

[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, 26th January, 2018

G.S.R... (E)- In exercise of the powers conferred by sub-sections (1) and (2) of 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. (1) These rules may be called the Companies (Appointment and Qualification of Directors) Amendment Rules, 2018.
(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 (hereinafter referred to as the principal rules), in rule 9,
(A) for the marginal heading, the following marginal heading shall be substituted, namely:-

"Application for allotment of Director Identification Number before appointment in an existing company";

(B) for sub-rule (1), the following shall be substituted, namely:-

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

Provided that in case of proposed directors not having approved DIN, the particulars of maximum three directors shall be mentioned in Form No.INC-32 (SPICe) and DIN may be allotted to maximum three proposed directors through Form INC-32 (SPICe);

(C) in sub-rule (3),

(I) In sub-clause (a), after sub-clause (iii), the following sub-clause shall be inserted, namely:-

“(iiiia) board resolution proposing his appointment as director in an existing company”;

(II) for clause (b), the following clause shall be substituted, namely:-

“(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 a company secretary in full time employment of the company or by the managing director or director or CEO or CFO of the company in which the applicant is intended to be appointed as director in an existing company,”.

3. In annexure to the principal rules,

(A) for form No. DIR-3 the following form shall be substituted, namely:-

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 before appointment in an existing company

- All fields marked in * are to be mandatorily filled.
- Income-tax Permanent Account Number (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

Photograph



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

2. ***Father's name (Even Married women must also give father's name)**

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

3. ***Whether a citizen of India** Yes No

4. Nationality

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. Income-tax permanent account number

10. Voter's identity card number

11. Passport number

12. Driving license number

13. Aadhaar number

<input type="text"/>
<input type="text"/>
<input type="text"/>
<input type="text"/>
<input type="text"/>

14. Permanent residential address

*Line I

Line II

*City

*State *Pin code

*ISO Country code

*Country

*Phone *Mobile Fax

*E-mail ID

15. *Whether present residential address is same as permanent residential address Yes No

16. Present residential address

Line I

Line II

City

State Pin code

ISO Country code

Country

Phone Fax

Attachments

- 1. *Proof of identity of applicant
- 2. *Proof of residence of applicant
- 3. Optional attachment(s)-if any

List of attachments

Verification

I Son*/Daughter* of
 born on
resident of

hereby confirm and verify that the particulars given in this Form are true and also are in agreement with the document being attached thereto.

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 said Form DIR-3,
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,
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,
4. I have not been already allotted a Director Identification Number (DIN) under section 154 of the Companies Act, 2013,
5. I further declare that I have read and understood the provisions of Sections 154, 155, 447 and 448 read with Sections 449, 450 and 451 of the Companies Act, 2013, and
6. I solemnly declare that the declaration given herein as stated above are true to the best of my knowledge and belief and that it conceals nothing and that no part of it is false.

*To be Digitally signed by Applicant

Certification

* I declare 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 verified form the documents duly attested by the attesting authority as prescribed

* I also declare that the company intends to appoint the applicant as a director after allotment of DIN.

* 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 further 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

Category

DIN of the Director or PAN of the manager or CEO or CFO; or
membership number of Company Secretary

Corporate identity number (CIN) of company with which
the authorized signatory is associated and in which the
applicant is proposed to be a director

Name of company

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

For office use only:

eForm Service request number (SRN) eForm filing date (DD/MM/YYYY)

Digital Signature of the authorizing officer

This e-Form is hereby approved

(DD/MM/YYYY)

This e-Form is hereby rejected

Confirm Submission

Date of signing

(B) for Form No. DIR-12, the following form shall be substituted, namely:-

FORM NO. DIR-12

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



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

Form language (Radio button) English Hindi

Refer the instruction kit for filing the form.

1.*This form is for New company Existing company

2.(a) *Corporate Identification number (CIN) of the company

Pre-fill

(b) Global location number (GLN)

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

Chairman Executive director Non-executive director

DIN of the director to whom the appointee is alternate

Pre-fill

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID of director

In case of cessation

Hereby confirmed that the above mentioned Director Managing Director is not associated with the with effect from (DD/MM/YYYY) due to

Interest in other entities

Number of such entities

*CIN/LLPIN/FCRN/Registration number

Pre-fill

*Name

*Address

Nature of interest *Designation

Percentage of Shareholding Amount

Others (specify)

6. Number of manager(s), secretary(s), Chief Financial Officer or Chief Executive Officer for which the form is being filed

7. Details of the manager, secretary, Chief Financial Officer or Chief Executive Officer of the company

I.

Director Identification Number(DIN), if any

Income-tax permanent account number (PAN)

Appointment Cessation

Membership number of the secretary

First name

Middle name

Last name

Father's name

First name

Middle name

Last name

Present residential address

Line I

Line II

City

State

Pin code

ISO country code

Country

Phone

Fax

Date of birth

(DD-MM-YYYY)

Designation

Date of appointment or cessation

(DD-MM-YYYY)

e-mail ID

Attachments

Attach

List of attachments

(1) Declaration by the first director ;

Attach

(2) Declaration of the appointee director,
In Form No. DIR-2;

Attach

Remove attachments

(3) Notice of resignation;

Attach

(4) Evidence of cessation;

Attach

(5) Interest in other entities;

Attach

(6) Optional attachment(s), if any

Declaration

I *

 A person named in the articles as a (company secretary) of the company; or have been authorized by the Board of Directors of the Company vide resolution

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. 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.

DSC BOX

To be digitally signed byDesignation *DIN of the director; or DIN or PAN of the manager

or CEO or CFO; or Membership number of the 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 made 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:

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;

- All the required attachments have been completely and legibly attached to this form;
- 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.
 - 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

For office use only:

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby registered

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 filing company

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


20/01/2018
K.V.R. Murty Jt. Secy.

Note: The principal notification was published in the Gazette of India, Extraordinary Part II, Section 3, Sub-section (i) *vide* number G.S.R. 259(E) dated 31st March, 2014 and subsequently amended *vide* the following notifications:-

Serial Number	Notification Number	Notification Date
1.	G.S.R. 671 (E)	18-09-2014
2.	G.S.R. 42 (E)	19-01-2015
3.	G.S.R. 839 (E)	05-07-2017