

प्रतिभूति धारक (धारकों) का/के नाम

नाम और पता सहित साक्षी

[फा. सं. 1/4/2013-सीएल-V (भाग-1)]

अमरदीप सिंह भाटिया, संयुक्त सचिव

टिप्पण: मूल नियम भारत के राजपत्र भाग II, खंड 3, उपखंड (i) में सा.का.नि. 265(अ), तारीख 31.03.2014 द्वारा प्रकाशित किए गए थे तथा सा.का.नि.सं. 413(अ), तारीख 18 जून, 2014 के द्वारा उसमें संशोधित किया गया।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 18th March, 2015

G.S.R. 210(E).—In exercise of the powers conferred under sub-clause (ii) of clause (a) of section 43, sub-clause (d) of sub-section (1) of section 54, sub-section (2) of section 55, sub-section (1) of section 56, sub-section (3) of section 56, sub-section (1) of section 62, sub-section (2) of section 42, clause (f) of sub-section (2) of section 63, sub-section (1) of section 64, clause (b) of sub-section (3) of section 67, sub-section (2) of section 68, sub-section (6) of section 68, sub-section (9) of section 68, sub-section (10) of section 68, sub-section (3) of section 71, sub-section (6) of section 71, sub-section (13) of section 71 and sub-sections (1) and (2) of section 72, read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Share Capital and Debentures) Rules, 2014, namely:—

1. (1) These rules may be called the Companies (Share Capital and Debentures) Amendment Rules, 2015.

(2) They shall come into force from the date of their publication in the Official Gazette.

2. In the Companies (Share Capital and Debenture) Rules, 2014,-

(1) for rule 3, the following rule shall be substituted, namely:-

3. Application.— The provisions of these rules shall apply to -

(a) all unlisted public companies;

(b) all private companies; and

(c) listed companies so far as they do not contradict or conflict with any other regulation framed in this regard by the Securities and Exchange Board of India;

(2) in rule 5, in sub-rule (3), in clause (b),

(a) the first proviso shall be omitted;

(b) in the second proviso for the words “provided further that”, the words “provided that” shall be substituted;

(c) in the third proviso for the words “provided also that” the words “provided further that” shall be substituted;

(3) in rule 6, in sub-rule (2), in clause (c), for the words “within fifteen days”, the words “within forty-five days” shall be substituted;

(4) in rule 12, in sub-rule (1), in the Explanation, in clause (c), the words “or of an associate company” shall be omitted;

(5) in rule 13, in sub-rule (1), -

(a) in the proviso, for the words "provided that" the words "provided further that" shall be substituted and before the proviso as so amended, the following proviso shall be inserted, namely:-

"Provided that in case of any preferential offer made by a company to one or more existing members only, the provisions of sub-rule (1) and proviso to sub-rule (3) of rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 shall not apply."

(6) in rule 18,-

(a) in sub-rule (1) -

(A) in clause (d), for sub-clauses (i) and (ii), the following sub-clauses shall be substituted, namely:-

"(i) any specific movable property of the company ; or

(ii) any specific immovable property wherever situate, or any interest therein:

Provided that in case of a non-banking financial company, the charge or mortgage under sub-clause (i) may be created on any movable property"

(B) in clause (d), after sub-clause (ii), following proviso shall be inserted, namely:-

"Provided further that in case of any issue of debentures by a Government company which is fully secured by the guarantee given by the Central Government or one or more State Government or by both, the requirement for creation of charge under this sub-rule shall not apply."

Provided also that in case of any loan taken by a subsidiary company from any bank or financial institution the charge or mortgage under this sub-rule may also be created on the properties or assets of the holding company;

(b) in sub-rule (5), for the words "within sixty days of allotment of debentures", the words "within three months of closure of the issue or offer" shall be substituted;

(c) after sub-rule (8), following sub-rules shall be inserted, namely:-

"(9) Nothing contained in this rule shall apply to any amount received by a company against issue of commercial paper or any other similar instrument issued in accordance with the guidelines or regulations or notification issued by the Reserve Bank of India.

(10) In case of any offer of foreign currency convertible bonds or foreign currency bonds issued in accordance with the Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 or regulations or directions issued by the Reserve Bank of India, the provisions of this rule shall not apply unless otherwise provided in such Scheme or regulations or directions."

(7) in rule 19, in sub-rule (11), for the word, letters and figures "Form No. SH-14", the word, letters and figures "Form SH-13" shall be substituted.

(8) in the Annexure, for "Form SH-13" and "Form SH-14", the following Forms shall respectively, be substituted, namely:-

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Name of the company:

Address of the company:

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:(i) Relationship with the minor nominee

Name:

Address:

Name of the Security Holder(s)

Signature

Witness with name and address

Form No. SH-14**Cancellation or Variation of Nomination**

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the company:

I/We hereby cancel the nomination(s) made by me/us in favour of.....(name and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:
- vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR—

- i. Date of Birth:
- ii. Date of attaining majority—
- iii. Name of guardian:
- iv. Address of guardian:

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name:
- (b) Date of Birth:

(c) Father's/Mother's/Spouse's name:

(d) Occupation:

(e) Nationality:

(f) Address:

(g) E-mail id:

(h) Relationship with the security holder:(i) Relationship with the minor nominee

Signature

Name of the Security

Holder (s)

Witness with name and address

[F. No. 1/4/2013-CL-V (Pt. I)]

AMARDEEP S. BHATIA, Jt. Secy.

Note. The principal rules were published in the Gazette of India, Part II, Section 3, sub-section (i) *vide* number G.S.R. 265(E), dated 31st March, 2014 and subsequently amended *vide* G.S.R. Number 413(E) dated 18th June, 2014.