

DRAFT RULES UNDER COMPANIES ACT, 2013
CHAPTER XXIV

REGISTRATION OFFICES AND FEES

Registration offices.

- 24.1 (1) In pursuance of sub-section (1) of section 396, the Central Government shall establish such number of offices at such places as it thinks fit, specifying their jurisdiction for the purpose of exercising such powers and discharge of such functions as are conferred on the Central Government by or under this Act or under the rules made thereunder and for the purposes of registration of companies under this Act.
- (2) The office of the Registrar shall observe such normal working hours as may be approved by the Central Government and shall be open for the transaction of business with the public on all days except Saturday, Sunday and public holidays during working hours between 10.30 a.m. and 3.30 p.m.
- (3) The offices other than the office of the Registrar shall observe such normal working hours as may be approved by the Central Government.

Powers and duties of Registrars

- 24.2. (1) For the purposes of sub-section (2) of section 396, the Registrars shall exercise such powers and discharge such duties as are conferred on them by the Act or rules made thereunder or delegated to them by the Central Government, wherever the

power or duty has been conferred upon the Central Government by the Act or rules made there under.

(2) The Registrar so appointed shall -

- (a) exercise the powers and perform the duties assigned to the Registrar by the Act or rules made thereunder;
- (b) subject to the directions of the Central Government, be responsible for the administration of the Companies Registration Office; and
- (c) exercise any power and perform any duty assigned to him by the Central Government.

(3) Whenever according to the Act, any function or duty is to be discharged by the Registrar, it shall, until the Central Government otherwise directs, be done by the existing Registrar, or in his absence, by such person as the Central Government may for the time being authorize:

Provided that in the event of the Central Government altering the constitution of the existing registry offices or any of them, any such function or duty shall be discharged by such officer and at such place, with reference to the local situation of the registered offices of the companies concerned, as the Central Government may appoint.

Terms and conditions of service.

24.3. For the purposes of sub-section (3) of section 396, the terms and conditions including the salaries payable to persons appointed under this section shall be fixed by the Central Government.

Seal of Registrar.

24.4 For the purposes of sub-section (4) of section 396, the Registrar shall have a seal and such seal shall bear the words "Registrar of Companies, _____(Place and State)".

Manner and conditions of filing.

24.5. For the purposes of clause (a) and (b) of sub-section (1) of section 398, every application, financial statement, prospectus, return, declaration, memorandum, articles, particulars of charges, or any other particulars or document or any notice, or any communication or intimation required to be filed or delivered or served under the Act and rules made there under, shall be filed or delivered or served in computer readable electronic form, in portable document format (pdf) or in such other format as has been specified in any rule or form in respect of such application or form or document or declaration to the Registrar through the portal maintained by the Ministry of Corporate Affairs on its web-site www.mca.gov.in or through any other website notified by the Central Government:

Provided that where the documents are required to be filed on Non-Judicial Stamp Paper, the company shall submit such

documents in the physical form, in addition to their submission in electronic form, unless the Central Government, by an order, does not require submission in physical form. Proof of delivery of documents submitted in physical form shall be scanned and form part of attachment to the eform.

Provided further that if stamp duty on such documents is paid electronically through Ministry of Corporate Affairs portal www.mca.gov.in or through any other website notified by the Central Government, then, the company shall not be required to make physical submission of such documents, in addition to their submission in the electronic form:

Provided also that in respect of certain documents filed under the Act which are not covered for payment of stamp duty through Ministry of Corporate Affairs portal, and stamp duty payable on such documents in respective State is equal to or less than one hundred rupees, the company shall scan such stamped documents complete in all respects and shall file electronically for evidencing by the Registrar and shall not be required to submit such documents, except those which are required to be filed for compounding of offences under section 441 in the physical form separately:

Provided also that unless otherwise stated in any law for the time being in force, the company shall retain such documents duly stamped in original for a minimum period of five years from the date of filing of such documents and shall be

required to produce the same as and when the same is required for inspection and verification by the competent authority under any law for the time being in force.

Authentication of documents

24.6. (1) For the purposes of clause (a) and clause (b) of subsection (1) of section 398 -

(a) an electronic form shall be authenticated by authorized signatories using digital signature; and
(b) the authorized signatory shall be responsible for the correctness of the enclosures attached with the electronic form.

(c) Every person authorized for authentication of e-forms, documents or applications etc., which are required to be filed or delivered under the Act or rules made there under, shall obtain a digital signature certificate from the Certifying Authority for the purpose of such authentication and such certificate shall not be valid unless it is of class II or Class III specification under the Information Technology Act, 2000.

(2) The Central Government shall set up and maintain for filing of e-Forms, documents and applications, etc., and for viewing and inspection of documents in the electronic registry or for obtaining certified copies thereof: -

- (a) a website or portal to provide access to the electronic registry; and
- (b) as many Registrar's Front Offices as may be necessary and at such places and for such time as the Central Government may determine.

Issue of documents, certificates, notices etc. by the Registrar
Maintaining documents electronically.

24.7. (1) For the purposes of clause (c) of sub-section (1) of section 398, the Central Government shall set up and maintain a secure electronic registry in which all the applications, financial statement, prospectus, return, register, memorandum, articles, particulars of charges, or any particulars or returns or any other documents filed electronically shall be stored.

(2) Every document or certificate or notice etc., required to be registered and/or authenticated by the Registrar or an officer of the Central Government under the Act or rules made there under, shall be registered and/or authenticated through a valid digital signature of such person or a system generated digital signature.

24.8 For the purposes of clause (f) of sub-section (1) of section 398, the Registrar shall issue document, certificate, notice, receipt, approval or communicate endorsement or acknowledgement in the electronic mode:

Provided that where the Registrar is not able to issue any certificate, receipt, endorsement, acknowledgement or approval in electronic mode for the reasons to be recorded in writing, he may issue such certificate or receipt or endorsement, acknowledgement or approval in the physical form under manual signature affixing seal of his office.

24.9. The Registrar may send any document, certificate, notice or any other communication either to the company or its authorized representative, directors or both in the electronic manner for which the company shall create and maintain at all times a valid electronic address (e.g. E-mail, user Identification etc.) capable of receiving and acknowledging the receipt of such document, certificate, notice or other communication, automated or otherwise.

Procedure on receipt of any application or form or document electronically.

24.10. (1) The Registrar shall examine or cause to be examined every application or e-Form or document required or authorized to be filed or delivered under the Act and rules made there under for approval, registration, taking on record or rectification by the Registrar as the case may be:

Provided that save as otherwise provided in the Act, the Registrar shall not keep any document pending for approval and registration or for taking on record or for rejection or otherwise for more than fifteen days, from the date of its filing excluding the cases in which an approval of the Central

Government or the Regional Director or the Tribunal or any other competent authority is required:

Provided further that the e-Forms or documents identified as informatory in nature and filed under Straight Through Process (STP) may be examined by the Registrar within a period of not exceeding one year after its filing:

Provided also that nothing contained in the first proviso shall affect the powers of the Registrar to call information and explanation in pursuance of section 206.

- (2) Where the Registrar, on examining any application or e-Form or document referred to in sub-rule (1), finds it necessary to call for further information or finds such application or e-Form or document to be defective or incomplete in any respect, he shall give intimation of such information called for or defects or incompleteness, by placing it on the website and also by e-mail on the last intimated e-mail address of the person or the company, which has filed such application or e-Form or document, directing him or it to furnish such information or to rectify such defects or incompleteness or to re-submit such application or e-Form or document within the period allowed under sub-rule (3):

Provided that in case the e-mail address of the person or the company in question is not available, such intimation shall be given by the Registrar by post at the last intimated registered office address of the company or the last intimated address of such person, as the case may be. The Registrar

shall preserve the facts of such intimation in the electronic record.

- (3) Except as otherwise provided in the Act, the Registrar shall give an opportunity allowing fifteen days time to such person or company which has filed such application or e-Form or document under sub-rule (1) for furnishing further information or for rectification of the defects or incompleteness or for re-submission of such application or e-Form or document.
- (4) In case where such further information called for has not been provided or has been furnished partially or defects or incompleteness has not been rectified or has been rectified partially or has not been rectified as required within the period allowed under sub-rule (3), the Registrar shall either reject or treat and label such application or e-Form or document, as the case may be, as "invalid" in the electronic record, and shall not take on record such invalid application or e-Form or document and shall inform such person or company, as the case may be, accordingly in the manner as specified in sub-rule (2).
- (5) Where any document has been recorded as invalid by the Registrar, such document may be rectified by the company only through fresh filing along with payment of fee and additional fee, as applicable, without prejudice to any other liability under the Act.

(6) In case the Registrar finds any e-Form or document filed under Straight Through Process (STP), referred to in proviso under sub-rule (1), as defective or incomplete in any respect, at any time within a period of not exceeding one year after its filing, he shall treat and label such e-Form or document as "defective" in the electronic registry and shall also issue a notice pointing out such defects or incompleteness in such e-Form or document at the last intimated e-mail address of the person or the company which has filed the document, calling upon such person or company to file such e-Form or document afresh along with fee and additional fee, as applicable, after rectifying such defects or incompleteness within a period of thirty days from the date of such notice:

Provided that in case the e-mail address of the person or the company in question is not available, such intimation shall be given by the Registrar by post at the last intimated registered office address of the company or the last intimated address of such person, as the case may be. The Registrar shall preserve the facts of such intimation in the electronic record.

Fees.

24.11. For the purposes of sub-section (1) of section 403, any document, required to be submitted, filed, registered or recorded or any fact or information required or authorized to be registered under the Act shall be submitted, filed, registered or recorded on payment of such fee or on payment of such additional fee as mentioned in Annexure 'B'.

24.12. For the purposes of clause (e) of sub-section (1) of section 398, the fees, charges or other sums payable for filing any application, form, return or any other document in pursuance of the Act or any rule made or notification issued there under shall be paid into the Public Account of India by means of (i) Credit Card; or (ii) Internet Banking; or (iii) Remittance at the counter of the authorized banks; or (iv) any other mode as approved by the Central Government.

Inspection, production and evidence of documents kept by Registrar.

24.13 For the purposes of clause (d) of sub-section (1) of section 398, the inspection of the documents maintained in the electronic registry so set up in pursuance of Rule 24.8 and which are otherwise available for inspection under the Act or rules made thereunder, shall be made by any person in electronic form.

24.14. For the purposes of sub-section (1) of section 399, any person may –

- (a) inspect any document kept by the Registrar, being documents filed or registered by him in pursuance of this Act or any previous Company Law or making a record of any fact required or authorized to be recorded or registered in pursuance of this Act, on payment for each inspection of fee as provided in Annexure 'A'.
- (b) require a certificate of incorporation of any company, or a copy or extract of any other document or any part of any

other document to be certified by the Registrar, on payment of fee as provided in Annexure 'A'.