

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

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION

New Delhi, the 20th January, 2023

G.S.R. (E). – In exercise of the powers conferred under section 455, sub-section (2) of section 459 and sub-section (1) of section 464 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 (Miscellaneous) Rules, 2014, namely:-

1. Short title and commencement.- (1) These rules may be called the Companies (Miscellaneous) Amendment Rules, 2023.

(2) They shall come into force with effect from the 23rd day of January, 2023.

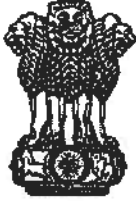
2. In the Companies (Miscellaneous) Rules, 2014,-

(i) in the proviso of rule 3,-

(a) in the proviso of clause (iv), the words, letters and figure “and enclosing the same with Form MSC-1” shall be omitted;

(b) in clause (v), the words, letters and figure “and a certificate in this regard is enclosed with Form MSC-1” shall be omitted;

(ii) for Forms No. MSC-1, MSC-3 and MSC-4, the following Forms shall be substituted, namely:-



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Refer instruction kit for filing the form

Form No. MSC-1

Application to ROC for obtaining the status of dormant Company

[Pursuant to sub-section (1) of section 455 of The Companies Act, 2013 read with rule 3 of The Companies (Miscellaneous) Rules, 2014]

Form language

English

Hindi

All fields marked in * are mandatory

Company Information

1 Are you filing the application on the basis of notice issued by ROC to declare the company as a Dormant company?

Yes

No

2 *Corporate Identity Number (CIN)

3 (a) *Name of the company

(b) *Registered office address

(c) *Email ID

4 *Date of incorporation of the company (DD/MM/YYYY)

5 *Whether the company is incorporated under

Companies Act 2013

Any previous Companies Act

6 *Type of company

7 *Object of the company as per Memorandum of Association (MOA)

Details of Special Resolution

8 (a) *Date of passing special resolution (DD/MM/YYYY)

(b) *SRN of MGT-14

Special Act related details

9 (a) *Whether the objects of the company are being regulated under any special Act?

Yes

No

(b)(i) If Yes, specify Name of the regulator

(Reserve Bank of India/Securities and Exchange Board of India/Insurance Regulatory and Development Authority/Others)

(ii) If Others, please specify

(iii) Date of obtaining the approval/NOC of regulator for obtaining the status of a dormant company (DD/MM/YYYY)

Director Details

10 (a) *Number of Directors

(b) *Particulars in respect of each director

S.No	Director identification number (DIN)	Name	Designation	Category
			▼	▼
			▼	▼
			▼	▼
			▼	▼

11 Grounds for application

(a) The company is formed and registered under the Companies Act, 2013 for:

- any future project
 holding an asset or intellectual property

AND

- (b) The company has no significant transaction since incorporation
 (c) The Company has not been carrying on any business or operation since (DD/MM/YYYY)
 (d) The company has not made any significant accounting transaction during the last two or more financial years
 (e) The company has not filed financial statements and annual returns during the last two or more financial years

Other information

12 (a) *Whether the company has any assets or liabilities

- Yes
 No

(b)(i) *Financial year end date to which last financial statement and annual return pertains (DD/MM/YYYY)

(ii) Date on which last financial statement was filed (DD/MM/YYYY)

(iii) Date on which last annual return was filed (DD/MM/YYYY)

(iv) If the financial statement and annual return is not filed for any year in the last two financial years, reasons thereof

(c)(i) Date on which last significant accounting transaction was made (DD/MM/YYYY)

(ii) Nature of such transaction

Attachments

(a) Copy of approval or no objection certificate (NOC) from the regulator if applicable

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(b) Optional attachment(s), if any

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Declaration

I* hereby confirm that

- i) no inspection, inquiry or investigation has been ordered or taken up or carried out against the company;
- ii) no prosecution has been initiated or pending against the company under any law;
- iii) the company is neither having any public deposits which are outstanding, nor the company is in default in payment thereof or interest thereon;
- iv) the company is not having any outstanding loan or if there is any, the concurrence of the lender has been obtained;
- v) there is no dispute in the management or ownership of the company;
- vi) the company does not have any outstanding statutory taxes, dues, duties etc. payable to the Central Government or any State Government or local authorities etc.;
- vii) the company has not defaulted in the payment of workmen's dues;
- viii) the securities of the company are not listed on any stock exchange within or outside India;
- ix) this application has not been made with an objective to deceive the creditors or to defraud any other person.
- x) I am authorised by the Board of Directors of the Company vide resolution number* dated* (DD/MM/YYYY) to sign this form.
 - a. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
 - b. All the required attachments have been completely and legibly attached to this form all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.
- xi) I understand that furnishing any false or incorrect particulars of any information or Suppression of any material information shall attract punishment under section 447, 448 and 449.

***To be digitally signed by**

DSC BOX

***Designation**

(Director/Manager/Company Secretary/CFO/CEO)

***DIN of the director; or DIN or Income Tax PAN of the manager or CEO or CFO; or membership number of company secretary**

Certificate by Practicing Professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that 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 relevant to this form and I have verified the above particulars (including attachment(s)) from the original/certified 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:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

To be digitally signed by:

- Chartered accountant (in whole-time practice) or
- Cost accountant (in whole-time practice) or
- Company secretary (in whole-time practice)

DSC BOX

Whether associate or fellow:

- Associate
- Fellow

Membership number

Certificate of practice number

Declaration by Statutory Auditor

*Statement of affairs duly certified by the Auditor(s) of the Company not older than 30 days from the date of the application

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Statement of affairs attached to the form in excel is made up to a day, not more than thirty days before the date of application

I hereby duly certify that the company is complying with Rule 3 of the Company (Miscellaneous) Rules, 2014

*To be digitally signed by

DSC BOX

*Name

*Designation

*Whether associate or fellow:

- Associate
- Fellow

*Membership number/Certificate of practice number

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Note: Attention is drawn to provisions of section 447 read with 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This eForm is hereby approved

This eForm is hereby rejected

Date of signing (DD/MM/YYYY)

DSC BOX

DSC BOX



Form No. MSC-3

Return of dormant company

[Pursuant to sub-section (5) of section 455 of the Companies Act, 2013 read with rule 7 and 8 of the Companies (Miscellaneous) Rules, 2014]

Form language

English

Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory

Company Information

1 *Corporate Identity Number (CIN)

2 (a) *Name of the company

(b) *Registered office address

(c) *Email ID

3 *Date of issue of certificate of dormant company (DD/MM/YYYY)

4 *Brief particulars of the principal business activities of the company

5 *Financial year end date to which this return relates (DD/MM/YYYY)

Board Meeting Details

6 (a) Particulars of the Board meeting(s) held

S. No.	Date of meeting (DD/MM/YYYY)	Total number of Directors as on the date of meeting	Total number of Directors present in the date of meeting
(b)	(c)	(d)	(e)

7 (i) Details of directors and Key managerial personnel as on the closure of financial year

(a) * Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

Name	DIN/PAN	Designation	*Number of equity share(s) held	Date of cessation (after closure of financial year: If any) (DD/MM/YYYY)
(b)	(c)	(d)	(e)	(f)

(ii) Particulars of change in director(s) and Key managerial personnel during the year

(a) *Number of Directors and Key managerial personnel change during the financial year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
(b)	(c)	(d)	(e)	(f)
		▼		▼

8 Statement of transactions other than significant accounting transactions; if any

(a) Payments for maintenance of its office and records

(b) Payments made to fulfill the requirements of the Act

(c) Payment of fees to Registrar

9 Break-up of paid-up share capital

Type of shares

Equity Shares

Preference shares

Number of class in Equity shares	
Number of class in Preference shares	

For equity shares, please fill below fields

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total Premium
Equity shares Description of the class				
*At the beginning of the year				
*Increase during the year				
(i) *Public Issue				
(ii) *Rights Issue				
(iii) *Bonus Issue				
(iv) *Private placement/ Preferential Allotment				
(v) *ESOPs				
(vi) *Sweat Equity shares allotted				
(vii) *Conversion of preference shares				
(viii) *Conversion of Debentures				

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total Premium
(ix) *GDRs/ADRs				
(x) Others specify				

*Decrease during the year				
(i) *Buy back of shares				
(ii) *Shares Forfeited				
(iii) *Reduction of share capital				
(iv) Others specify				
*At the end of the year				

For preference shares, please fill below fields

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total Premium
Preference Shares				
*Description of the class				
*At the beginning of the year				
*Increase during the year				
(i) *Issue of shares				
(ii) *Re-issue of forfeited shares				
(iii) Others, specify				
*Decrease during the year				
(i) *Redemption of shares				
(ii) *Shares Forfeited				
(iii) *Reduction of share capital				
(iv) Others, specify				
*At the end of the year				

10 *Particulars of the annual fee (Amount in Rupees) (Enter the amount to be paid along with this form)

11 (a) *Whether any significant transaction is carried out during the year

Yes No

(b) If yes, brief

12 Shareholding pattern of the company

S No.	Category of shareholders	Percentage as on (DD/MM/YYYY)	Percentage as on (DD/MM/YYYY)
1	Government (Central and State)		
2	Government Companies		
3	Public financial institutions		
4	Nationalized or other bank(s)		
5	Mutual Funds		
6	Venture Capital		
7	Foreign holdings (Foreign Institutional Investors, Foreign companies, Non-resident Indians, Foreign financial institutions or Overseas corporate bodies)		
8	Bodies Corporate (not mentioned above)		
9	Directors or relatives of directors		
10	Other top fifty shareholders (other than mentioned above)		
11	Others		
12	Total		
	Total number of shareholders		

Attachments

(a) *Duly audited statement of financial position

Max 2 MB

(b) Optional attachment(s), if any

Max 2 MB

Declaration

I am authorised by the Board of Directors of the Company vide resolution no.* dated (DD/MM/YYYY)* to sign this Form and declare that all the requirements of the 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. It is further declared that all the required attachments have been completely, correctly and legibly attached to this form.

*The status of the Company continues to be a Dormant Company under Section 455(1) of the Act as on date.

*To be digitally signed by

*Designation

(Director/Manager/ Company Secretary/CFO/CEO)

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

Certificate by Practicing Professional

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

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

To be digitally signed by:

DSC BOX

- Chartered accountant (in whole-time practice) or
 Cost accountant (in whole-time practice) or
 Company secretary (in whole-time practice)

Whether associate or fellow:

- Associate Fellow

Membership number

Certificate of practice number

Save

Submit

Note: Attention is drawn to provisions of section 447 read with 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

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.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)



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Form No. MSC-4

Application for seeking status of active company

[Pursuant to sub-section (5) of section 455 of the Companies Act, 2013 read with rule 8 of the Companies (Miscellaneous) Rules, 2014]

Form language

English

Hindi

Refer instruction kit for filing the form

All fields marked in * are mandatory

Company Information

1 (a) *Corporate Identity Number (CIN)

(b) *Name of the company

(c) *Registered office address

(d) *Email ID

Compliance related details

2 (a) *Whether the company seeks to obtain Active status on account of non-compliance of any condition of 'Dormant company' as specified in Rule 8(3) of the Companies (Miscellaneous) Rules, 2014

Yes

No

(b) Description of non-compliance condition

(c) Date of non-compliance (DD/MM/YYYY)

SRN Details

3 (a) *Service Request Number (SRN) of Form No.MSC-1 filed for seeking status of dormant company

(b) Service Request Number (SRN) of latest return filed in Form No. MSC-3, if any

Other Details

4 *Company remained in dormant status since (DD/MM/YYYY)

5 *Reasons of dormant status (whether for reasons stated under sub section (1) of section 455 or on account of notice issued by ROC to declare the company as a Dormant company under sub-section (4) of section 455)

6 *I do hereby apply for changing the status of the Company from Dormant to Active as per the provisions of sub-section (5) of section 455 of the Companies Act, 2013

Attachments

Optional attachment(s), if any

Max 2 MB

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Declaration

I am authorised by the Board of Directors of the Company vide resolution no. * dated (DD/MM/YYYY)* 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. It is further declared that all the required attachments have been completely, correctly and legibly attached to this form.

***To be digitally signed by**

DSC BOX

***Designation**

(Director/Manager/ Company Secretary/CFO/CEO)

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

Certificate by Practicing Professional

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

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

To be digitally signed by:

DSC BOX

- Chartered accountant (in whole-time practice) or
 Cost accountant (in whole-time practice) or
 Company secretary (in whole-time practice)

Whether associate or fellow:

- Associate Fellow

Membership number

Certificate of practice number

Save

Submit

Note: Attention is drawn to provisions of section 447 read with 448 and 449 of the Companies Act, 2013 which provide for punishment for false statements/ certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This eForm is hereby approved

This eForm is hereby rejected

Date of signing (DD/MM/YYYY)

[File No. 1/25/2013-CL-V(Part)]


(Manoj Pandey)

Joint Secretary to the Government of India

Note: The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide*, number G.S.R. 253(E), dated the 31st March, 2014 and last amended *vide*, notification number G.S.R. 506(E) dated 17th July, 2014.