

[TO BE PUBLISHED IN THE GAZETTE OF INDIA, EXTRAORDINARY,
PART – II, SECTION 3, SUB-SECTION (i)]

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION

New Delhi, 17th April, 2009.

G.S.R. 257 (E). – In exercise of the powers conferred by sub-section (1) of section 642 read with section 610B of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules to amend the Companies (Central Government's) General Rules and Forms, 1956, namely: –

1. (1) These rules may be called the Companies (Central Government's) General Rules and Forms (Second Amendment) Rules 2009.
(2) These rules shall come into force from 31st May, 2009.
2. In the Companies (Central Government's) General Rules and Forms, 1956, in the Annexure 'A', -

(a) for Form 19, the following Form shall be substituted, namely:-

FORM 19

Declaration of compliance with the provisions of section 149(1)(a),
(b) and (c) of the Companies Act, 1956

[Pursuant to section 149(1)(d) of
the Companies Act, 1956]

Note - All fields marked in * are to be mandatorily filled.

1.(a) *Corporate identity number (CIN) of company

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. *I,

residing at (Present residential address)

*Line I

Line II

*City

*State *Pin code *ISO country code

Country

- *being a director of the company, do solemnly and sincerely declare
 the secretary of the company, do solemnly and sincerely declare
 a company secretary (in whole-time practice), do solemnly and sincerely declare

i. *That the amount of the share capital of the company offered to the public for subscription is Rs.

ii. *That the amount stated in the prospectus as the minimum amount which, in the opinion of the Board of directors, must be raised by the issue of share capital in order to provide for the matters specified in clause 5 of schedule II of the Companies Act, 1956 is Rs.

iii. *That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of Rs.

iv. * That every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares offered for public subscription except the following directors, namely

who has or have not taken or contracted to take shares, for which he is or they are liable to pay in cash.

That no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.

v. That no money is, or may become, liable to be repaid to applicants for any shares or debentures which have been offered for public subscription by reasons of any failure to apply for, or to obtain, permission for the shares or debentures to be dealt in on any recognised stock exchange.

vi. *The statement in paragraphs above are true to my knowledge and those in the remaining paragraphs are true to the best of my information and belief.

4. Particulars of payment of stamp duty

State or Union territory in respect of which stamp duty is paid

Type of document/ Particulars	Form 19
*Total amount of stamp paper (in Rs.)	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>
Name of vendor authorised to sell stamp papers on behalf of the Government	
Serial number of stamp paper	
Registration number of vendor	
Date of purchase of stamp paper	<input type="text"/> (DD/MM/YYYY)
Place of purchase of stamp paper	

Attachments

- *Copy of prospectus
- Optional attachment(s) - if any

List of attachments

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number* dated* (DD/MM/YYYY) to sign and submit this form.

I further declare that the company has paid correct stamp duty as per applicable Stamp Act.

To be digitally signed by

Director or secretary or company secretary (in whole-time practice)

*Director identification number of the director; or Membership number, if applicable or Income-tax permanent account number (income-tax PAN) of the secretary (secretary of a company who is not a member of ICSI, may quote his/her income-tax PAN); or Certificate of practice number of the company secretary (in whole-time practice)

In case of a company secretary (in whole-time practice), whether associate or fellow Associate Fellow

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

(b) for Form 20, the following Form shall be substituted, namely:-

FORM 20 [Pursuant to section 149(2)(c) of the Companies Act, 1956]	Declaration of compliance with the provisions of section 149(2)(b) of the Companies Act, 1956
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Note - All fields marked in * are to be mandatorily filled.

1. (a) *Corporate identity number (CIN) of company Pre-fill

(b) Global location number (GLN) of company

2. (a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. *I,

residing at (Present residential address)

*Line I

Line II

*City

*State *Pin code *ISO country code

Country

- *being a director of the company, do solemnly and sincerely declare
 the secretary of the company, do solemnly and sincerely declare
 a company secretary (in whole-time practice), do solemnly and sincerely declare

i. *That the amount of the share capital of the company subject to the payment of the whole amount thereof in cash is
Rs.

ii. That the company has not issued a prospectus inviting the public to subscribe for its shares, and that it has filed with registrar a statement in lieu of prospectus.

iii. *That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of
Rs.

iv. * That every director of the company has paid to the company on each of the shares taken or contracted to be taken by him, and for which he is liable to pay in cash, a proportion equal to the proportion [payable on application and allotment on the shares payable in cash], except for the directors, namely

who has or have not taken or contracted to take shares, for which he is or they are liable to pay in cash.

That no director of the company has taken or contracted to take any shares for which he is liable to pay in cash.

v. *The statement in paragraphs above are true to my knowledge and those in the remaining paragraphs are true to the best of my information and belief.

4. Particulars of payment of stamp duty

State or Union territory in respect of which stamp duty is paid

Type of document/ Particulars	Form 20
*Total amount of stamp paper (in Rs.)	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>
Name of vendor authorised to sell stamp papers on behalf of the Government	
Serial number of stamp paper	
Registration number of vendor	
Date of purchase of stamp paper	<input type="text"/> (DD/MM/YYYY)
Place of purchase of stamp paper	

Attachments

- *Statement in lieu of prospectus (schedule III)
- Optional attachment(s) - if any

List of attachments

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number* dated* (DD/MM/YYYY) to sign and submit this form.

I further declare that the company has paid correct stamp duty as per applicable Stamp Act.

To be digitally signed by

Director or secretary or company secretary (in whole-time practice)

*Director identification number of the director; or
 Membership number, if applicable or Income-tax permanent account number (income-tax PAN) of the secretary (secretary of a company who is not a member of ICSI, may quote his/her income-tax PAN); or
 Certificate of practice number of the company secretary (in whole time practice)

In case of a company secretary (in whole time practice), whether associate or fellow Associate Fellow

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

4. Particulars of payment of stamp duty

State or Union territory in respect of which stamp duty is paid

Type of document/ Particulars	Form 20A
*Total amount of stamp paper (in Rs.)	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>
Name of vendor authorised to sell stamp papers on behalf of the Government	
Serial number of stamp paper	
Registration number of vendor	
Date of purchase of stamp paper	<input type="text"/> (DD/MM/YYYY)
Place of purchase of stamp paper	

Attachments

1. *Copy of special resolution or approval letter from the Central Government

2. Optional attachment(s) - if any

List of attachments

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number* dated* (DD/MM/YYYY) to sign and submit this form.

I further declare that the company has paid correct stamp duty as per applicable Stamp Act.

To be digitally signed by

Director or secretary or company secretary (in whole-time practice)

*Director identification number of the director; or
 Membership number, if applicable or Income-tax permanent account number (income-tax PAN) of the secretary (secretary of a company who is not a member of ICSI, may quote his/her income-tax PAN); or
 Certificate of practice number of the company secretary (in whole time practice)

In case of a company secretary (in whole time practice), whether associate or fellow Associate Fellow

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

(d) for Form 44, the following Form shall be substituted, namely:-

FORM 44 [Pursuant to section 592 of the Companies Act, 1956]	Documents delivered for registration by a foreign company
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Note - All fields marked in * are to be mandatorily filled.

1. *Company name

2.(a) *Country where the company is registered (enter ISO country code)

(b) Country

3. *State of principal place of business in India

4. *Date of establishment of the principal place of business in India

(DD/MM/YYYY)

5. Full address of registered or principal office of foreign company [see sub-section (1) (b)]

(a) *Address Line I

Line II

(b) *City

(c) *State

(d) Country

(e) *Pin code

6. Address of principal place of business in India

(a) *Address Line I

Line II

(b) *City

(c) *District

(d) *State

(e) *Pin code

(f) Country

(g) *e-mail ID

7. Details of type of office and main division of business activity

(a) *Type of office

(b) If other, then
provide details

(c) *Main division of business activity to be carried out in India

(based on relevant sub class and description given in NIC-2004)

Description of the main division

List of persons resident in India and authorised to accept on behalf of the company service of process and any notices or other documents

8. *Number of persons authorised

Particulars of person authorised

(i). *Income-tax permanent account number (Income-tax PAN)

*Name of person resident in India authorised to accept on behalf of foreign company

Surname

Father's name Husband's name

*Designation

*Nationality *Date of birth (DD/MM/YYYY)

If already a director or promoter of a company then CIN of the company

*Occupation

Permanent residential address

*Line I

Line II

*City

*State *Pin code

*ISO country code

Country

Phone Fax

e-mail ID

*Whether present residential address is same as the permanent residential address Yes No

Present residential address

*Line I

Line II

*City

*State *Pin code

Country

Phone Fax

*Whether the person authorised has been appointed through power of attorney or by passing the resolution

Power of attorney Resolution

9. Particulars of payment of stamp duty

State or Union Territory in respect of which stamp duty is paid on foreign executed power of attorney

Type of document/ Particulars	Form 44
Total amount of stamp paid (in Rs.)	<input type="text"/>
Mode of payment of stamp duty	<input type="text"/>
Name of the office of the collector of stamps or prescribed authority for stamping in foreign executed documents as per Rule 18 of the Indian Stamp Act	
Serial number of embossing or stamps or treasury challan number	
Date of payment of stamp duty	<input type="text"/> (DD/MM/YYYY)
Place of payment of stamp duty	

Attachments

1. *Charter, statutes or memorandum and articles of association or other Instrument constituting or defining the constitution of the company(In the manner provided under Rule 16, 17 of the Companies (Central Government's) General Rules and Forms, 1956)

Attach

2. If the above documents are not in english then the translated version of the documents.

Attach

List of attachments

3. *Director(s) details - individuals

Attach

4. Director(s) details - bodies corporate

Attach

5. *Reserve bank of India approval letter

Attach

6. Secretary(s) details

Attach

7. *Power of attorney or board resolution in favour of the authorised representative(s)

Attach

8. Optional attachment(s) - if any

Attach

Remove attachment

Verification

I hereby confirm that I am duly authorised by the board of directors of the company to sign and submit this form and to the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

To be digitally signed by

Authorised representative of the foreign company
 *Income-tax PAN of the authorised representative

Modify

Check Form

Prescrutiny

Submit

For office use only:

This e-Form is hereby registered

Confirm submission

Digital signature of the authorising officer

(e) for Form 49, the following Form shall be substituted, namely:-

FORM 49

[Pursuant to sections 593(a) or (b) or (c) of the Companies Act, 1956]

Return of alteration in the charter, statute or memorandum and articles of association, address of the registered or principal office and directors and secretary of a foreign company

Note - All fields marked in * are to be mandatorily filled.

1. *Foreign company registration number

Pre-fill

2.(a) Name of the company

(b) Address of the principal place of business in India of the company

(c) *e-mail ID of the company

3. *Type of Return

- Part A: Alteration in charter, statute or memorandum of association (MoA) or articles of association (AoA)
 Part B: Alteration in registered or principal office
 Part C: Alteration in particulars of directors and secretaries

Part A

Particulars of alteration in charter, statute, memorandum or articles of association or other instrument constituting or defining the constitution of the company

4.(a)(i) Brief description of the alteration

(ii) Date of the extraordinary or annual general meeting (DD/MM/YYYY)

(iii) Type of resolution Ordinary Special

(iv) Whether there is any change in the name of the company Yes No

If yes, specify changed name of the company

Part B

Particulars of alteration in registered or principal office of the company

4.(b)(i) Address of new registered or principal office of the company in the country of incorporation

Address Line I

Line II

City

State Pin code

ISO country code

Country

(ii) Date of alteration (DD/MM/YYYY)

Part C

Alteration in particulars of directors and secretaries

4(c) Date of alteration (DD/MM/YYYY)
(Specify the earliest date)

Attachments

- 1. A copy of the general meeting resolution
- 2. Translated version of copy of general meeting resolution (in case it is not in english)
- 3. Copy of the amended document (memorandum and articles) (if type of return selected as A)
- 4. Director and secretary details (if type of return selected as C)
- 5. Optional attachment(s) - if any

List of attachments

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I am authorised by the Board of directors to sign and submit this form.

To be digitally signed by

Authorised representative of the foreign company

*Income-tax permanent account number of the authorised representative

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

Jitesh Khosla,
Joint Secretary.

Note: The principal rules were published in the Gazette of India Part II, section 3, sub-section (i) vide number G.S.R. 432 dated the 18th January, 1956 and subsequently amended vide the following notifications:-

Serial Number	Notification Number	Notification Date
1.	SRO 2535	1.11.1956
2.	SRO 3135	21.12.1956
3.	SRO 237	19.01.1957
4.	SRO 2105	29.1.1957
5.	SRO 3038	28.9.1957
6.	SRO 3867	7.12.1957
7.	GSR 48	22.2.1958
8.	GSR 723	23.8.1958
9.	GSR 750	30.8.1958
10.	GSR 1026	1.11.1958
11.	GSR 14	3.01.1959
12.	GSR 548	9.05.1959
13.	GSR 1140	17.10.1959
14.	GSR 1224	7.11.1959
15.	GSR 1364	12.12.1959
16.	GSR 220	27.2.1960
17.	GSR 595	28.5.1960
18.	GSR 195	18.2.1961
19.	GSR 814	24.6.1961
20.	GSR 1105	9.9.1961
21.	GSR 1408	25.11.1961
22.	GSR 653	12.5.1962
23.	GSR 344	2.3.1963
24.	GSR 628	13.4.1963
25.	GSR 97	16.1.1965
26.	GSR 822	12.6.1965
27.	GSR 1570	30.10.1965
28.	GSR 368	19.3.1966

29.	GSR 421	18.3.1966
30.	GSR 499	9.4.1966
31.	GSR 743	21.5.1966
32.	GSR 847	4.6.1966
33.	GSR 1266	13.8.1966
34.	GSR 130	20.1.1968
35.	GSR 667	30.6.1973
36.	GSR 327(E)	10.6.1975
37.	GSR 414(E)	16.7.1975
38.	GSR 2596	1.11.1975
39.	GSR 2828	13.12.1975
40.	GSR 154	31.1.1976
41.	GSR 248(E)	24.3.1976
42.	GSR 627	14.5.1977
43.	GSR 24(E)	9.1.1979
44.	GSR 1256	6.10.1979
45.	GSR 555(E)	4.9.1982
46.	GSR 479(E)	22.4.1988
47.	GSR 694(E)	10.6.1988
48.	GSR 782(E)	13.7.1988
49.	GSR 908(E)	7.9.1988
50.	GSR 1032(E)	26.10.1988
51.	GSR 449 (E)	17.4.1989
52.	GSR 510(E)	24.5.1990
53.	GSR 795(E)	18.9.1990
54.	GSR 289(E)	31.5.1991
55.	GSR 614(E)	3.10.1991
56.	GSR 754(E)	26.12.1991
57.	GSR 312(E)	6.3.1992
58.	GSR 353(E)	26.3.1992
59.	GSR 484(E)	11.5.1992
60.	GSR 581 (E)	27.8.1993
61.	GSR 621 (E)	24.9.1993
62.	GSR 286(E)	1.3.1994
63.	GSR 598(E)	28.7.1994
64.	GSR 697(E)	20.9.1994
65.	GSR 283(E)	21.3.1995
66.	GSR 424(E)	26.5.1995

67.	GSR 251(E)	21.6.1996
68.	GSR 97(E)	28.2.1997
69.	GSR 126(E)	1.3.1997
70.	GSR 16(E)	6.1.1999
71.	GSR 23(E)	12.1.1999
72.	GSR 130(E)	23.2.1999
73.	GSR 788(E)	29.11.1999
74.	GSR 58(E)	17.1.2000
75.	GSR 363 (E)	27.4.2000
76.	GSR 638(E)	26.7.2000
77.	GSR 836(E)	24.10.2000
78.	GSR 24(E)	15.01.2001
79.	GSR 35(E)	24.01.2001
80.	GSR 51(E)	31.01.2001
81.	GSR 96(E)	14.02.2001
82.	GSR 330(E)	07.05.2002
83.	GSR 5(E)	03.01.2003
84.	GSR 479(E)	12.06.2003
85.	GSR 580(E)	24.07.2003
86.	GSR 56(E)	10-02-2006
87.	GSR 555(E)	14-09-2006
88.	GSR 399 (E)	30-05-2007
89.	GSR 500 (E)	24-07-2007
90	GSR 720(E)	16-11-2007
91	GSR 655(E)	12-9-2008
92	GSR 788(E)	14-11-2008
93	GSR 824 (E)	28-11-2008
94	GSR 835(E)	04-12-2008
95	GSR 868(E)	22-12-2008
96	GSR 872(E)	23-12-2008
97	GSR 876(E)	24-12-2008
98	GSR 183(E)	20-03-2009