

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 31st March, 2014

G.S.R. 259 (E).—In exercise of the powers conferred under second proviso to sub-section (1), sub-section (4), clause (f) of sub-section (6) of section 149, sub-sections (3) and (4) of section 150, section 151, sub-section (5) of section 152, section 153, section 154, section 157, section 160, sub-section (1) of section 168 and section 170 read with section 469 of the Companies Act, 2013, and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely:-

1. Short title and commencement.—(1) These rules may be called the Companies (Appointment and Qualification of Directors) Rules, 2014.

(2) They shall come into force on the 1st day of April, 2014.

2. Definitions.—(1) In these rules, unless the context otherwise requires,—

(a) "Act" means the Companies Act, 2013 (18 of 2013);

(b) "Annexure" means the Annexure to these rules;

(c) "digital signature" means the digital signature as defined under clause (p) of sub-section (1) of section 2 of the Information Technology Act, 2000 (21 of 2000);

(d) "Director Identification Number" (DIN) means an identification number allotted by the Central Government to any individual, intending to be appointed as director or to any existing director of a company, for the purpose of his identification as a director of a company;

Provided that the Director Identification Number (DIN) obtained by the individuals prior to the notification of these rules shall be the DIN for the purpose of the Companies Act, 2013:

Provided further that "Director Identification Number" (DIN) includes the Designated Partnership Identification Number (DPIN) issued under section 7 of the Limited Liability Partnership Act, 2008 (6 of 2009) and rules made thereunder:

(e) "electronic record" means the electronic record as defined under clause (t) of sub-section (1) of section 2 of the Information Technology Act, 2000 (21 of 2000);

(f) "electronic Registry" means an electronic repository or storage system of the Central Government in which the information or documents are received, stored, protected and preserved in electronic form;

(g) "Fees" means the fees as specified in the Companies (Registration Offices and Fees) Rules, 2014;

(h) "Form" or "e-Form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates;

(i) "Regional Director" means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director;

(j) "section" means section of the Act;

(k) For the purposes of clause (d) of sub-section (1) of section 164 and clause (f) of sub-section (1) of section 167 of the Act, "or otherwise" means any offence in respect of which he has been convicted by a Court under the Act or under the Companies Act, 1956.

(2) Words and expressions used in these rules and not defined but defined under the Act or under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Securities and Exchange Board of India Act, 1992 (15 of 1992) or the Depositories Act, 1996 (22 of 1996) or the Information Technology Act, 2000 (21 of 2000) or the Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act or in those Acts or such rules.

3. Woman director on the Board.—The following class of companies shall appoint at least one woman director-

(i) every listed company;

(ii) every other public company having -

(a) paid-up share capital of one hundred crore rupees or more; or

(b) turnover of three hundred crore rupees or more:

Provided that a company, which has been incorporated under the Act and is covered under provisions of second proviso to sub-section (1) of section 149 shall comply with such provisions within a period of six months from the date of its incorporation:

Provided further that any intermittent vacancy of a woman director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later.

Explanation. - For the purposes of this rule, it is hereby clarified that the paid up share capital or turnover, as the case may be, as on the last date of latest audited financial statements shall be taken into account.

4. Number of Independent directors.—The following class or classes of companies shall have at least two directors as independent directors -

(i) the Public Companies having paid up share capital of ten crore rupees or more; or

(ii) the Public Companies having turnover of one hundred crore rupees or more; or

(iii) the Public Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees:

Provided that in case a company covered under this rule is required to appoint a higher number of independent directors due to composition of its audit committee, such higher number of independent directors shall be applicable to it:

Provided further that any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later:

Provided also that where a company ceases to fulfil any of three conditions laid down in sub-rule (1) for three consecutive years, it shall not be required to comply with these provisions until such time as it meets any of such conditions;

Explanation. - For the purposes of this rule, it is here by clarified that, the paid up share capital or turnover or outstanding loans, debentures and deposits, as the case may be, as existing on the last date of latest audited financial statements shall be taken into account:

Provided that a company belonging to any class of companies for which a higher number of independent directors has been specified in the law for the time being in force shall comply with the requirements specified in such law.

5. Qualifications of independent director.—An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.

6. Creation and maintenance of data bank of persons offering to become independent directors.—(1) Any body, institute or association (hereinafter to be referred as "the agency"), which has been authorised in this behalf by the Central Government shall create and maintain a data bank of persons willing and eligible to be appointed as independent director and such data bank shall be placed on the website of the Ministry of Corporate Affairs or on any other website as may be approved or notified by the Central Government.

(2) The data bank referred to in sub-rule (1) shall contain the following details in respect of each person included in the data bank to be eligible and willing to be appointed as independent director—

- (a) DIN (Director Identification Number);
- (b) the name and surname in full;
- (c) income-tax PAN ;
- (d) the father's name and mother's name and Spouse's name (if married) ;
- (e) the date of Birth;
- (f) gender;
- (g) the nationality;
- (h) the occupation;
- (i) full Address with PIN Code (present and permanent);
- (j) phone number;
- (k) e-mail id;
- (l) the educational and professional qualifications;
- (m) experience or expertise, if any;
- (n) any legal proceedings initiated or pending against such person;
- (o) the list of limited liability partnerships in which he is or was a designated partner along with—
 - (i) the name of the limited liability partnership;
 - (ii) the nature of industry; and
 - (iii) the duration- with dates;
- (p) the list of companies in which he is or was director along with —
 - (i) the name of the company;

- (ii) the nature of industry;
- (iii) the nature of directorship – Executive or Non-executive or Managing Director or Independent Director or Nominee Director; and
- (iv) duration – with dates.

(3) A disclaimer shall be conspicuously displayed on the website hosting the databank that a company must carry out its own due diligence before appointment of any person as an independent director and “the agency” maintaining the databank or the Central Government shall not be held responsible for the accuracy of information or lack of suitability of the person whose particulars form part of the databank.

(4) Any person who desires to get his name included in the data bank of independent directors shall make an application to “the agency” in Form DIR-1.

(5) The agency may charge a reasonable fee from the applicant for inclusion of his name in the data bank of independent directors.

(6) Any person who has applied for inclusion of his name in the data bank of independent directors or any person whose name appears in the data bank, shall intimate to the agency about any changes in his particulars within fifteen days of such change.

(7) The databank posted on the website shall —

- (a) be accessible at the specified website;
- (b) be substantially identical to the physical version of the data bank;
- (c) be searchable on the parameters specified in sub-rule (2);
- (d) be presented in a format or formats convenient for both printing and viewing online; and
- (e) contain a link to obtain the software required to view or print the particulars free of charge.

7. Small shareholders' director.—(1) A listed company, may upon notice of not less than one thousand small shareholders or one-tenth of the total number of such shareholders, whichever is lower, have a small shareholders' director elected by the small shareholders:

Provided that nothing in this sub-rule shall prevent a listed company to opt to have a director representing small shareholders suo motu and in such a case the provisions of sub-rule (2) shall not apply for appointment of such director.

(2) The small shareholders intending to propose a person as a candidate for the post of small shareholders' director shall leave a notice of their intention with the company at least fourteen days before the meeting under their signatures specifying the name, address, shares held and folio number of the person whose name is being proposed for the post of director and of the small shareholders who are proposing such person for the office of director:

Provided that if the person being proposed does not hold any shares in the company, the details of shares held and folio number need not be specified in the notice:

(3) The notice shall be accompanied by a statement signed by the person whose name is being proposed for the post of small shareholders' director stating —

- (a) his Director Identification Number;

- (b) that he is not disqualified to become a director under the Act; and
- (c) his consent to act as a director of the company

(4) Such director shall be considered as an independent director subject to, his being eligible under sub-section (6) of section 149 and his giving a declaration of his independence in accordance with sub-section (7) of section 149 of the Act.

(5) The appointment of small shareholders' director shall be subject to the provisions of section 152 except that-

- (a) such director shall not be liable to retire by rotation;
- (b) such director's tenure as small shareholders' director shall not exceed a period of three consecutive years; and
- (c) on the expiry of the tenure, such director shall not be eligible for re-appointment.

(6) A person shall not be appointed as small shareholders' director of a company, if the person is not eligible for appointment in terms of section 164.

(7) A person appointed as small shareholders' director shall vacate the office if -

- (a) the director incurs any of the disqualifications specified in section 164;
- (b) the office of the director becomes vacant in pursuance of section 167;
- (c) the director ceases to meet the criteria of independence as provided in sub-section (6) of section 149.

(8) No person shall hold the position of small shareholders' director in more than two companies at the same time:

Provided that the second company in which he has been appointed shall not be in a business which is competing or is in conflict with the business of the first company.

(9) A small shareholders' director shall not, for a period of three years from the date on which he ceases to hold office as a small shareholders' director in a company, be appointed in or be associated with such company in any other capacity, either directly or indirectly.

8. Consent to act as director.—Every person who has been appointed to hold the office of a director shall on or before the appointment furnish to the company a consent in writing to act as such in Form DIR-2:

Provided that the company shall, within thirty days of the appointment of a director, file such consent with the Registrar in Form DIR-12 along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

9. Application for allotment of Director Identification Number.—(1) Every individual, who is to be appointed as director of a company shall make an application electronically in Form DIR-3, to the Central Government for the allotment of a Director Identification Number (DIN) along with such fees as provided in the Companies (Registration Offices and Fees) Rules, 2014.

(2) The Central Government shall provide an electronic system to facilitate submission of application for the allotment of DIN through the portal on the website of the Ministry of Corporate Affairs.

(3) (a) The applicant shall download Form DIR-3 from the portal, fill in the required particulars sought therein and sign the form and after attaching copies of the following documents, scan and file the entire set of documents electronically—

- (i) photograph;

- (ii) proof of identity;
- (iii) proof of residence;
- (iv) verification by the applicant for applying for allotment of DIN in Form DIR-4; and
- (v) specimen signature duly verified.

(b) Form DIR-3 shall be signed and submitted electronically by the applicant using his or her own Digital Signature Certificate and shall be verified digitally by -

- (i) a chartered accountant in practice or a company secretary in practice or a cost accountant in practice; or
- (ii) a company secretary in full time employment of the company or by the managing director or director of the company in which the applicant is to be appointed as director.

10. Allotment of DIN.- (1) On the submission of the Form DIR-3 on the portal and payment of the requisite amount of fees through online mode the provisional DIN shall be generated by the system automatically which shall not be utilized till the DIN is confirmed by the Central Government.

(2) After generation of the provisional DIN, the Central Government shall process the applications received for allotment of DIN under sub-rule (2) of rule 9, decide on the approval or rejection thereof and communicate the same to the applicant along with the DIN allotted in case of approval by way of a letter by post or electronically or in any other mode, within a period of one month from the receipt of such application.

(3) If the Central Government, on examination, finds such application to be defective or incomplete in any respect, it shall give intimation of such defect or incompleteness, by placing it on the website and by email to the applicant who has filed such application, directing the applicant to rectify such defects or incompleteness by resubmitting the application within a period of fifteen days of such placing on the website and email:

Provided that the Central Government shall -

- (a) reject the application and direct the applicant to file fresh application with complete and correct information, where the defect has been rectified partially or the information given is still found to be defective;
- (b) treat and label such application as invalid in the electronic record in case the defects are not removed within the given time; and
- (c) inform the applicant either by way of letter by post or electronically or in any other mode.

(4) In case of rejection or invalidation of application, the provisional DIN so allotted by the system shall get lapsed automatically and the fee so paid with the application shall neither be refunded nor adjusted with any other application.

(5) All Director Identification Numbers allotted to individual(s) by the Central Government before the commencement of these rules shall be deemed to have been allotted to them under these rules.

(6) The Director Identification Number so allotted under these rules is valid for the life-time of the applicant and shall not be allotted to any other person.

11. Cancellation or surrender or Deactivation of DIN.- The Central Government or Regional Director (Northern Region), Noida or any officer authorised by the Regional Director may, upon being satisfied on verification of particulars or documentary proof attached with the application received from any person, cancel or deactivate the DIN in case —

- (a) the DIN is found to be duplicated in respect of the same person provided the data related to both the DIN shall be merged with the validly retained number;

- (b) the DIN was obtained in a wrongful manner or by fraudulent means;
- (c) of the death of the concerned individual;
- (d) the concerned individual has been declared as a person of unsound mind by a competent Court;
- (e) if the concerned individual has been adjudicated an insolvent:

Provided that before cancellation or deactivation of DIN pursuant to clause (b), an opportunity of being heard shall be given to the concerned individual;

(f) on an application made in Form DIR-5 by the DIN holder to surrender his or her DIN along with declaration that he has never been appointed as director in any company and the said DIN has never been used for filing of any document with any authority, the Central Government may deactivate such DIN:

Provided that before deactivation of any DIN in such case, the Central Government shall verify e-records.

Explanation.- For the purposes of clause (b) -

- (i) the term “wrongful manner” means if the DIN is obtained on the strength of documents which are not legally valid or incomplete documents are furnished or on suppression of material information or on the basis of wrong certification or by making misleading or false information or by misrepresentation;
- (ii) the term “fraudulent means” means if the DIN is obtained with an intent to deceive any other person or any authority including the Central Government.

12. Intimation of changes in particulars specified in DIN application. - (1) Every individual who has been allotted a Director Identification Number under these rules shall, in the event of any change in his particulars as stated in Form DIR-3, intimate such change(s) to the Central Government within a period of thirty days of such change(s) in Form DIR-6 in the following manner, namely;-

- (i) the applicant shall download Form DIR-6 from the portal and fill in the relevant changes, attach copy of the proof of the changed particulars and verification in the Form DIR-7 all of which shall be scanned and submitted electronically;
- (ii) the form shall be digitally signed by a chartered accountant in practice or a company secretary in practice or a cost accountant in practice;
- (iii) the applicant shall submit the Form DIR-6;

(2) The Central Government, upon being satisfied, after verification of such changed particulars from the enclosed proofs, shall incorporate the said changes and inform the applicant by way of a letter by post or electronically or in any other mode confirming the effect of such change in the electronic database maintained by the Ministry.

(3) The DIN cell of the Ministry shall also intimate the change(s) in the particulars of the director submitted to it in Form DIR-6 to the concerned Registrar(s) under whose jurisdiction the registered office of the company(s) in which such individual is a director is situated.

(4) The concerned individual shall also intimate the change(s) in his particulars to the company or companies in which he is a director within fifteen days of such change.

13. Notice of candidature of a person for directorship.- The company shall, at least seven days before the general meeting, inform its members of the candidature of a person for the office of a director or the intention of a member to propose such person as a candidate for that office-

(1) by serving individual notices, on the members through electronic mode to such members who have provided their email addresses to the company for communication purposes, and in writing to all other members; and

(2) by placing notice of such candidature or intention on the website of the company, if any:

Provided that it shall not be necessary for the company to serve individual notices upon the members as aforesaid, if the company advertises such candidature or intention, not less than seven days before the meeting at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and circulating in that district, and at least once in English language in an English newspaper circulating in that district.

14. Disqualification of directors under sub-section (2) of section 164.-

(1) Every director shall inform to the company concerned about his disqualification under sub-section (2) of section 164, if any, in Form **DIR-8** before he is appointed or re-appointed.

(2) Whenever a company fails to file the financial statements or annual returns, or fails to repay any deposit, interest, dividend, or fails to redeem its debentures, as specified in sub-section (2) of section 164, the company shall immediately file Form **DIR-9**, to the Registrar furnishing therein the names and addresses of all the directors of the company during the relevant financial years.

(3) When a company fails to file the Form **DIR-9** within a period of thirty days of the failure that would attract the disqualification under sub-section (2) of section 164, officers of the company specified in clause (60) of section 2 of the Act shall be the officers in default.

(4) Upon receipt of the Form **DIR-9** under sub-rule (2), the Registrar shall immediately register the document and place it in the document file for public inspection.

(5) Any application for removal of disqualification of directors shall be made in Form **DIR-10**.

15. Notice of resignation of director.- The company shall within thirty days from the date of receipt of notice of resignation from a director, intimate the Registrar in Form **DIR-12** and post the information on its website, if any.

16. Copy of resignation of director to be forwarded by him.- Where a director resigns from his office, he shall within a period of thirty days from the date of resignation, forward to the Registrar a copy of his resignation along with reasons for the resignation in Form **DIR-11** along with the fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

17. Register of directors and key managerial personnel.- (1) Every company shall keep at its registered office a register of its directors and key managerial personnel containing the following particulars, namely:-

- (a) Director Identification Number (optional for key managerial personnel);
- (b) present name and surname in full;
- (c) any former name or surname in full;
- (d) father's name, mother's name and spouse's name(if married) and surnames in full;
- (e) date of birth;
- (f) residential address (present as well as permanent);
- (g) nationality (including the nationality of origin, if different);

- (h) occupation;
- (i) date of the board resolution in which the appointment was made;
- (j) date of appointment and reappointment in the company;
- (k) date of cessation of office and reasons therefor;
- (l) office of director or key managerial personnel held or relinquished in any other body corporate;
- (m) membership number of the Institute of Company Secretaries of India in case of Company Secretary, if applicable; and
- (n) Permanent Account Number (mandatory for key managerial personnel if not having DIN);

(2) In addition to the details of the directors or key managerial personnel, the company shall also include in the aforesaid Register the details of securities held by them in the company, its holding company, subsidiaries, subsidiaries of the company's holding company and associate companies relating to-

- (a) the number, description and nominal value of securities;
- (b) the date of acquisition and the price or other consideration paid;
- (c) date of disposal and price and other consideration received;
- (d) cumulative balance and number of securities held after each transaction;
- (e) mode of acquisition of securities ;
- (f) mode of holding – physical or in dematerialized form; and
- (g) whether securities have been pledged or any encumbrance has been created on the securities.

18. Return containing the particulars of directors and the key managerial personnel. - A return containing the particulars of appointment of director or key managerial personnel and changes therein, shall be filed with the Registrar in Form DIR-12 along with such fee as may be provided in the Companies (Registration Offices and Fees) Rules, 2014 within thirty days of such appointment or change, as the case may be.

Annexure**Form DIR-1****Application for inclusion of name in the databank of Independent Directors**

[Pursuant to section 150 of the Act and rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014]

PART – A : Information and Particulars to be given at the time of Application**A. Personal Details**

1. Name
2. Gender
3. Date of Birth
4. Nationality
5. Residential Address
6. E-Mail ID
7. Phone or Mobile Number

B. Educational Details

1. Qualifications
2. Details of Training undergone, if any

C. Professional Details and work experience

1. Brief description of professional career and expertise
2. Current Position
3. Current job profile
4. Total years of experience
5. Past work experience

Name of the Organisation or Company	Date of joining	Date of leaving	Nature of job or responsibilities or duties performed

D. Details of Board positions

1. List of companies in which directorship held during the past five years
2. Number of current directorships held
3. Number of current memberships of Board committees held

E. Other information, if any, considered relevant

Part – B: Changes in the information or particulars, if any, to be given subsequently

(a) Earlier Information or particulars given vide Form _____ dated _____ :-

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(b) New information or particulars

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Date:

Signature:

Place:

Name:

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, 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 NO. DIR.3

[Pursuant to section 153 of The Companies Act, 2013 & Rule 9(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 & Rule 10 of Limited Liability Partnership Rules, 2009]


Application for allotment of Director Identification Number

- All fields marked in * are to be mandatorily filled.
- Income-tax Permanent Account Name (Income-tax PAN) is mandatory in case of Indian nationals and in such case applicant details should be as per Income-tax PAN. In case the details as per Income-tax PAN are incorrect, applicant is advised to first correct the details in Income-tax PAN. Refer instruction kit for details.
- In case of foreign nationals, Passport number is mandatory.

1. Applicant's name (Enter full name and do not use abbreviations)

(a) First name

(b) Last name

(c) Middle name

2. Father's name (Even married women must give father's name)

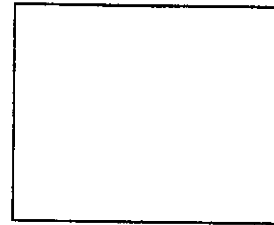
(a) First name

(b) Last name

(c) Middle name

3. Whether a citizen of India Yes No

4. Nationality

Photograph


(Attach a latest passport size photograph by clicking on above box)

Remove Photograph

5. Whether resident in India Yes No

6. (a) Occupation Type Self-employed Professional Homemaker Student Serviceman

Area of Occupation

If 'other' selected, specify

(b) Educational qualification

7. Date of birth (DD/MM/YYYY)

8. Gender Male Female Transgender

9. Place of birth

10. Income-Tax permanent account number

Verify Income-tax PAN details

11. Voter's identity card number

12. Passport number

13. Driving license number

14. Aadhaar number		<input type="text"/>	
15. Permanent residential address			
*Line I	<input type="text"/>		
Line II	<input type="text"/>		
*City	<input type="text"/>		
*State	<input type="text"/>	*Pin code	<input type="text"/>
* ISO country code	<input type="text"/>		
Country	<input type="text"/>		
*Phone	<input type="text"/>	Mobile	<input type="text"/>
		Fax	<input type="text"/>
*e-mail ID	<input type="text"/>		
16. *Whether present residential address is same as permanent residential address o Yes o No			
17. Present residential address			
Line I	<input type="text"/>		
Line II	<input type="text"/>		
City	<input type="text"/>		
State	<input type="text"/>	Pin code	<input type="text"/>
ISO country code	<input type="text"/>		
Country	<input type="text"/>		
Phone	<input type="text"/>	Fax	<input type="text"/>
Attachments		List of attachments	
1. * Proof of identity of applicant	<input type="button" value="Attach"/>	<input type="text"/>	
2. * Proof of residence of applicant	<input type="button" value="Attach"/>		
3. * Copy of verification by the applicant as per Form No. DIR.4	<input type="button" value="Attach"/>		
4. Optional attachment(s) - if any	<input type="button" value="Attach"/>		
		<input type="button" value="Remove attachment"/>	
*To be Digitally signed by Applicant		<input type="button" value="DSC BOX"/>	
Certification			
I declare that I have been duly engaged for the purpose of certification/verification of this form. It is hereby certified that:			
<input type="checkbox"/> *I have satisfied myself about the identity of the applicant based on the perusal of the original of the attached document			
Note: In case where the applicant is residing outside India the particulars have to be verified from the documents duly attested by the attesting authority as prescribed.			
<input type="checkbox"/> I also verify having attested the photograph of the said person:			

- who is personally known to me; or
- who met me in person along with the original of the attested documents.
- *It is further certified that all required attachments have been completely attached to this application.
- *It is further certified that the applicant has given a verification on prescribed form DIR.4 which is attached to this form.
- *I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.
- *I further certify that:
 - *All the required attachments have been completely and legibly attached to this form;
 - *I have kept a copy of this form and attachments thereto, in my records for future reference.
 - *It is understood that I shall be liable for action under Section 449 of the Companies Act, 2013 for wrong certification, if any found at any stage.

*To be digitally signed by

DSC BOX

*Category

In case of chartered accountant or company secretary or cost accountant (In whole time practice)

Membership Number

Certificate of Practice Number

Whether Associate or fellow o Associate o fellow

In case of company secretary (in whole time employment) or director of existing company in which the applicant is proposed to be director

DIN of the Director or membership number of Company Secretary

CIN of company with which secretary or director is associated and

Pre-fill

in which applicant is proposed to be a director

Name of company

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

Modify

Check Form

Presortery

Submit

For office use only :

eForm Service request number (SRN)

Affix filing details

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm Submission

Date of signing

(DD/MM/YYYY)

OR

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company.

Form DIR-4**Verification of applicant for application for DIN****(To be in the form of Affidavit)**

[Pursuant to section 153 and rule 9(3)(a)(iv) of Companies (Appointment and Qualification of Directors) Rules, 2014]

I,, Son*/ Daughter* of, born on, resident of hereby confirm and verify that the particulars given in the Form DIR-3 are true and also are in agreement with the documents being attached to the Form DIR-3.

I hereby confirm and declare that

1. The photograph and documents being attached to the Form DIR-3- belong to me. I further confirm that all required documents have been duly certified by the respective government authority and are being attached to the Form DIR-3, and
2. I am not restrained, disqualified, removed of, for being appointed as director of a company under the provisions of the Companies Act, 2013 including sections 164 and 169, and
3. I have not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court, and
4. I have not been already allotted a Director Identification Number (DIN) under section 154 of the Companies Act, 2013, and
5. I shall be liable under section 448 of the Act and under the relevant provisions of the Indian Penal Code, 1860 and any other law as applicable, if any statement in this application is found to be false or any material fact is found to have been omitted.

*Note: strike out whichever is not applicable.

Signature:
(Name)

Form DIR-5

Application for surrender of Director Identification Number

[Pursuant to section 153 & rule 11(f) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Photograph

1. Applicant's name (Enter full name and do not use abbreviations)

- (a) First name:
- (b) Last name:
- (c) Middle name:

2. DIN of the applicant:**3. Reasons for surrender of DIN:** _____**4. Income-tax permanent account number: (mandatory for Indian nationals) (Details of the applicant shall be as per Income-tax PAN)****5. And any one of the following**

- a. Voter's identity card number
- b. Passport number
- c. Driving licence number
- d. UID

6. Permanent residential address:

- (a) Address Line I :
- Line II :

- (b) City
- (c) State
- (d) Country
- (e) Pin code
- (f) Phone
- (g) Fax
- (h) E-mail ID

7. Whether present residential address is same as permanent residential address:

- Yes
- No

8. Present residential address: (previous residential address, if not residing at the present residential address for more than 1 year)

(a) Address Line I

 Line II

(b) City

(c) State

(d) Country

(e) Pin code

(f) Phone

(g) Fax

(h) E-mail id

9. Other information, if any, which the applicant intends to submit with regard to this application:

10. Whether the application is being digitally signed by the applicant himself:

Yes

No

I hereby also declare that

(a) the information and other particulars given in this Form are true and correct.

(b) I have never been appointed as director in any company and the DIN has never been used for filing of any document with any authority.

Signature of the applicant:

Date:

Place:

Attachments:

(1) Proof of Identity: For Indian Nationals:

(Any one of the following):

Income tax Permanent Account Number Card

Voter's identity card

Passport

Driving licence

Unique Identity Number (UIN)

For Foreign Nationals and Non Resident Indians:

Passport

Others

(2) Proof of residence: (tick against the document being enclosed)

Voter's identity card

Passport

Driving license

Electricity bill

Telephone bill

Bank account statement

Others - Please specify

(3) Optional attachment(s), if any.

Note:. Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and false evidence.

FORM NO. DIR.6

[Pursuant to rule 12 (1) of the Companies
(Appointment and Qualification of Directors)
Rules, 2014]



सत्यमेव जयते

Intimation of change in particulars of Director to be given to the Central Government

Note -

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

- In case of Indian nationals, Income-tax Permanent Account Name (Income-tax PAN) is mandatory in all cases even if there is no change in Income-tax PAN. In such cases, director details should be as per Income-tax PAN. In case the details as per Income-tax PAN are incorrect, director/designated partner is advised to first correct the details in Income-tax PAN. Refer instruction kit for details

1. (a) * Director Identification Number (DIN)

Pre-fill

(b) Name

2. * Type of change:

Director

Father's name

Nationality

Date of birth

Gender

Income-tax PAN

Voters Identity card number

Passport number

Driving license number

E-mail ID/ Mobile

Permanent residential address Present residential address

Photograph of Director

Residential Status

Aadhaar number Verification as per Form No. DIR.4 Verification as per Form No. DIR.7

Enter information that needs to be corrected. Enter only the relevant field(s)

3. Director's name (Enter full name and do not use abbreviations)

(a) First name

(b) Last name

(c) Middle name

4. Father's name (Even married women must give father's name)

(a) First name

(b) Last name

(c) Middle name

5. Whether a citizen of India Yes No

6. Nationality

6A. Whether resident in India Yes No

7. Date of birth

(DD/MM/YYYY)

8. Gender

Male

Female

Transgender

9. Income tax PAN

Photograph

(Attach a latest passport size photograph by clicking on above box)(Refer instruction kit for details)

Remove Photograph

Verify details

10. Voter's identity card number 11. Passport number

12. Driving license number

13. Aadhaar number

*14. Mobile

*15. Email ID

16. Permanent residential address

Line I

Line II

City

State

Pin code

ISO country code Phone Fax

Country

17. Whether present residential address is same as permanent residential address Yes No

Present address

Line I

Line II

City

State

Pin code

ISO country code

Country

Phone Fax

List of Attachments

Attachments:

1. *Proof of change in particulars;
2. *Copy of verification by the director in Form No. DIR.7;
3. Optional attachments, if any.

***To be digitally signed by Applicant**

Certification

I declare that I have been duly engaged for the purpose of certification/verification of this form. It is hereby certified that:

*I have satisfied myself about the identity of the applicant based on the perusal of the original of the attached document.

Note: In case where the applicant is residing outside India the particulars have to be verified from the documents duly attested by the attesting authority as prescribed.

I also verify having attested the photograph of the said person:

o who is personally known to me; or

o who meet me in person along with the original of the attested documents.

*All required attachments have been completely attached to this application

*The applicant has given a verification on prescribed form DIR.7 which is attached to this form.

*I have gone through the provisions of The Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.

*I further certify that:

- *All the required attachments have been completely and legibly attached to this form;
- *I have kept a copy of this form and attachments thereto, in my records for future reference.
- *It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certification, if any found at any stage.

*To be digitally signed by

*Category

*Whether associate or fellow

Associate Fellow

*Membership Number

*Certificate of Practice Number

Modify

Check Form

Prescrutiny

Submit

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only :

eForm Service request number (SRN)

Affix filing details

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm Submission

Date of signing

(DD/MM/YYYY)

OR

This e-Form has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company.

Form DIR 7**Verification of applicant for change in DIN particulars*****(To be in the form of Affidavit)***

[Pursuant to rule 12(1)(l) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Affix recent photo

I,, Son*/ Daughter* of, born on, resident of hereby confirm and verify that the particulars given in the Form DIR-6 are true and also are in agreement with the documents being attached to the Form DIR-6.

I have applied for change of Applicant's:-

- name
- Nationality
- Date of birth
- Income-tax permanent account number
- Voter's Identity card number
- Passport number
- Driving licence number
- Permanent residential address
- Present residential address
- E-mail id

(along with proof and in case of change of applicant's name or date of birth, a copy of notification published in the Gazette)

I further confirm and declare that

- a. The photograph and documents being attached to the Form DIR-6 belong to me. I further confirm that all required documents have been duly certified by the respective government authority and are being attached to the Form DIR-6 and
- b. I am not restrained, disqualified, removed of, for being appointed as director of a company under the provisions of the Companies Act, 2013 including sections 164 and 169, and
- c. I have not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court, and
- d. I have not been already allotted a Director Identification Number (DIN) under section 154 of the Companies Act, 2013, and
- e. I shall be liable under section 448 of the Act and under relevant provisions of the Indian Penal Code, 1860 and any other law as applicable, if any statement in this application is found to be false or any material fact is found to have been omitted.

*Note: strike out whichever is not applicable.

Signature:

(Name)

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 Company _____

Nominal Capital Rs. _____

Paid-up Capital Rs. _____

Name of Company _____

Address of its Registered Office _____

To

The Board of Directors of _____

I _____ son/daughter/wife of _____ resident of _____ director/managing director/manager in the company hereby give notice that I am/was a director in the following companies during the last three years:-

<u>Name of the Company</u>	<u>Date of Appointment</u>	<u>Date of Cessation</u>
1.....		
2.....		

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

or

I further confirm that I have incurred disqualifications under section 164(2) of the Companies Act, 2013 in the following company(s) in the previous financial year, and that I, at present stand disqualified from being a director.

<u>Name of the Company</u>	<u>Date of Appointment</u>	<u>Date of Cessation</u>
1.....		
2.....		-

Signature

(Full Name)

Dated this _____ day of _____

FORM 'DIR-9'

Report by the company to Registrar

[Pursuant to Section 164(2) read with rule 14(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company _____

Nominal Capital Rs. _____

Paid-up Capital Rs. _____

Name of Company _____

Address of its Registered Office _____

To

The Registrar of Companies,

It is hereby reported under section 164(2) of Companies Act, 2013 that M/s. _____ have failed to (i) file the financial statements and annual returns for the last three financial years, or (ii) repay deposits or pay interest thereon on due date being _____ or redeem its debentures on due date being _____ or pay dividend declared by the company since _____ or both. The period of one year has expired on _____.

The name and address of directors at the relevant period are as under :-

- (a) Director's name in full, without abbreviations

(b) Director's name as per company's records

(abbreviations may be expanded and shown)

(c) Address of the Director : - (i) Permanent

(ii) Present

(d) Positions held by the director in the last 5 years, prior to disqualification:

Signature

Designation*

Dated this _____ day of _____

*State whether Director, Managing Director, Manager or Secretary

FORM 'DIR-10'**FORM OF APPLICATION FOR REMOVAL OF DISQUALIFICATION OF DIRECTORS**

[Pursuant to Section 164(2) read with rule 14(5) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company _____

Nominal Capital Rs. _____

Paid-up Capital Rs. _____

Name of Company _____

Address of its Registered Office _____

Grounds under which director(s) are disqualified _____

Date of disqualification _____

Details of the application _____

Signature

Designation*

Dated this _____ day of _____

*State whether Director, Managing Director, Manager or Secretary

FORM NO. DIR.11**Notice of resignation of a director to the Registrar**

[Pursuant to proviso to section 168 (1) of The Companies Act, 2013 and rule 16 of the Companies (Appointment and Qualification of Directors) Rules, 2014]

Form language (Radio button) English Hindi
Refer the instruction kit for filing the form.

Notice is hereby given that I, _____
 the director of M/s _____
 have resigned from the office of director of the company with effect from _____
 the details of which are given below:

1. Details of the company

- (a) *CIN _____
- (b) GLN _____
- (c) Name of the company _____
- (d) Registered office address _____
- (e) Email ID of the company _____

2. Details of the director resigning from such company

- (a) *Director Identification Number (DIN) _____
- (b) Name _____

3. (a) * Date of appointment _____

- (b) *Designation _____
- (c) *Category _____

- (d) *DIN of the director to whom the appointee was alternate _____

Name of the original director _____

4. (a) *Date of filing of resignation with the company _____
- (b) Effective date of resignation specified in the notice of resignation, if any _____

5. *Reasons for resignation

6. *Whether confirmation is received from the company Yes No

Attachment(s)

- (1) *Notice of resignation filed with the company;
- (2) *Proof of dispatch;
- (3) Acknowledgement received from company;

Attach
Attach
Attach

(4) Optional attachment(s) - if any

Attach

Declaration

I
do solemnly declare that to the best of my/ our knowledge and belief the information given in this return is correct and complete.

***To be digitally signed by Director**

DSC Box

DIN

Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company

FORM DIR-12

[Pursuant to sections 7(1)(c), 168 & 170 (2) of the Companies Act, 2013, rule 17 of Companies (Incorporation) Rules 2014 and rule 8, 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014]



सत्यमेव जयते

Particulars of appointment of directors and the key managerial personnel and the changes among them

Form Language English हिन्दी
 Refer the instruction kit for filing the form.

1. This form is for New company Existing company

2. (a) *Form No. INC.1 reference number (Service request number (SRN) of Form No. INC.1) or corporate identity number (CIN) of company

(b) Global location number (GLN) of company Pre-fill

3. (a) Name of the company

(b) Address of the registered office of the company

(c) e-mail ID of the company

4. Number of Managing Director, director(s) for which the form is being filed

5. Details of the Managing Director, directors of the company

I Details of the Managing Director or director of the company

Director identification number (DIN) Pre-fill

Name

Father's name

Present residential address

Nationality Date of birth

Gender

Appointment Cessation Change in designation

Designation Date of appointment or change in designation

Category

Whether chairman, executive director, non-executive director	
<input type="checkbox"/> Chairman <input type="checkbox"/> Executive director <input type="checkbox"/> Non-executive director	
DIN of the director to whom the appointee is alternate	<input type="text"/> Pre-fill
Name of the director to whom the appointee is alternate	<input type="text"/>
Name of the company or institution whose nominee the appointee is	<input type="text"/>
e-mail ID of director	<input type="text"/>
In case of cessation	
Hereby confirmed that the above mentioned <input type="radio"/> Director <input type="radio"/> Managing Director is not associated with the company with effect from (DD/MM/YYYY) due to <input type="text"/>	
Interest in other entities	
Number of such entities	<input type="text"/>
*CIN/LLPIN/FCRN/Registration number	<input type="text"/> Pre-fill
*Name	<input type="text"/>
*Address	<input type="text"/>
Nature of interest	*Designation <input type="text"/>
	Percentage of Shareholding <input type="text"/> Amount <input type="text"/>
	Others (specify) <input type="text"/>
6. Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed <input type="text"/>	
7. Details of the manager, secretary, Chief Financial Officer or Chief Executive Officer of the company	
I.	
Director Identification Number(DIN), if any	<input type="text"/> Pre-fill
income-tax permanent account number (PAN)	<input type="text"/> Verify details
<input type="radio"/> Appointment <input type="radio"/> Cessation	
Membership number of the secretary	<input type="text"/>
First name	<input type="text"/>
Middle name	<input type="text"/>
Last name	<input type="text"/>

Father's name	
First name	<input type="text"/>
Middle name	<input type="text"/>
Last name	<input type="text"/>
Present residential address	Line I <input type="text"/>
	Line II <input type="text"/>
City	<input type="text"/>
State	<input type="text"/>
	Pin code <input type="text"/>
ISO country code	<input type="text"/>
Country	<input type="text"/>
Phone	<input type="text"/>
	Fax <input type="text"/>
Date of birth	<input type="text"/> (DD/MM/YYYY)
Designation	<input type="text"/>
Date of appointment or cessation	<input type="text"/> (DD/MM/YYYY)
e-mail ID	<input type="text"/>

Attachments List of attachments

- (1) Letter of Appointment;
- (2) Declaration by first director;
- (3) Consent of the appointee director in Form No. DIR-2;
- (4) Notice of resignation;
- (5) Evidence of cessation;
- (6) Interest in other entities;
- (7) Optional attachment(s), if any

<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

Declaration

I *

a person named in the articles as a (Drop down: director / manager / company secretary) of the company; or

have been authorized by the Board of Directors of the Company vide resolution number dated to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also

declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

*To be digitally signed by

*Designation

*DIN of the director; or DIN or PAN of the manager
or CEO or CFO; or Membership number of the secretary

[F. No. 1/22/2013-CL-V]

RENUKA KUMAR, Jt. Secy.



भारत का राजपत्र The Gazette of India

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CG-DL-E-18122020-223776

असाधारण
EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 642]

नई दिल्ली, शुक्रवार, दिसम्बर 18, 2020/अग्रहायण 27, 1942

No. 642]

NEW DELHI, FRIDAY, DECEMBER 18, 2020/AGRAHAYANA 27, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 18 दिसम्बर, 2020

सा.का.नि. 774(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 149 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 का और संशोधन करने हेतु निम्नलिखित नियम बनाती है, अर्थात्:-

1. (1) इन नियमों का संक्षिप्त नाम कंपनी (निदेशकों की नियुक्ति और अर्हता) पांचवां संशोधन नियम, 2020 हैं।
(2) ये राजपत्र में उनके प्रकाशन की तारीख से प्रवृत्त होंगे।
2. कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 के नियम 6 में,
(क) उप-नियम (4) में,-
(i) "से एक वर्ष" शब्दों के स्थान पर "से दो वर्ष" शब्द प्रतिस्थापित किए जाएंगे;
(ii) पहले और दूसरे परंतुक के स्थान पर, निम्नलिखित परंतुक रखे जाएंगे, अर्थात् -

"परंतु यह कि किसी व्यक्ति को ऑनलाइन प्रवीणता स्व-मूल्यांकन परीक्षा उत्तीर्ण करना अपेक्षित नहीं होगा यदि उसने डाटा बैंक में अपने नाम के समावेशन की तारीख से कुल तीन वर्षों की अवधि तक सेवा की हो,-

- (क) डाटा बैंक में अपने नाम के समावेशन की तारीख से निदेशक अथवा प्रमुख प्रबंधकीय कार्मिक के रूप में निम्नलिखित में से एक अथवा अधिक में कार्य किया हो, अर्थात् –
- (क) सूचीबद्ध सार्वजनिक कंपनी; अथवा
- (ख) दस करोड़ रुपये अथवा उससे अधिक की संदत्त शेयरपूंजी रखने वाली असूचीबद्ध सार्वजनिक कंपनी; अथवा
- (ग) किसी मान्यताप्राप्त स्टॉक एक्सचेंज अथवा देश में सूचीबद्ध कारपोरेट निकाय जो धन शोधन के संबंध में वित्तीय कार्रवाई कार्यबल का सदस्य राज्य हो और ऐसे सदस्य राज्य में प्रत्याभूति बाजार का विनियामक प्रत्याभूति कमीशन के अंतर्राष्ट्रीय संगठन का सदस्य हो; अथवा
- (घ) 2 मिलियन अमेरिकी डॉलर अथवा उससे अधिक की संदत्त शेयरपूंजी रखने वाले भारत के बाहर निगमित निकाय कारपोरेट; अथवा
- (ङ) संसद के या किसी राज्य की विधायिका के अधिनियम के अधीन गठित वाणिज्यिक क्रियाकलाप करने वाले सांविधिक निगम; अथवा
- (ख) कारपोरेट कार्य मंत्रालय अथवा वित्त मंत्रालय अथवा वाणिज्य और उद्योग मंत्रालय अथवा भारी उद्योग एवं लोक उद्यम मंत्रालय में निदेशक अथवा उससे ऊपर के वेतनमान में और कारपोरेट विधियों अथवा प्रत्याभूति विधियों अथवा आर्थिक विधियों से संबंधित मामलों को संचालित करने का अनुभव;
- (ग) प्रत्याभूति और विनियम बोर्ड अथवा भारतीय रिज़र्व बैंक अथवा भारतीय बीमा विनियामक और विकास प्राधिकरण अथवा पेंशन निधि विनियामक और विकास प्राधिकरण में मुख्य महाप्रबंधक अथवा उससे ऊपर के वेतनमान में, और कारपोरेट विधियों अथवा प्रत्याभूति विधियों अथवा आर्थिक विधियों से संबंधित मामलों को संचालित करने का अनुभव;”।

परंतु यह और कि प्रथम परंतुक में संदर्भित तीन वर्ष की अवधि की संगणना के प्रयोजनार्थ किसी ऐसी अवधि को जिसके दौरान व्यक्ति ने दो या दो से अधिक कंपनियों अथवा कारपोरेट निकाय अथवा सांविधिक निगमों में एक ही समय में निदेशक अथवा प्रमुख प्रबंधकीय कार्मिक के रूप में कार्य किया हो, उसे एक ही कार्य के रूप में गिना जाएगा;

- (ख) स्पष्टीकरण में, मद (ख) में, “साठ प्रतिशत” शब्दों के स्थान पर, “पचास प्रतिशत” शब्द रखे जाएंगे।

[फा. सं. 8/4/2018-सीएल-I, पार्ट-I]

के. वी. आर. मूर्ति, संयुक्त सचिव

टिप्पण : मूल नियम भारत के राजपत्र, असाधारण, भाग-II, खंड-3, उपखंड (i) में अधिसूचना संख्याक सा.का.नि. 259(अ) तारीख 31 मार्च, 2014 द्वारा प्रकाशित किए गए थे और इसमें अधिसूचना संख्यांक सा.का.नि. 589(अ) तारीख 28 सितंबर, 2020 द्वारा अंतिम संशोधन किया गया था।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 18th December, 2020

G.S.R. 774(E).—In exercise of the powers conferred by section 149 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 (Appointment and Qualification of Directors) Rules, 2014, namely:-

- (1) These rules may be called the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2020.
- (2) They shall come into force on the date of their publication in the Official Gazette.

2. In the Companies (Appointment and Qualification of Directors) Rules, 2014, in rule 6,-

(a) in sub-rule (4),-

- (i) for the words “one year from” the words “two years from” shall be substituted;
- (ii) for the first and second proviso, the following provisos shall be substituted, namely :-

“Provided that an individual shall not be required to pass the online proficiency self-assessment test when he has served for a total period of not less than three years as on the date of inclusion of his name in the data bank,-

(A) as a director or key managerial personnel, as on the date of inclusion of his name in the databank, in one or more of the following, namely:-

- (a) listed public company; or
- (b) unlisted public company having a paid-up share capital of rupees ten crore or more; or
- (c) body corporate listed on any recognized stock exchange or in a country which is a member State of the Financial Action Task Force on Money Laundering and the regulator of the securities market in such member State is a member of the International Organization of Securities Commissions; or
- (d) bodies corporate incorporated outside India having a paid-up share capital of US\$ 2 million or more; or
- (e) statutory corporations set up under an Act of Parliament or any State Legislature carrying on commercial activities; or

(B) in the pay scale of Director or above in the Ministry of Corporate Affairs or the Ministry of Finance or Ministry of Commerce and Industry or the Ministry of Heavy Industries and Public Enterprises and having experience in handling the matters relating to corporate laws or securities laws or economic laws; or

(C) in the pay scale of Chief General Manager or above in the Securities and Exchange Board or the Reserve Bank of India or the Insurance Regulatory and Development Authority of India or the Pension Fund Regulatory and Development Authority and having experience in handling the matters relating to corporate laws or securities laws or economic laws :

Provided further that for the purpose of calculation of the period of three years referred to in the first proviso, any period during which an individual was acting as a director or as a key managerial personnel in two or more companies or bodies corporate or statutory corporations at the same time shall be counted only once.”;

(b) in the Explanation, in item (b), for the words “sixty percent”, the words “fifty percent” shall be substituted.

[F. No. 8/4/2018-CL-I- Part I]

K. V. R. MURTY, Jt. Secy.

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* notification number G.S.R. 259(E), dated the 31st March, 2014 and were last amended *vide* notification number G.S.R. 589 (E), dated the 28th September, 2020.



भारत का राजपत्र The Gazette of India

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असाधारण
EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित
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कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 1 जून, 2022

सा.का.नि. 410(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 149 की उपधारा (1) के दूसरे परंतुक, उपधारा (4), उपधारा (6) के खंड (च), धारा 150 की उपधारा (3) और उपधारा (4), धारा 151, धारा 152 की उपधारा (5), धारा 153, धारा 154, धारा 157, धारा 160, धारा 168 की उपधारा (1) और धारा 170 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 का और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:-

- संक्षिप्त नाम और प्रारंभ.- (1) इन नियमों का संक्षिप्त नाम कंपनी (निदेशकों की नियुक्ति और अर्हता) संशोधन नियम, 2022 है।
(2) ये राजपत्र में इनके प्रकाशन की तारीख को प्रवृत्त होंगे।
- कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 में,-
 - नियम 8 में, परंतुक के पश्चात्, निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

“परंतु यह और कि नियुक्ति चाहने वाला व्यक्ति यदि किसी ऐसे देश जिसकी भू-सीमा भारत से लगती हो, का नागरिक है तो स्वीकृति के साथ गृह मंत्रालय, भारत सरकार से आवश्यक सुरक्षा अनापत्ति भी संलग्न की जाएगी।”;
 - नियम 10 के उपनियम (1) में, निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

“परंतु यह तब जबकि निदेशक पहचान संख्या के लिए आवेदन कर रहा व्यक्ति यदि किसी ऐसे देश, जिसकी भू-सीमा भारत के साथ लगती हो, का नागरिक है, तो निदेशक पहचान संख्या के लिए आवेदन के साथ जब तक गृह मंत्रालय, भारत सरकार से आवश्यक सुरक्षा अनापत्ति संलग्न नहीं की जाएगी तब तक कोई आवेदन संख्या सृजित नहीं की जाएगी।”।

(iii) उपाबंध में,-

(क) प्ररूप सं. डीआईआर-2 में, घोषणा शीर्षक के अधीन, मौजूदा पैरा को उसके पैरा (i) के रूप में संख्यांकित किया जाएगा तथा इस प्रकार संख्यांकित पैरा (i) के बाद निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“(ii) मैं यह और घोषणा करता हूँ कि –

मुझे निदेशक के रूप में नियुक्ति प्राप्त करने से पूर्व गृह मंत्रालय, भारत सरकार से सुरक्षा अनापत्ति प्राप्त करने की आवश्यकता नहीं है; या

मुझे निदेशक के रूप में नियुक्ति प्राप्त करने से पूर्व गृह मंत्रालय, भारत सरकार से सुरक्षा अनापत्ति प्राप्त करने की आवश्यकता है और यह प्राप्त कर लिया गया है तथा संलग्न है। ”;

(ख) प्ररूप सं. डीआईआर-3 में, सत्यापन शीर्षक के अधीन, क्रम संख्या 3 के पश्चात्, निम्नलिखित क्रम संख्या अंतःस्थापित की जाएगी, अर्थात्:-

“3क. मुझे नियम 10 के उपनियम (1) के अधीन निदेशक पहचान संख्या के लिए आवेदन करने से पूर्व गृह मंत्रालय, भारत सरकार से सुरक्षा अनापत्ति प्राप्त करने की आवश्यकता नहीं है; या

मुझे नियम 10 के उपनियम (1) के अधीन निदेशक पहचान संख्या के लिए आवेदन करने से पूर्व गृह मंत्रालय, भारत सरकार से सुरक्षा अनापत्ति प्राप्त करने की आवश्यकता है और यह प्राप्त कर लिया गया है तथा संलग्न है। ; और”।

[फा. सं. 1/22/2013-सीएल-V]

मनोज पाण्डेय, संयुक्त सचिव

टिप्पण : मूल नियम भारत के राजपत्र, असाधारण, भाग II, खंड 3, उपखंड (i) में तारीख 31 मार्च, 2014 की अधिसूचना संख्या सा.का.नि. 259(अ) द्वारा प्रकाशित किए गए थे और तारीख 19 अगस्त, 2021 की अधिसूचना संख्या सा.का.नि. 579(अ) के द्वारा अंतिम बार संशोधित किए गए थे।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 1st June, 2022

G.S.R. 410(E).—In exercise of the powers conferred under second proviso to sub-section (1), sub-section (4), clause (f) of sub-section (6) of section 149, sub-sections (3) and (4) of section 150, section 151, sub-section (5) of section 152, section 153, section 154, section 157, section 160, sub-section (1) of section 168 and section 170 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 (Appointment and Qualification of Directors) Rules, 2014, namely: -

1. Short title and commencement.- (1) These rules may be called the Companies (Appointment and Qualification of Directors) Amendment Rules, 2022.

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

2. In the Companies (Appointment and Qualification of Directors) Rules, 2014, —

(i) in rule 8, after the proviso, the following proviso shall be inserted, namely:-

“Provided further that in case the person seeking appointment is a national of a country which shares land border with India, necessary security clearance from the Ministry of Home Affairs, Government of India shall also be attached alongwith the consent.”;

(ii) in rule 10, in sub-rule (1), the following proviso shall be inserted, namely: -

“Provided that no application number shall be generated in case of the person applying for Director Identification Number is a national of a country which shares land border with India, unless necessary security clearance from the Ministry of Home Affairs, Government of India has been attached alongwith application for Director Identification Number.”.

(iii) in the Annexure, -

(A) in Form DIR-2, under the heading Declaration, the existing paragraph, shall be numbered as paragraph (i) thereof and after the paragraph (i) as so numbered, the following shall be inserted, namely:-

“(ii) I further declare that -

I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director; or

I am required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director and the same has been obtained and is attached. ”;

(B) in FORM NO. DIR-3, under the heading Verification, after serial number 3, the following serial number shall be inserted, namely:-

“3A. I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India under sub-rule (1) of rule 10 before applying for director identification number; or

I am required to obtain the security clearance from the Ministry of Home Affairs, Government of India under sub-rule (1) of rule 10 before applying for director identification number and the same has been obtained and is attached. ; and ”.

[F. No. 1/22/2013-CL-V]

MANOJ PANDEY, Jt. Secy.

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* notification number G.S.R. 259(E), dated the 31st March, 2014 and were last amended, *vide* notification number G.S.R. 579(E), dated the 19th August, 2021.