

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

GOVERNMENT OF INDIA
Ministry of Corporate Affairs

Notification

New Delhi, the 10.07.2012

G.S.R. (E).- In exercise of the powers conferred by clauses (a) and (b) of sub-section (1) of section 642 of the Companies Act, 1956 (1 of 1956) read with sections 20 and 21 of the Companies Act, 1956, and all other powers enabling the Central Government to make rules, the Central Government hereby makes the following rules further 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 (Amendment) Rules, 2012.

(2) They shall come into force with effect from 12th August, 2012.

2. After rule 4BBA of the Companies (Central Government's) General Rules and Forms, 1956 (hereinafter referred to as the said rules), the following rule shall be inserted, namely:-

"4BBB Petition under section 17.-

(1) The company shall, not less than one month before filing any petition in Form 1 as referred in Annexure 'E' alongwith Form 24AAA as referred in Annexure 'A' under sub-section (2) of section 17,-

- (i) publish a general notice, at least once, in a daily newspaper published in English and in the principal language of the State in which the registered office of the company is situated, clearly indicating the substance of the petition and stating that any person whose interest is likely to be affected by the proposed alteration of the Memorandum of Association and may intimate to the Regional Director within twenty-one days of the date of publication of that notice, the nature of interest and grounds of opposition ; and
- (ii) serve, by certificate of posting, individual notice to the effect set out in clause (i) above on each debenture-holder and creditor of the company.

(2) Where the petition seeks to shift the registered office of the company from one State to another, a notice together with copy of the petition shall also be served by the company, by registered post, on the Chief Secretary to the Government of the State in which the registered office of the company is situated, or, where the registered office of the company is situated in a Union territory, to the Administrator of the Union territory.

(3) Any person intending to oppose the petition shall within twenty-one days from the date of service or publication of the notice, as the case may be, deliver, or cause to be delivered, or send by registered post, the objections supported by an affidavit, in original, to the Regional Director and shall also serve a copy of the objections on the company at its registered office.

(4) If no response is received by the Regional Director within the time specified in sub-rule (3), all the person concerned shall be deemed to have consented to the alteration proposed in the petition:

Provided that the Regional Director, may, if he thinks fit, permit any person to file objections, even after the final hearing after giving notice to the company.

(5) The company shall prove the dispatch, publication and service of notice by an affidavit and such affidavit shall be enclosed with the petition.

(6) A petition under section 17 shall contain a list stating the name and addresses of the creditors and debenture holders and the amount due to each of them up to the latest practicable date preceding the date of filing of the petition which shall not precede the date of filing the petition by more than one month.

(7) The Secretary of the company, if any, and not less than two directors of the company, one of whom shall be a managing director, where there is one, shall file an affidavit to the effect that they have made a full inquiry into the affairs of the company and, having done so, have formed the opinion that the list referred to in sub-rule (6) is correct, and the estimated values as given in the list of the debts or claims payable on a contingency or not ascertained are proper estimates of the values of such debts and claims included in the list and the same are borne out by the books and records of the company and that there are no other debts, or claims against, the company to their knowledge.

(8) Duly authenticated copy of the list of creditors and debenture-holders showing their names, addresses and the amounts due to each of them shall be kept at the registered office of the company and any person desirous of inspecting the same may, at any time, during normal working hours of business, inspect and take extracts of the same on payment of fifty rupees to the company.

(9) Where no objection has been received from any of the parties, the Regional Director may pass necessary orders with or without hearing”.

3. After rule 6B of the said rules, the following rules shall be inserted, namely:-

“6C Petition under section 141.-

(1) A petition to the Regional Director under section 141 shall be prepared in Form 1 as referred in Annexure ‘E’ alongwith Form 24AAA as referred in Annexure ‘A’ and presented by the petitioner or through authorized representative to the office of the Regional Director electronically.

(2) The petitioner shall serve a copy of the petition, reference or application on the respondent or respondents, as the case may be, and produce evidence of such service.

(3) Notwithstanding anything contained in sub-rule (1) and (2), the Regional Director may permit more than one person to join together and file a single petition if he is satisfied, having regard to the cause of action and the nature of relief prayed for, that they have a common interest in the matter.

(4) Every petition, shall be accompanied by an affidavit verifying the same and shall be drawn up in the first person and shall state the full name, age, occupation and complete residential address of the deponent and shall be signed by the deponent and sworn before the person specified in section 558 of the Act.

(5) Where the deponent is not personally known to the person before whom the affidavit under sub-rule (4) is sworn, he shall be identified by a person who is known to the person before whom the affidavit is sworn.

(6) Every affidavit under sub-rule (4) shall clearly and separately indicate the statements which are true to the -

- (a) knowledge of the deponent ; or
- (b) information received by the deponent ; or
- (c) belief of the deponent ; or
- (d) information based on legal advice.

(7) Where the statement referred to in sub-rule (6) is stated to be true to the information received by the deponent, the affidavit shall also include the name and complete residential address of the person from

whom the information has been received by the deponent and whether the deponent believes that information to be true.

6D. Petition under section 188.-

(1) A petition to the Regional Director under section 188 shall be prepared in Form 1 as referred in Annexure 'E' alongwith Form 24AAA as referred in Annexure 'A' and presented by the petitioner in person or through authorised representative to the office of the Regional Director electronically.

(2) The petitioner shall serve a copy of the petition on the respondent or respondents, as the case may be, and produce evidence of such service.

(3) Notwithstanding anything contained in sub-rules (1) and (2), the Regional Director may permit more than one person to join together and file a single petition if he is satisfied, having regard to the cause of action and the nature of relief prayed for, that they have a common interest in the matter.

(4) Every petition, shall be accompanied by an affidavit verifying the same and shall be drawn up in the first person and shall state the full name, age, occupation and complete residential address of the deponent and shall be signed by the deponent and sworn before the person specified in section 558 of the Act.

(5) Where the deponent is not personally known to the person before whom the affidavit under sub-rule (4) is sworn, he shall be identified by a person who is known to the person before whom the affidavit is sworn.

(6) Every affidavit under sub-rule (4) shall clearly and separately indicate the statements which are true to the -

- (a) knowledge of the deponent ; or
- (b) information received by the deponent ; or
- (c) belief of the deponent ; or
- (d) information based on legal advice.

(7) Where the statement referred to in sub-rule (6) is stated to be true to the information received by the deponent, the affidavit shall also include the name and complete residential address of the person from whom the information has been received by the deponent and whether the deponent believes that information to be true.

6E. Contents of petition.- Every petition shall set forth-

- (i) the name of the company, with its status,
- (ii) date of incorporation,
- (iii) the address of its registered office,
- (iv) authorised capital, paid-up capital with division of different classes of shares and terms of issue, if any, in the case of preference shares,
- (v) main objects in brief, for which the company was formed,
- (vi) present business activities of the company,
- (vii) grounds for such petition and the nature of relief(s) prayed for.

6F. Documents to accompany the petition.-

(1) A petition under section 17, section 141 or section 188 shall be accompanied by documents specified in Annexure E.

(2) Documents referred to in sub-rule (1) may be attested by the party or the authorised representative or the advocate.

(3) Where the petition is filed by the authorised representative, memorandum of appearance shall be appended to the petition as in Form 2 as referred in Annexure E.”

4. In Annexure ‘A’ to the said rules, after form 24AA, the following form shall be inserted, namely:-

FORM 24AAA

[Pursuant to sections 17, 18, 19, 141 and 188 of the Companies Act, 1956]

Form for filing petitions to Central Government
(Regional Director)

Form Language English हिन्दी

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

1.* Category of applicant

2(a)* Corporate identity number (CIN) or Foreign company registration number (FCRN) of company

Pre-Fill

(b) Global location number (GLN) of company

3(a) Name of the company

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

(c) e-mail ID of the company

4. Details of applicant (in case category is others)

(a) Name

(b) Address Line I

Line II

(c) City

(d) State

(e) ISO country code

(f) Country

(g) Pin code

(h) e-mail ID

5.* Please indicate the purpose of the petition

- Petition for shifting of registered office of the company from one State to another under section 17
- Petition under section 18
- Petition under section 19
- Petition for condonation of delay in filing charge forms under section 141
- Petition under section 188

6(a) Service request number (SRN) of relevant form

Pre-Fill

(Mention the SRN of relevant form 8, 10, 17 or any other form, if applicable)

(b) Date of SRN

(DD/MM/YYYY)

(c) Date of passing special or ordinary resolution

(DD/MM/YYYY)

7(a) Charge creation identification (ID) number

Pre-Fill

(b) Name of chargeholder or ARC or assignee

(c) Address of chargeholder or ARC or assignee

(d) e-mail ID

8.* Details of petition

Attachments

1.* Copy of petition

Attach

2.* Affidavit verifying the petition

Attach

3. Copy of the notice calling for the meeting with Explanatory Statement

Attach

4. Copy of the Special Resolution sanctioning the alteration by the members of the company

Attach

5. Copy of the minutes of the meeting at which the special resolution was passed

Attach

List of attachments

6. Memorandum of appearance with copy of the Board Resolution or the executed vakalatnama, as the case may be

Attach

7. Affidavit providing dispatch and service of notice together with newspaper cuttings

Attach

8. Affidavit verifying list of creditors as per regulation 36(7)

Attach

9. Copy of the resolution envisaged by section 292(1) (b) or (c) and section 293(1) (d), as may be applicable.

Attach

10. Optional attachment(s) - if any

Attach

Remove attachment

Verification

- * To the best of my knowledge and belief, the information given in this petition 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 application.

To be digitally signed by

Managing Director or director or manager or secretary (in case of an Indian company) or an authorised representative (in case of foreign company)

Designation

Director identification number of the director or Managing Director; or Income-tax PAN of the manager or authorised representative; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

To be digitally signed by

In case form is being signed by chargeholder or ARC or assignee or chartered accountant (in whole-time practice) or company secretary (in whole-time practice) or cost accountant (in whole-time practice) or others

Designation

Capacity

Whether associate or fellow

Associate

Fellow

Membership number or certificate of practice number

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

Confirm submission

This e-Form is hereby rejected

Date of signing

(DD/MM/YYYY)

5. After Annexure 'D' to the said rules, the following Annexure shall be inserted, namely:-

"Annexure 'E'

"FORM 1

(See rule 6B, 6C and 6D)

**[Form for filing petitions to the Central Government (Regional Director)
(pursuant to section 17, 141 and 188 of the Companies Act, 1956)]**

BEFORE THE REGIONAL DIRECTOR, /

IN THE MATTER OF THE COMPANIES ACT, 1956, SECTION

IN THE MATTER OF.....

(State the name and registered office address of the company)

AND

IN THE MATTER OF (Petitioner)

(state the name and address of the petitioner)

OR

(where applicable)

AB

Versus

CD

	Details of petition
1.	Particulars of the company, whether petitioner or not
2.	Particulars of the petitioner(s) (need not be stated where company is the petitioner) (Name, description, father's / husband's name, occupation, capacity, i.e. qua shareholder, qua depositor and address of the petitioner(s))
3.	Particulars of respondent(s) need not be stated where company is the respondent) (Name, description, father's / husband's name, occupation, capacity, i.e. qua shareholder, qua depositor and address of the petitioner(s))
4.	Jurisdiction of the Regional Director/Registrar of Companies The petitioner declares that the subject-matter of the petition is within the jurisdiction of the Regional Director/Registrar of Companies.

5.	<p>Limitation</p> <p>The petitioner further declares that the petition is within the limitation laid down in section of the Companies Act, 1956 (or securities Act, 1956) (where applicable)</p>
6.	<p>Facts of the case are give below</p> <p>(Give here a concise statement of facts in a chronological order, each paragraph containing as nearly as possible a separate issue, fact or otherwise.</p>
7.	<p>Matters not previously filed or pending with any other Court.</p> <p>The petitioner further declares that he had not previously filed any application, writ petition or suit regarding the matter in respect of which this petition has been made, before any court of law or any other authority or any other Bench or the Board and not any such application, writ petition or suit is pending before any of them.</p>
8.	<p>Relief(s) sought.</p> <p>In view of the facts mentioned in para above , the petitioner prays for the following relief(s): (Specify below the relief(s) sought explaining the ground for relief(s) and the legal provisions (if any) relied upon)</p>
9.	<p>Interim order, if any, prayed for. Pending final decision on the petition, the petitioner seeks issue of the following interim order:</p> <p>(Give here the nature of the interim order prayed for with reasons)</p>
10.	<p>List of enclosures</p> <p>(See rule 6 F)</p> <ol style="list-style-type: none"> 1. 2. 3. 4.

Signature of the Petitioner

FORM 2
[See rule 6 F (3)]
Memorandum of appearance

To

The Regional Director/Registrar of Companies

.....,

In the matter of Petitioner.

Versus

..... Respondent

Sir,

Please take notice that I, _____, Secretary in whole-time practice/ practising Chartered Accountant/ practising Cost & Works Accountant, duly authorised to enter appearance, and do hereby enter appearance, on behalf of petitioner/ opposite party before the Regional Director/Registrar of Companies/Government of..... in the above-mentioned petition.

*A copy of the resolution passed by the Board of Directors authorising me to enter appearance and to act for every purpose connected with the proceedings for the said party is enclosed, duly signed by me for identification.

Yours sincerely,

Dated day of

.....

.....

Address:.....

Membership No.....

(Telephone No.....)

Enclosure: as aforesaid".

*Strike, if not applicable.

DOCUMENTS TO BE ATTACHED WITH A PETITION

(See rule 6F)

17(2)	Petition for confirming alteration in Memorandum of Association as to change of place of the registered office from one State to another or with respect to objects of a company	<ol style="list-style-type: none"> 1. Copy of the notice calling for the meeting with Explanatory Statement 2. Copy of the Special Resolution sanctioning the alteration by the members of the company. 3. Copy of the minutes of the meeting at which the Special Resolution was passed. 4. Affidavit verifying the petition. 5. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be. 6. Affidavit proving dispatch and service of notice together with newspaper cuttings. 7. Affidavit verifying list of creditors as per regulation 36(7). 8. Acknowledgment receipt from the Chief Secretary of the State Government/ Administrator, where applicable
141(1) and (3)	Petition for extension of time or condonation of delay in filing the particulars of a charge or modification of a charge or limitation of payment or satisfaction of a charge with the Registrar of Companies.	<ol style="list-style-type: none"> 1. Copy of the resolution envisaged by Section 292(1) (b) or (c) and section 293(1) (d), as may be applicable. 2. Affidavit verifying the petition. 3. Memorandum of appearance with copy of the Board Resolution or the executed Vakalatnama, as the case may be.
188(5)	Application for order as to whether the rights conferred are being abused to secure needless publicity for defamatory matter and to order company's costs to be paid in whole or in part by the requisitionists.	<ol style="list-style-type: none"> 1. Affidavit verifying the petition. 2. Memorandum of appearance or duly executed Vakalatnama."

Renuka Kumar,
Joint Secretary to the Government of India

Note:- The principal notification was published in the Gazette of India, Part II, Section 3, Sub-section (i) vide number G.S.R. 432(E) 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	19.1.1957
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	3.1.1959
12.	GSR 548	9.5.1959
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	09.09.1961
21.	GSR 1408	25.11.1961
22.	GSR 653	12.05.1962
23.	GSR 344	02.03.1963
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)	12-09-2008
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
99.	GSR 257(E)	17-04-2009
100.	GSR 284(E)	24-04-2009
101.	GSR 643(E)	07-09-2010
102.	GSR 649(E)	08-09-2010
103.	GSR 78 (E)	10-02-2011
104.	GSR 259(E)	26-03-2011
105.	GSR 351(E)	29-04-2011
106.	GSR 407(E)	26-05-2011

107.	GSR 408(E)	26-05-2011
108.	GSR 514(E)	07-07-2011
109.	GSR 533(E)	14-07-2011
110.	GSR 618(E)	10-08-2011
111.	GSR 716(E)	23-09-2011
112.	GSR 749(E)	05-10-2011