



The Companies Act 2013

Enlightening Nation

E-newsletter

OCTOBER, 2017

About the E-newsletter

Dear Users,

To keep you updated about the latest notifications, circulars & orders issued during the month, thecompaniesact2013.com present herewith its monthly e-newsletter. This is the issue of the April month comprising contemporary articles & monthly amendments.

The notion is to render all the updates in a compiled format and serve a better pavement for easy accessibility.

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ARTICLE

INSERTION OF NEW DIRECTOR'S NAME IN DISQUALIFIED COMPANIES

It has been a while when Companies are facing the problems relating to their Directors being disqualified under the provisions of 164(2)(a) of Companies Act, 2013, Since they failed in filing the annual returns of the Company for the period of three consecutive years and they also stand liable to vacate their Office of Director under the provisions of section 167(1) (a). The last two newsletters issued by us were on the same line. For this month even we have tried our best efforts to make the experience easier for you.

Thousands of writings are available everywhere about “Disqualification of Directors” and the Company being unable to file its Annual Documents to the ROC. The action of MCA in mass disqualifying lakhs of directors of companies who have not filed financial statements for three consecutive years created a situation where all directors stood vacated from their office. The MCA taking cognizance of this problem had issued an internal circular dated 6th October, 2017 clarifying that the promoters of such companies may appoint new directors u/s 167(3). It also clarified that the Registrar of Companies (RoCs) already have a facility to add signatory details from the back end with the approval of Regional Director(RD)

Now the MCA has prescribed procedure for adding/inserting the name of a new director in MCA database from back end where all the existing directors stand vacated due to disqualification under section 164(2)(a) r/w 167(1) of the Companies Act, 2013.

On the First hand, the promoters/shareholders have to call a meeting and pass a resolution for the appointment of new director (at least one).

The Notice of calling up the meeting along with the explanatory statement and resolution passed at the meeting has to be submitted with a request letter to the Registrar of the Companies explaining the facts requesting for insertion of at-least one Director through back end of the MCA portal.

The promoters/shareholder who are submitting this letter, have to give proof of their Shareholding in the Company. They can submit Share Certificates issued in their name or Register of Members along with the certification by Professional with membership number.

This letter has to be submitted with a physical E-Form DIR-12, which shall be manually signed for the appointment of the new director along with the requisite fees and additional fees as applicable paid through a miscellaneous challan

Apart from the physical form, the promoters has to submit the following documents as attachments to the E-Form DIR-12

- a) Consent of the appointee as Director in Form DIR-2 (as annexed)
- b) Address and ID Proof of the appointee director
- c) Notice of interest of the appointee director in Form MBP-1 (as annexed)
- d) DIR-8 Intimation of Directors as per Section 164(2) Rule 4 of the Companies (Appointment and Qualification of Directors) Rule, 2014. (as annexed)

All these required documents have to be submitted both ways, physical as well as in soft copies in pen drive.

Form DIR-2
Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To

----- (Name of the company)

----- (Address of the company)

Subject: Consent to act as a director.

I, hereby give my consent to act as director of (Name of the company), pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

1. Director Identification Number (DIN):

2. Name (in full):

3. Father's Name (in full):

4. Address:

5. E-mail id:

6. Mobile no.:

7. Income-tax PAN. :

8. Occupation:

9. Date of birth:

10. Nationality:

11. No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, and Manager.

12. Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. Specifically state NIL if none.

DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous

company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature:

Designation:

Date:

Place:

Attachments:

1. Proof of identity;
2. Proof of residence;

FORM MBP - 1
Notice of interest by director
[Pursuant to section 184 (1) and rule 9(1)]

To
The Board of Directors
.....(NAME OF COMPANY)
.....(ADDRESS OF COMPANY)

Dear Sir(s)

I, NAME OF DIRECTOR, S/o, R/o being a director in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

S. No.	Name of the Companies/Bodies Corporate/Firms/Association of Individuals	Nature of Interest or concern/change in interest or concern	Shareholding	Date on which interest or concern arose/changed
1.
2

Date:
Place:

(name of director)
(DIN:.....)
Director

Form 'Dir-8'

Intimation by Director

[Pursuant to Section 164(2) and Rule 14(1) Of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. Of the Company

Nominal Capital Rs

Paid-up Capital Rs.

Name of Company:

Registered Office

To

The Board of Directors of

I name of director, S/o....., R/o,n, director in the company hereby give notice that I am director in following Companies during the last three years.

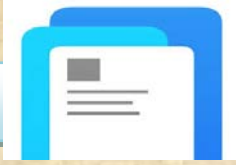
Name Of The Company	Date Of Appointment	Date Of Cessation
.....	-----
.....	-----

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in the above mentioned company, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Date:

Place:

Signature
Name of director
(DIN:.....)
(Director)



NOTIFICATIONS

- ❖ S.O.3529 (E) - In exercise of the powers conferred by sub-section (1) of section 435 of the Companies Act, 2013 (18 of 2013), the Central Government, with the concurrence of the Chief Justice of the High Court of Judicature at Madras, hereby designates the following Courts mentioned in column (1) the Table below as Special Court for the purposes of providing speedy trial of offences punishable with imprisonment of two years or more under the said sub-section, namely:-

TABLE

Courts (1)	Jurisdiction as Special Court (2)
XV Additional Court, XVI Additional Court of City Civil Court, Chennai	State of Tamil Nadu except Districts of Coimbatore, Dharmapuri, Dindigul, Erode, Krishnagiri, Namakkal, Nilgiris, Salem and Tiruppur

- ❖ S.O. 3401 (E).—In exercise of the powers conferred by section 458 of the Companies Act, 2013 (18 of 2013), the Central Government hereby delegates the powers and functions vested in it under section 247 of the said Act to the Insolvency and Bankruptcy Board of India, subject to the condition that the Central Government may revoke such delegation of powers or it may exercise the powers under the said section, if in its opinion such a course of action is necessary in the public interest.
2. This notification shall come into force with effect from the date of its publication in the Official Gazette
- ❖ G.S.R. 1371(E) —In exercise of the powers conferred by sub-sections (1) and (3) of section 128, sub section (3) of section 129, section 133, section 134 and section 138 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Accounts) Rules, 2014, namely

LATEST UPDATES ON thecompaneisact2013.com

1. **G.S.R. 1371(E) Companies (Accounts) Amendment Rules, 2017 Dated on 07.11.2017**
2. **XBRL Updates Dated on 06.11.2017**
3. **Notification No .S.R 1316(E) :- Companies (Registered Valuers and Valuation) Rules, 2017 Dated 18.10.2017**

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In Association with:

Arms & Associates LLP

Practicing Company Secretaries

24 ka 1 Jyoti Nagar, Jaipur

Ph.No. 0141-2740924, 5119323

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