Section 609

15.

The office of the Registrar shall observe such normal working hours as may be approved by the Central Government and shall be open for the transaction of business with the public on all days except Saturday, Sunday and other public holiday(s) between 10.30 a.m. and 3.30 p.m.

16.

(1)The certificate of incorporation granted to a company in pursuance of section 34 shall be in Form 1.(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 be conveniently 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.

17.

(1)The Registrar shall examine, or cause to be examined, every document received in his office which is required or authorised by or under the Act to be registered, recorded or filed by or with the Registrar.(2)If any such document is found to be defective or incomplete in any respect, the Registrar shall give notice in writing to the company to rectify the defect or complete the document or to file a revised document complete in all respects, within 15 days from the date of such notice.(3)In case of failure on the part of the company to rectify the defect or to complete the document within 15 days after giving notice to the company, the document shall be registered, recorded or filed as the case may be, by the Registrar and the company shall be informed accordingly.

18.

No document required or authorized 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 fee, if any, payable in respect thereof under Schedule X to the Act and any additional fee imposed by the Registrar under section 611(2) are paid.

19.

(1)The following particulars shall be endorsed and maintained electronically or otherwise on every document registered, recorded or filed with the Registrar:(i)the number assigned to the company in the Register of Companies maintained by Registrar in pursuance of sub-regulation (1) of regulation 21;(ii) a unique number assigned to the document; and(iii)the date on which it is registered, recorded or filed.(2)Every endorsement referred to in sub-regulation (1) shall either -(i)be signed by the Registrar, and in such case, shall bear his official seal; or(ii)be authenticated through a valid digital signature generated by computer system, in case of electronic documents.(3)If the endorsement aforesaid cannot be conveniently entered into on the document itself, -(a)in the case of a physical document, it shall be made on a separate sheet which shall be attached to the document with a note regarding such attachment being made on the document in question and signed by registrar;(b)in the case of an electronic document, such endorsement be authenticated through a valid digital signature generated by computer system

20.

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 II.

21.

(1)In the office of each Registrar, there shall be maintained a 'Register of Companies' in Form III 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)In the pages allotted to each company, in the Register, a note shall be made of every document or fact relating to the company which is registered, recorded or filed by or with the Registrar; and the Registrar shall affix his signature to each such note.(4)The Registrar shall also cause an alphabetical index to be maintained of the companies in the Register.

22.

(1)In the office of the Registrar having jurisdiction over New Delhi, there shall be maintained a "Register of Foreign Companies" in Form III, in which the names of the foreign companies shall be entered in the order in which the documents referred to in section 592 which relate to those companies are delivered to the Registrar.(2)Sub-regulations (2), (3) and (4) of Regulation 21 shall apply in respect of the Register of Foreign Companies as they apply in respect of the Register of Companies.

23.

(1)Documents delivered in pursuance of sub-section (2) of section 597 to the Registrar of any State (other than the Registrar having jurisdiction over New Delhi) in which the principal places of

business of foreign companies are situate, shall be kept in the manner specified in sub-regulations (2) and (3).(2)Documents relating to any one company shall be kept together and separately from those relating to the others.(3)Documents relating to each company shall be kept in chronological order, that is to say in the order of the dates on which they are received by the Registrar.

24.

Every certificate or copy granted under the provisions of the Act shall be signed and dated by the Registrar, and shall bear his official seal.

25.

(1)Any person who wishes to inspect a document registered, recorded or filed by or with the Registrar in pursuance of the Act, shall apply to him for the purpose along with fee prescribed in that behalf under clause (a) of sub-section (1) of section 610 of the Act.(2)The applicant shall be allowed to inspect the documents, which do not form part of the electronic registry, only in the presence of the Registrar or of a person authorized by him in this behalf, and only during office hours.

26.

The documents of each company shall be kept together, distinct and separate from those of other companies.

Part F – Application, Documents, Licence, etc., in the Electonic Manner

27.

Any application or document or notice or declalration or statement required to be made or filed or furnished or sent or given, as the case may be, by any person under these regulations may also be made or filed or furnished or sent or given, as the case may be, in the electronic manner; Provided that the provisions of this regulation shall not be applicable to the provisions of regulations 10 and 11 of Part C of these regulations.

28.

Any certificate, licence, receipt or endorsement required to be given or granted or made or signed or acknowledged, as the case may be, by Regional Director or Registrar of Companies, may also be given or granted or made or signed or acknowledged, as the case may be, in the electronic manner.

29.

Any document required or authorized to be registered, recorded or filed by or with the Registrar of Companies under these regulations may be registered, recorded or filed by him in the electronic manner, subject to the compliance with the requirement of regulation 18 of Part E of these regulations.

30.

The register or index required to be maintained by the Registrar of Companies pursuant to these regulations may also be maintained in electronic manner.

31.

The documents registered, recorded or filed with the Registrar electronically or documents which have been scanned and digitized and form a part of the electronic registry shall be available for inspection only in electronic manner on payment of feeas prescribed under clause (a) of sub-section (1) of section 610 of the Act 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. Annexure I (See Regulation 6) Memorandum of Association

- 1. The name of the company is "....."
- 2. The registered office of the Company will be situated in the State of
- 3. The objects for which the company is established are :-
- 4. The objects of the company extend to the...... (here enter the name of the State or States, and country or countries).

5.

(1)The income and property of the company, whensoever 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 person claiming through any one or more of them.(3)Except with the previous approval of the Central Government, 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 Central Government, 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 beings members) or to any other person (not being a 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 Regional Director.
- 7. The liability of the members is limited.
- 8. (For companies limited by guarantee) :-

- 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 take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions 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 the 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 ascertained by one or more properly qualified auditor or auditors.
- 10. If upon a winding up or dissolution of the company, 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 this 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 hereunto 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.					
*					
2.					
*					
3.					
2. The principal objects of the company, are as follows :-					
2.					
-A. A copy of the draft memorandum and articles of association of the proposed 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 communicate such objection to the Regional Director within thirty days from the date of publication of this

notice, by a letter addressed to the Regional Director Bombay/Calcutta/Kanpur/Madras.

whichever is not requiredReturnAnnexure III(See Regulation 13)Licence under section 25 of the Companies Act, 1956. Whereas it has been proved to my satisfaction that the...... an association is to be registered as a company under the Companies Act, 1956 for promoting objects of the nature specified in section 25, sub-section (1), clause (a) of the said Act, and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividends to its members. Now, therefore, in exercise of the powers conferred by section 25 of the said Act, read with the notification of the Government of India, in the Ministry of Finance, late Department of Company Law Affairs No. G.S.R. 71, dated 1st January, 1966, I, the Regional Director at Bombay/Calcutta/Kanpur/Madras, hereby grant this licence, directing that the said association be registered as a company with 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 respect 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 whencesoever 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 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 officer orservants (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 Central Government, 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 and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with the provisions of the said section 25 of at, Bombay/Calcutta/Kanpur/Madras.ReturnAnnexure IV(See Regulation 13)Whereas it has been proved to my satisfaction...... that the objects of...... Company Limited/Private Limited, being a Company registered under the Companies Act, 1956, as limited company are restricted to those specified in section 25, sub-section (1), clause (a) of the said Act and that it intends to apply its

profits, 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 section 25 of the said Act, read with the Notification of the Government of India in the Ministry of Finance, late Department of Company Law Affairs, dated 1st January, 1966, I, the [Regional Director] at Bombay/Calcutta/Kanpur/Madras, hereby 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 respect 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 whencesoever 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 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 officer 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 Central Government, 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 and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with the provisions of the said section 25 of the Companies Act, 1956. Dated this...... day of...... 19 Regional Director at, Bombay/Calcutta/Kanpur/Madras.ReturnAnnexure V[See Regulation 4 (ix) and 8 (viii)]DeclarationIn connection with the application of...... (name of the association or company) for a licence under section 25 of the Companies Act, 1956, I..... being one of the promotors/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 the particulars of the proceeding may 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 longer pending. (In the latter case particulars of the proceeding may also be given); (d) I have not been convicted by a Court of any offence/I 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,

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1956, for appointment as a Director.ReturnForm I[See Regulation 16(1)]Certificate of incorporationNo							
companies.ReturnForm II[See Regulation 20]NoMemorandum acknowledging receipt of documentsOffice of the Registrar of Joint Stock CompaniesThe Registrar of Companies							
acknowledges the receipt of the undermentioned documents. (Here enter brief description of							
documents.)Registrar of CompaniesStateStationDatedReturnForm III[See							
Regulation 21(1)]Registrar of CompaniesName of Company							
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No. Date of Docume	ents						
registration or filed							
Serial N	Name of document or filing orrecording or	•					
(1) (2) (3)	(4)	(5)					