

**DRAFT RULES UNDER COMPANIES ACT, 2013**  
**Chapter XV**  
**COMPROMISES, ARRANGEMENT AND AMALGAMATIONS**

**15.1 Application for order of a meeting**

(1) An application along with a Notice of Admission supported by an affidavit in Form No. 15.1 under sub-section (1) of section 230 for an order of a meeting may be moved by a company or any creditor or member of the company, or in the case of a company which is being wound up, of the liquidator, for an order of a meeting of the creditors or class of creditors, or of the members or class of members, as the case may be, and such application shall be accompanied by documents mentioned therein.

(2) Upon the hearing of the application or any adjourned hearing thereof, the Tribunal shall, unless he thinks fit for any reason to dismiss the application, give such directions as he may think necessary in respect of the following matters:-

- (a) determining the class or classes of creditors and/or of members whose meeting or meetings have to be held for considering the proposed compromise or arrangement;
- (b) fixing the time and place of such meeting or meetings;
- (c) appointing a chairperson(s) for the meeting or meetings to be held, as the case may be;
- (d) fixing the quorum and the procedure to be followed at the meeting or meetings, including voting by proxy;
- (e) determining the values of the creditors and/or the members, or the creditors or members of any class, as the case may be, whose meetings have to be held;
- (f) notice to be given of the meeting or meetings and the advertisement of such notice;
- (g) the time within which the chairman of the meeting is to report the result of the meeting to the Tribunal; and
- (h) such other matters as the Tribunal may deem necessary.

(3) Where a petition for winding-up of the company or a petition under section 241 of chapter XVI of the Act, is pending, notice of the application shall also be given to the petitioner in such petition.

**15.2 Disclosures in application made to the Tribunal for compromise or arrangement – Creditors Responsibility Statement.**

For the purposes of sub-clause (i) of clause (c) of sub-section (2) of section 230, the creditor's responsibility statement in Form No. 15.2 shall be included in the scheme of corporate debt restructuring. This Form shall be signed by each of the consenting secured creditors.

**15.3 Notice of meeting.**

(1) The notice of the meeting pursuant to the order of the Tribunal to be given in the manner provided in sub-section (3) of Section 230 shall be in **Form No. 15.3**, and shall be sent individually specifying therein, inter alia, the following --

(1) details of the order of the Tribunal directing the calling, convening and conducting of the meeting;

- (a) Date of the Order
- (b) Date, Time and Venue of the Meeting

(2) details of the company including:

- (a) CIN / GLN of the company;
- (b) name of the company;
- (c) date of incorporation;
- (d) status of the company (whether public/private/OPC);
- (e) Registered Office address and E-mail id;
- (f) object(s) as per the memorandum of association and main business carried on by the company;
- (g) details of change of name, registered office and objects of the company in last five years;

- (h) name of the stock exchanges where securities of the company are listed, if applicable;
  - (i) details of the capital structure of the company including authorized, issued, subscribed and paid up share capital; and
  - (j) details of the promoters, directors and key managerial personnel including name, address and designation and other particulars .
- (3) if the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies including holding, subsidiary or of associate companies;
- (4) the date of the board meeting at which the scheme was approved by the Board of directors including the name of the directors voted in favor of the resolution, voted against the resolution and not voted/ participated on such resolution;
- (5) details of the scheme of compromise or arrangement including:
- i. parties involved in such compromise or arrangement;
  - ii. in case of amalgamation or merger, appointed date, share exchange ratio and other consideration, if any;
  - iii. valuation report including basis of valuation and fairness opinion of the registered valuer, if any;
  - iv. details of capital/debt restructuring, if any;
  - v. rationale for the compromise or arrangement;
  - vi. benefits of the compromise or arrangement as perceived by the board of directors to the company, members, creditors and others;
  - vii. amount due to other unsecured Creditors and the security available to the creditors thereon
- (6) disclosure of nature and extent of interest and effect of compromise or arrangement on such interest of:
- (a) key managerial personnel;
  - (b) directors;
  - (c) promoters;
  - (d) non-promoter members;
  - (e) depositors;
  - (f) creditors;
  - (g) debenture holders;
  - (h) deposit and debenture trustee(s);
  - (i) promoters, directors, and key managerial personnel of holding company, subsidiary and associate companies;
  - (j) employees of the company stating clearly that the changes, if any, in the terms and conditions of employment are not detrimental to the interest of the employees;
- (7) where there is no interest or there is no effect on such interest of any promoter, director or key managerial personnel, a statement to the effect that there is no interest or there is no effect of the scheme of compromise or arrangement on such interests of such persons;
- (8) investigation proceedings, if any, pending against the company or against any promoter, director or key managerial personnel of such company;
- (9) details of shareholding of directors, key managerial personnel and promoters of the company as on the date of making this statement and change in their shareholding in the last six months including the date on which and price at which change took place;
- (10) details of any No-objection(s), approvals or sanctions, if already received from the concerned authorities for the compromise or arrangement;
- (11) details of the availability of the following documents for obtaining extract from or for making copies of or for inspection by the members and creditors, namely:
- (a) latest audited financial statements of the company including consolidated financial statements;
  - (b) copy of the order of Tribunal in pursuance of which the meeting is to be convened;
  - (c) copy of scheme of compromise or arrangement;
  - (d) contracts or agreements material to the compromise or arrangement; and

(e) such other information/documents as the Board/Management believes necessary and relevant for making decision for / against the scheme;

(12) declaration to the effect that the scheme is in the best interests of the employees, creditors, debenture holders, members particularly non-promoter members and minority shareholders of the company, as detailed in the scheme.

(13) status of approval(s) of regulatory or any other authority(ies), required, if any in connection with compromise or arrangement,.

(14) The notice shall provide for the information required under sub section (4) of section 230 of the Act.

**Explanation-** For the purposes of this rule, disclosure required to be made by a company shall be made in respect of all the companies which are the part of the compromise or arrangement.

(2) The notice shall be sent by the chairman appointed for the meeting, or, if the Tribunal so directs, by the company (or its liquidator), or any other person as the Tribunal may direct, by post, e-mail or any other mode as directed by the Tribunal to their last known addresses at least four weeks before the date fixed for the meeting.

#### **15.4 Notice to Central Government, Regulatory Authorities etc.**

(1) For the purposes of sub-section (5) of section 230, the notice of the meeting under sub-section (3) of section 230 and a copy of the scheme of compromise or arrangement shall be sent to such authorities as are mentioned in sub-section (5) of section 230 in Form 15.4.

(2) The notice to the above authorities shall be sent forthwith after the notice has been sent to the members or creditors of the company, either by hand delivery or by registered or speed post or by such electronic or other mode as prescribed in terms of section 20, i.e., service of documents.

(3) Representation, if any, under sub-section (5) of section 230 shall be made within a period of 30 days from the date of receipt of such notice, before the Tribunal failing which it shall be presumed that they have no representation to make on the proposal;

Provided that a copy of the representation, if any, shall be sent to the Chairperson of the meeting within the period of 30 days from the date of the receipt of such notice.

#### **15.5 Advertisement of the notice of meeting:**

The notice of the meeting shall be advertised in such newspapers and in such manner as the Tribunal may direct, not less than fourteen clear days before the date fixed for the meeting. The advertisement shall be in Form No. 15.5.

#### **15.6 Copy of compromise or arrangement to be furnished by the company:**

Every creditor or member entitled to attend the meeting shall be furnished by the company, free of charge and within one day of a requisition being made for the same, with a copy of the proposed compromise or arrangement together with a copy of the statement required to be furnished under the section 230 of Act, unless the same had been already furnished to such member or creditor.

#### **15.7 Affidavit of service:**

The chairperson appointed for the meeting of the company or other person directed to issue the advertisement and the notices of the meeting shall file an affidavit not less than seven days before the date fixed for the holding of the meeting or the holding of the first of the meetings, as the case may be, showing that the directions regarding the issue of notices and the advertisement have been duly complied with. In default thereof, the summons shall be posted before the Tribunal for such orders as he may think fit to make.

#### **15.8 Right to convey consent or objections:**

The consent or objections under sub-section (4) of section 230 may be conveyed in writing to the Chairperson of the meeting within a month from the date of the receipt of the notice.

#### **15.9 Result of the meeting to be decided by poll:**

The decisions of the meeting or meetings held in pursuance of the order of the Tribunal and the manner as

prescribed in section 230 of the Act, on all resolutions shall be ascertained only by taking a poll while considering the representations of such authorities as per sub-section (5) thereof and the consents adopting the arrangement or compromise as received from the eligible persons.

## **15.10 Report of the result of the meeting:**

The chairman of the meeting (or where there are separate meetings, the chairman of each meeting) shall, within the time fixed by the Tribunal, or where no time has been fixed, within seven days after the conclusion of the meeting, report the result thereof to the Tribunal. The report shall state accurately the number of creditors or class of creditors or the number of members or class of members, as the case may be, who were present and who voted at the meeting either in person or by proxy, their individual values and the way they voted. The report shall be in Form No. 15.6.

## **15.11 Offer of Takeover of a company other than a listed company as a result of compromise or arrangement.**

(1) The takeover offer under sub-section (11) of section 230, whether by existing shareholder or not, at a price determined by registered valuer as approved by shareholders:

Provided that where the company, being acquired is regulated under a special Act, approval of the regulatory body constituted or established under that Act as required under such act, shall also be obtained.

**Explanation-** For the purposes of this rule, takeover means :-

- a) acquisition of control of a company other than a listed company pursuant to a scheme of compromise or arrangement under section 230; or
- b) acquisition of fifty percent or more of the total share capital of a company other than a listed company pursuant to a scheme of compromise or arrangement under section 230.

(2) The person making the takeover offer shall enter into Memorandum of understanding or an Agreement with the shareholders of the company being so acquired and such Memorandum or Agreement for takeover shall be annexed to the notice of the general meeting and shall, inter alia, contain-

- (a) Name, address and details of the person making such takeover offer;
- (b) shares/ voting rights already held by such person;
- (c) proposed date of executing the transaction;
- (d) total paid-up share capital of the company being acquired;
- (e) total number and percentage of shares/ voting rights proposed to be acquired;
- (f) price offered for the purchase of the shares;
- (g) mode of payment of consideration (whether in cash or for consideration other than cash)
- (h) objects and purpose of the acquisition of the shares;
- (i) statement to the effect that the interest of the creditors, secured or unsecured, and of the employees will not be adversely affected by the takeover;
- (j) other terms and conditions of the offer.

(3) The takeover shall become effective only when it is approved by the company by passing a special resolution in the general meeting:

**Provided** that where any term loan is subsisting, prior approval of the concerned bank or public financial institution shall be obtained before passing such special resolution.

(4) The details of the offer, as are mentioned in the Memorandum of Understanding or Agreement for takeover forthwith after sending the notice of the meeting, be:

- (a) sent to all the creditors, debenture holders, trustee(s) and deposit holders of the company;
- (b) published at least once in English language in a leading English newspaper and in vernacular language in one vernacular newspaper having wide circulation in the State in which the registered office of the company is situate; and
- (c) placed on the website of the company, if any.

- (5) If such takeover is being made by a listed company, a copy of such offer shall be sent to the Stock Exchanges and be placed on the website of the Company, if any.
- (6) Where the shares/ voting rights are to be acquired for consideration other than cash, the valuation of such consideration shall be done by a registered valuer who shall submit a valuation report to the company giving justification for the valuation. The valuation report shall be sent along with the notice of the said general meeting.
- (7) The dissenting shareholders of the company being acquired shall be given an exit offer at a price determined by a registered valuer or at a price negotiated by both the parties to such takeover under sub-rule (1), whichever is higher.
- (8) Notwithstanding anything, contained in sub-sections (1) to (9) of section 230, shall apply to takeover of an unlisted company if the conditions specified in this rule are complied with.

However, if any shareholder or any other stakeholder has any grievance with respect to such takeover offer, he may file his objections with the Tribunal in accordance with sub-section (12) of section 230.

#### **15.12 Application under sub-section (12) of section 230.**

(1) An application under sub-section (12) of section 230 shall be filed by an aggrieved party to the Tribunal in Form No. 15.7 specifying any grievances with respect to the takeover offer of companies other than listed companies and shall be accompanied by such documents as are mentioned therein.

(2) The petitioner shall at least 14 days before the date of hearing advertise the petition in accordance with rule 11 of National Company Law Tribunal Rules, 2013.

(3) Where any objection of any person whose interest is likely to be affected by the proposed petition has been received by the petitioner, it shall serve a copy thereof to the Registrar on or before the date of hearing: Provided that the Tribunal may, if it thinks fit, permit, at any time even after the final hearing, any person to file objections after giving notice to the petitioner.

(4) Upon the hearing the petition or any adjourned hearing thereof, the Registrar may pass such an order, subject to such terms and conditions, as it thinks fit.

#### **15.13 Petition for confirming compromise or arrangement:**

Where the proposed compromise or arrangement is agreed to, with or without modification, as provided by section 231 and 232 with reference to section 230, the company, (or its official liquidator or company liquidator, as the case may be), shall, within seven days of the filing of the report by the chairperson, present a petition to the Tribunal for confirmation of the compromise or arrangement. The petition shall be in Form No. 15.8.

Where a compromise or arrangement is proposed for the purposes of or in connection with scheme for the reconstruction of any company or companies, or for the amalgamation of any two or more companies, the petition shall pray for appropriate orders and directions under section 230 read with 232 of the Act.

Where the company fails to present the petition for confirmation of the Compromise or arrangement as aforesaid, it shall be open to any creditor or contributory, as the case may be, with the leave of the Tribunal, to present the petition and the company shall be liable for the cost thereof.

#### **15.14 Date and notice of hearing:**

The Tribunal shall fix a date for the hearing of the petition, and notice of the hearing shall be advertised in the same papers in which the notice of the meeting was advertised, or in such other papers as the Tribunal may direct, not less than 10 days before the date fixed for the hearing. The notice of the hearing of the petition shall also be served by the Tribunal to the representative of the objectors under sub-section (4) of section 230 and to the Central Government and other Authorities who have made representation under sub-section (5) of section 230.

#### **15.15 Order on petition:**

Where the Tribunal sanctions the compromise or arrangement, the order shall include such directions in regard to any matter and such modifications in the compromise or arrangement as the Tribunal may think fit to make for the

proper working of the compromise or arrangement. The order shall direct that a certified copy of the same shall be filed with the Registrar of Companies within 14 days from the date of the order, or such other time as may be fixed by the Tribunal. The order shall be in Form No. 15.9, with such variations as may be necessary.

#### **15.16 Application for directions under section 232:**

Where the compromise or arrangement has been proposed for the purposes of or in connection with a scheme for the reconstruction of any company or companies or the amalgamation of any two or more companies, and the matters involved cannot be dealt with or dealt with adequately on the petition for sanction of the compromise or arrangement, an application shall be made to the Tribunal under section 232 or section 230, by a notice of admission supported by an application for directions of the Tribunal as to the proceedings to be taken. Notice of the summons shall be given in such manner and to such persons as the Tribunal may direct.

#### **15.17 Directions at hearing of application:**

Upon the hearing of the summons or upon any adjourned hearing thereof, the Tribunal may make such order or give such directions as it may think fit, as to the proceedings to be taken for the purpose of reconstruction or amalgamation, as the case may be, including, where necessary, an inquiry as to the creditors of the transferor company and the securing of the debts and claims of any of the dissenting creditors in such manner as to the Tribunal may think just.

#### **15.18 Order under section 232:**

An order made under section 232 read with section 230 shall be in Form No. 15.10 with such variation as the circumstances may require.

#### **15.19 Compromise or arrangement involving reduction of share capital:**

Where a proposed compromise or arrangement involves a reduction of capital of the company, the procedure and requirements if any specifically prescribed by the Act and these rules relating to the reduction of share capital, shall be complied with, before the compromise or arrangement so far as it relates to reduction of share capital, is sanctioned.

#### **15.20 Statement of compliance in mergers and amalgamations**

For the purposes of sub-section (7) of section 232, every company in relation to which an order is made under sub-section (3) of section 232 shall until the completion of the scheme, file with the Registrar the statement in Form No. 15.11 along with such fee as provided in Annexure B within 30 days from the end of each financial year.

#### **15.21 Report on working of compromise or arrangement:**

At any time after the passing of the order sanctioning the compromise or arrangement, the Tribunal may, either on its own motion or on the application of any person interested, make an order directing the company, or, where the company is being wound-up, the liquidator or the Company Liquidator, to submit to the Tribunal within such time as the Tribunal may, fix, a report on the working of the said compromise or arrangement. On consideration of the report, the Tribunal may pass such orders or give such directions as it may think fit.

#### **15.22 Liberty of the Tribunal:**

At any time, if the Tribunal hearing the petition or application is of the opinion that the petition or application or evidence or information or statement is required to be filed in the form of Affidavit, the same may be ordered by the Tribunal in the manner as the Tribunal may think fit. The Tribunal may pass any direction(s) or order or dispense with any procedure prescribed by these rules in pursuance of the object of the provisions for implementation of the scheme of arrangement or compromise or restructuring or otherwise practicably. The Tribunal hearing the petition or application is at liberty to pass order staying the commencement of any suit or proceeding against the company under this Chapter of the Act, or under this part of the rules on a petition or an application filed by the applicant for implementation of the Scheme of arrangement or compromise or restructure or otherwise practicably.

#### **15.23 Liberty to apply**

(1) The company, or any creditor or member thereof, or in case of a company which is being wound-up, the

liquidator, may, at any time after the passing of the order sanctioning the compromise or arrangement, apply to the Tribunal for the determination of any question relating to the working of the compromise or arrangement.

(2) The application shall in the first instance be posted before the Tribunal for directions as to the notices and the advertisement, if any, to be issued, as the Tribunal may direct.

(3) The Tribunal may, on such application, pass such orders and give such directions as it may think fit in regard to the matter, and may make such modifications in the compromise or arrangement as it may consider necessary for the proper working thereof, or pass such orders as it may think fit in the circumstances of the case.

#### **15.24 Applicability of Rules to the Amalgamation of Sick Company**

The Tribunal may order for amalgamation of a company with any other company on a joint petition or application made by one or more of the creditors or contributories or both of both the companies subject to such terms and conditions as may be imposed by the Tribunal if the Tribunal is satisfied that such amalgamation is economically and strategically viable for the amalgamated company and such resultant company will remain financially sound even after such amalgamation. While ordering so, the Tribunal may approve any scheme of restructuring of the loans after securing no objection from the respective creditors. The rules relating to amalgamation shall also be applicable to this kind of amalgamations.

#### **15.25 Compromise or arrangement including Merger of certain companies.**

(1) For the purposes of sub-section (1) of section 233, a company shall be deemed to be "wholly owned subsidiary" only if hundred per cent of share capital is held by the holding company except the shares held by the nominee or nominees to ensure that the number of members of subsidiary company is not reduced below the statutory limit as provided in section 187.

(2) For the purposes of clause (c) of sub-section (1) of section 233, the declaration of solvency shall be filed by the each of the companies involved in a scheme of compromise or arrangement involving merger in Form No. 15.12 along with such fee as provided in Annexure B before convening the meeting of members and creditors for approval of the scheme.

(3) For the purposes of clause (b) and (d) of sub-section (1) of section 233, the notice of the meeting to the members and creditors shall be accompanied by -

- (a) a statement, as far as applicable, referred to in sub-section (3) of section 230;
- (b) the declaration of solvency made in pursuance of clause (c) of sub-section (1) of section 233;
- (c) a copy of the scheme.

(4)(a) For the purposes of sub-section (2) of section 233, the transferee company shall, within seven days after the conclusion of the meeting(s) of members or class of members or creditors or class of creditors, file in Form No. 15.13 a copy of the scheme as approved by the members and creditors, along with report of the result of each of the meetings with the Central Government, Registrar of Companies and the Official Liquidator, of the place where the registered office of the company is situated.

(b) Copy of the scheme in shall be filed with the Registrar of Companies along with the fee as provided in Annexure B through the MCA e-filing system.

(c) Copy of the scheme shall be filed with the Central Government and Official Liquidator, by sending them through hand delivery or registered or speed post or through electronic filing system as may be approved by the Central Government.

(5) Where no objection or comment is received to the scheme from the Registrar and Official Liquidator or where even after the receipt of objections or comments of Registrar and Official Liquidator, the Central Government is of the opinion that the scheme is in the public interest or in the interest of creditors the Central Government shall issue in Form No. 15.14, a confirmation order of such scheme of compromise, or arrangement.

(6) Where objections are received from the Registrar or Official Liquidator and the Central Government is of the opinion, whether on the basis of such objections or otherwise, that the scheme is not in the public interest or in



interest of creditors, it may file an application before the Tribunal within sixty days of the receipt of the scheme stating its objections or opinion and requesting that Tribunal may consider the scheme under section 232.

(7) For the purposes of sub-section (7) of section 233, the confirmation order of the scheme issued by the Central Government or Tribunal, shall be filed in Form No. 15.15 along with the fee as provided in Annexure B with the Registrars having jurisdiction over the transferee and transferor companies respectively.

#### **15.26 Fees to be paid on revised capital.**

For the purposes of sub-section (11) of section 233, the transferee company shall pay such fees as may be specified in Annexure B on the revised capital.

#### **15.27 Notice to dissenting shareholders for acquiring the shares.**

For the purposes of sub-section (1) of section 235, the transferee company shall send a notice in Form No. 15.16 to the dissenting shareholder(s) of the transferor company, at the last intimated address of such shareholder, for acquiring the shares of such dissenting shareholders.

#### **15.28 Determination of price for purchase of minority shareholding.**

For the purposes of sub-section (2) of section 236, the registered valuer shall determine the price (hereinafter called as offer price) to be paid by the acquirer, person or group of persons referred to in sub-section (1) of section 236 for purchase of equity shares of the minority shareholders of the company, in accordance with the following rules:-

(1) In the case of a listed company,

- (i) the offer price shall be determined in the manner as may be specified by the Securities and Exchange Board by making regulations in this behalf; and
- (ii) the registered valuer shall also provide a proper valuation report/basis of valuation addressed to the Board of directors of the company giving justification for such valuation

2. In the case of an unlisted company and a private company,

- (i) the offer price shall be determined after taking into account the following factors:-
  - (a) the highest price paid by the acquirer, person or group of persons for acquisition during last twelve months;
  - (b) the fair price of shares of the company to be determined by the registered valuer after taking into account valuation parameters including return on net worth, book value of shares, earning per share, price earning multiple vis-à-vis the industry average, and such other parameters as are customary for valuation of shares of such companies; and
- (ii) the registered valuer shall also provide a proper valuation report/basis of valuation addressed to the Board of directors of the company giving justification for such valuation.

#### **15.29 Power of Central Government to provide for amalgamation of companies in public interest.**

1. For the purposes of sub-section (3) of section 237, the Central Government may nominate an officer ..... in the Ministry of Corporate Affairs.

2. For the purposes of sub-section (3) of section 237, the compensation to be paid to the member or creditor, including a debenture holder, of each of the transferor companies shall be assessed by an officer not below the rank of Junior Administrative Grade of Indian Corporate Law Services in the Ministry of Corporate Affairs or such other authority as may be decided by the Central Government.

#### **15.30 Circular containing scheme of amalgamation or merger.**

For the purposes of clause (a) of sub-section (1) of section 238, every circular containing the offer of scheme or contract involving transfer of shares or any class of shares and recommendation to the members of the transferor company by its directors to accept such offer, shall be accompanied by such information as set out in Form No. 15.17.



## **15.31 Compromise or arrangement includes demerger**

(1) For the purpose of Chapter XV of the Act, demerger in relation to companies means transfer, pursuant to scheme of arrangement by a demerged company of its one or more undertakings to any resulting company in such a manner as provided in section 2(19AA) of the Income Tax Act, 1961, subject to fulfilling the conditions stipulated in that Act and the resulting company issues in consideration of the demerger, its shares to the shareholders of the demerged company on a proportionate basis.

(2) Till the Accounting Standards is notified for the purpose of demerger, the Accounting Treatment shall be in accordance with the conditions stipulated in section 2(19AA) of the Income Tax Act, 1961, and

(i) In the books of the demerged company :-

(a) Assets and liabilities shall be transferred at the same value appearing in its books of account, without considering any revaluation or writing off of assets carried out during the preceding two financial years; and

(b) The difference between the value of assets and liabilities shall be credited to capital reserve or debited to good will.

(ii) In the books of resulting company :-

(a) Assets and liabilities of demerged company transferred shall be recorded at the same value appearing in the books of account of the demerged company ;

(b) Shares issued shall be credited to the share capital account; and

(c) The excess or deficit, if any, remaining after recording the aforesaid entries shall be credited to capital reserve or debited to good will as the case may be.

Provided that a certificate by the company auditor has been filed with the Tribunal to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under section 133 of the Act and in this Rule.

**15.32 Fee.** – (1) Every memorandum of appeal shall be accompanied with a fee provided in sub-rule (2) and such fee may be remitted in the form of demand draft drawn in favour of Pay and Accounts Officer, Ministry of Corporate Affairs, payable at New Delhi.

(2) The amount of fee payable in respect of every appeal made to the Appellate Tribunal against the order of the Tribunal shall be rupees ten thousand only.

(3) The Tribunal may, to advance the cause of justice and in suitable cases, waive payment of fee or portion thereof, taking into consideration the economic condition or indigent circumstances of the petitioner or appellant or applicant or such other reason, as the case may be, by an order for reasons to be recorded.

(4) The Central Government may review the fee under rule 4 after every three years and the fee may be amended by a notification.

**15.33** – Save as otherwise provided in these rules, National Company Law Tribunal Rules, 2013, shall apply to the circumstances in which these rules do not specifically provide or elaborate in relation to any matter.