

The Companies (Miscellaneous) Rules, 2014

UNION OF INDIA

India

The Companies (Miscellaneous) Rules, 2014

Rule THE-COMPANIES-MISCELLANEOUS-RULES-2014 of 2014

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The Companies (Miscellaneous) Rules, 2014 Published vide Notification No. G.S.R. 253(E), 31st March, 2014 Ministry of Corporate Affairs G.S.R. 253(E). - In exercise of the powers conferred under section 455, sub-section (2) of section 459 and sub-section (1) of section 464 read with section 469 of the Companies Act, 2013, and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely:-

1. Short title and commencement.

(1) These rules may be called the Companies (Miscellaneous) Rules, 2014. (2) They shall come into force on the 1st day of April, 2014.

2. Definitions.

(1) In these rules, unless the context otherwise requires,-(a) "Act" means the Companies Act, 2013 (18 of 2013); (b) "Annexure" means Annexure enclosed to these Rules; (c) "Fees" means fees as prescribed in the Companies (Registration Offices and Fees) Rules, 2014; (d) "Form" or "e-Form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates; (e) "section" means section of the Act; (2) Words and expressions used in these rules but not defined, and defined in the Act or in the Company (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act or in the said Rules.

3. Application for obtaining status of dormant company.

- For the purposes of sub-section (1) of section 455, a company may make an application in Form MSC-1 along with such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 to the Registrar for obtaining the status of a Dormant Company in accordance with the provisions of

section 455 after passing a special resolution to this effect in the general meeting of the company or after issuing a notice to all the shareholders of the company for this purpose and obtaining consent of at least 3/4th shareholders (in value): Provided that a company shall be eligible to apply under this rule only, if-(i) no inspection, inquiry or investigation has been ordered or taken up or carried out against the company; (ii) no prosecution has been initiated and pending against the company under any law; (iii) the company is neither having any public deposits which are outstanding nor the company is in default in payment thereof or interest thereon; (iv) the company is not having any outstanding loan, whether secured or unsecured: Provided that if there is any outstanding, unsecured loan, the company may apply under this rule after obtaining concurrence of the lender and enclosing the same with Form MSC-1; (v) there is no dispute in the management or ownership of the company and a certificate in this regard is enclosed with Form MSC-1; (vi) the company does not have any outstanding statutory taxes, dues, duties etc. payable to the Central Government or any State Government or local authorities etc.; (vii) the company has not defaulted in the payment of workmen's dues; (viii) the securities of the company are not listed on any stock exchange within or outside India.

4. Certificate of status of dormant company.

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

5. Register of dormant companies.

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

6. Minimum number of directors for dormant company.

- A dormant company shall have a minimum number of three directors in case of a public company, two directors in case of a private company and one director in case of a One Person Company: Provided that the provisions of the Act in relation to the rotation of auditors shall not apply on dormant companies.

7. Return of dormant companies.

- A dormant company shall file a "Return of Dormant Company" annually, inter-alia, indicating financial position duly audited by a chartered accountant in practice in Form MSC-3 along with such annual fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 within a period of thirty days from the end of each financial year: Provided that the company shall continue to file the return or returns of allotment and change in directors in the manner and within the time specified in the Act, whenever the company allots any security to any person or there is any change in the directors of the company.

8. Application for seeking status of an active company.

(1)An application, under sub-section (5) of section 455, for obtaining the status of an active company shall be made in Form MSC-4 along with fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 and shall be accompanied by a return in Form MSC-3 in respect of the financial year in which the application for obtaining the status of an active company is being filed:Provided that the Registrar shall initiate the process of striking off the name of the company if the company remains as a dormant company for a period of consecutive five years.(2)The Registrar shall, after considering the application filed under sub-rule (1), issue a certificate in Form MSC-5 allowing the status of an active company to the applicant.(3)Where a dormant company does or omits to do any act mentioned in the Grounds of application in Form MSC-1 submitted to Registrar for obtaining the status of dormant company, affecting its status of dormant company, the directors shall within seven days from such event, file an application, under sub-rule (1) of this rule, for obtaining the status of an active company.(4)Where the Registrar has reasonable cause to believe that any company registered as 'dormant company' under his jurisdiction has been functioning in any manner, directly or indirectly, he may initiate the proceedings for enquiry under section 206 of the Act and if, after giving a reasonable opportunity of being heard to the company in this regard, it is found that the company has actually been functioning, the Registrar may remove the name of such company from register of dormant companies and treat it as an active company.

9. Fees for application to Central Government.

- For the purposes of sub-section (2) of section 459, every application which may be, or is required to be, made to the Central Government under any provision of the Act-(a)in respect of any approval, sanction, consent, confirmation or recognition to be accorded by that Government to, or in relation to, any matter; or(b)in respect of any direction or exemption to be given or granted by that Government in relation to any matter; or(c)in respect of any other matter,shall be accompanied by such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

10. Association or partnership of persons exceeding certain number.

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

FORM NO.MSC.1[Pursuant to sub-section (1) of section 455 of The Companies Act, 2013 read with rule 3 of the Companies (Miscellaneous) Rules, 2014]

Application to Registrar for obtaining the status of dormant company

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Form languageEnglishHindiRefer the instruction kit for filing	1. *Whether the company is incorporated	2.(a) *CIN (b) *GLN - -	3. (a) Name of the company (b) Registered officer -
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the form.|-

underCompanies
Act 2013Any
previous
Companies Act|-

address|-

*(b) (i) Name of the
regulator body| |-

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

(iii) Order
number |-

9.(a) (b)
*Number Particul
of in respo
directors| of each
|- director

any future project.
holding an asset or
intellectual property.

AND|-

The company has
no significant
transaction since
incorporation.

The company has not been
carrying on any business or
operation since

The
company
has not
made any
significant
accounting
transaction
during the
last two
financial
years.

The company has not filed
financial statements and
annual returns during the
last two financial years.

11. (a) *Whether the
company have any assets or
liabilitiesYesNo|-

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

(ii) Date on
which last
financial
statement
and annual
return were
filed| |-
(Attach the
latest
financial
statement
and annual
return of
the
company

(iii) *If the financial statement and annual return is not filed for any year in the last two financial years, reasons thereof -	(c) (i) Date on which last significant transaction was made -	(ii) Nature of such transaction -
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1. *Copy of board resolution authorizing making of this application ; -	2. *Copy of Special resolution; -	3. *Auditor's Certificate; -	4. Statement of affairs duly certified by Chartered Accountant or Auditor(s) of the company; -	5. Copy of approval or no objection certificate (NOC) from the regulatory authority, if Applicable; -	6. Consent of the lender if any loan is subsisting; -	7. latest financial statement and annual return of the company -
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(b) All the required attachments have been completely

and legibly
attached to
this form all
the
information
given herein
above is true,
correct and
complete
including the
attachments
to this form
and nothing
material has
been
suppressed.

(xi) I
understand
that
furnishing any
false or
incorrect
particulars of
any
information or
Suppression
of any
material
information
shall attract
punishment
under section
448 and
449.|-

*To be
digitally
signed by

*Designation|
| |-

*DIN of the
director;
DIN or
Income Tax
PAN of the
manager or
CEO or CFO; |-
or
membership
number of
company
secretary| |
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Note :
Attention is
drawn to
provisions of
sections 448
and 449 which
provide for
punishment
for false
statement and
punishment
for false
evidence
respectively.|-

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Form No. MSC-2 -	Certificate of status of a Dormant Company -	[Pursuant to sub-section (2) of section 455 read with rule 4 of Companies (Miscellaneous) Rules, 2014]] -	Corporate Identity Number : -----	Date of issue of Certificate of incorporation : -	Nam of the Com
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Sd/- ROC/DROC/AROC - - - - - State - - - - - Note

FORM NO.MSC.3[Pursuant to sub-section 455(5) of The Companies Act, 2013 Return of dormant and rule 7 and 8 of the Companies (Miscellaneous) Rules, 2014] companies

Form	1. (a) *CIN	(b) *GLN	2. (a) Name of the company	(b) Registered officer address	(c) email Id	3. (Date of issue of certificate of dormant company)	4. *Brief particulars of the principal business activities of the company
languageEnglishHindiRefer the instruction kit for filing the form.							
S.No.	Date of meeting	Total numbers of Directors as on the Date of Meeting	Total No. of Directors present in the Date of Meeting				

1
2
3
4

8. Change in the management of the company | Date of change | Names of the key persons in the new Management | Reason(s) of change | 9. Statement of transactions other than significant accounting transactions; if any | Particulars | Amount (in Rupees) | Payments for maintenance of its office and records | Payments made to fulfill the requirements of the Act | Payment of fees to Registrar | 10. Particulars of allotment of shares, if any | (a) Date of allotting the shares | (latest date in the current year) | (b) Purpose of

allotment| -| | (c) Number of shares allotted| | -| | (d) Face value per share| | (e) Paid up value of such shares| -| | (f) Consideration received in| | -| 11. | *Particulars of the annual fee (Amount in Rupees)| -| | (Enter the amount to be paid along with this form|-| 12. | *Whether any significant transaction is carried out during the yearYesNO|-| | If yes, brief|-| | -| 13. | Shareholding pattern of the company|-| {||-| S.No. | Category of share holders| Percentage as on| Percentage as on|-| 1. | Government (Central and State)|||-| 2. | Government Companies|||-| 3. | Public financial institutions|||-| 4. | Nationalized or other bank(s)|||-| 5. | Mutual Funds|||-| 6. | Venture Capital|||-| 7. | Foreign holdings (Foreign Institutional Investors, Foreigncompanies, Non-resident Indians, Foreign financial institutionsor Overseas corporate bodies)|||-| 8. | Bodies Corporate (not mentioned above)|||-| 9. | Directors or relatives of directors|||-| 10. | Other top fifty shareholders (other than mentioned above)|||-| 11. | Others|||-| 12. | Total|||-| Total number of shareholders|||}-| Attachments|-| | 1. *Copy of Board resolution showing authorization given for filing this declaration;| -| 2. *Duty audited statement of financial position;| -| 3. *Optional attachment(s), if any. | -| Declaration|-| I am authorized by the Board of Directors of the company vide resolution no.*dated*to sign this form and declare that all the requirements of companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. It is further declared that all the required attachments have been completely, correctly and legibly attached to this form.|-| | The status of the Company continues to be a dormant Company under Section 455(1) of the Act as on date.|-| *To be digitally signed by DSC Box|-| *Designation| -| *DIN of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary| -| Note : Attention is also drawn to the provisions of section 448 of the Act which provides for punishment for false statements.|-| | | | -| -| For office use only :| -| eForm Service request number (SRN)| | eForm filing date| (DD/MM/YYYY)| -| This e-Form is hereby registered|-| Digital Signature of the authorising officer| | -| Date of signing| | (DD/MM/YYYY)|}

FORM NO.MSC.4[Pursuant to Section 455(5) of the companies Act, 2013 nad rules 8 of the Companies (Miscellaneous) Rules, 2014]]

Application for seeking status of active company

Form

languageEnglishHindiRefer the instruction kit for filing the form.|-

1. | (a) | (b) 2. | (a) | (b) | (c) 3. | *SRN 4. | SRN of 5. | *Com
*CIN| *GLN| Name of Registered officer Id| - email of Form latest declaration remain
the company| address|- filed for filed in in dor
|- seeking Form No. status
status of MSC. 3| - since|
dormant company|
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Form No. MSC.5 -	Certificate of status of an active Company -	[Pursuant to sub-section (5) of section 455 read with rule 8(2) of Companies (Miscellaneous) Rules, 2014] -	Corporate Identity Number : ----- -	Date of issue of Certificate of incorporation : -	Date of issue of status of status of company
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Sd/-|- ROC/DROC/AROC|- State|- |-

Note :|-

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