

MINISTRY OF CORPORATE AFFAIRS

COMPANIES (INCORPORATION) AMENDMENT RULES, 2019.

The Ministry of Corporate Affairs (MCA) vide its notification dated February 21, 2019 has amended the Companies (Incorporation) Rules, 2014 through Companies (Incorporation) Amendment Rules, 2019. This notification shall come into force on February 25, 2018.

The amendment is as follows:

A Company incorporated on or before the December 31, 2017 is required to file particulars of the Company and its registered office, in e-form ACTIVE (Active Company Tagging Identities and Verification) or e- form INC-22 A.

For ease of understanding, please find below the FAQs regarding the said amendment:

Ques. Which kind of Companies are required to file e-Form INC -22A?

Ans. All types of Companies (Public, Private, One Person Company or Listed) are required to file e- form INC-22 A incorporated on or before the December 31, 2017

Ques. Which Companies shall be restricted to file e-Form INC- 22A?

Ans. Companies which have not filed Financial Statements under Section 137 (Form AOC-4) or Annual Return under Section 92 (Form MGT- 7), unless such company is under management dispute and the Registrar has recorded the same on the register shall be restricted to file Form INC-22A

Ques. Which companies are not required to file e-Form INC- 22A?

Ans. The following companies are not required to file e-Form INC- 22A:

- Struck off Companies
- Companies under process of striking off
- Companies under Liquidation
- Amalgamated Companies
- Dissolved Companies

Ques. What is the due date for filing e-Form INC- 22A?

Ans. The due date for filing e-Form INC- 22A is April 25, 2019

Ques. What are consequences of late filing?

Ans. Fees of Rs. 10,000 shall be levied on e-Form INC 22 A which is filed after April 25, 2019.

Ques. What are the consequences of non -filing e-Form INC-22A by April 25, 2019?

Ans. Consequences for non-filing e-form INC-22A are as follows:

A. Company will be marked as "ACTIVE Non-compliant" on or after April 26, 2019 and will be liable for action under Section 12(9) of Companies Act, 2013

Section 12(9) states that if the Registrar has reasonable cause to believe that the company is not carrying on any business or operations, he may cause a physical verification of the registered office of the company in such manner as may be prescribed and if any default is found to be made in complying with the requirements of Section 12 (1), he may without prejudice to the provisions of Section 12(8), initiate action for the removal of the name of the company from the Register of Companies under Chapter XVII

B. Filing of following e-forms will be barred:

- Form SH-7 for change in Authorized Capital
- Form PAS-3 for change in Paid up Capital
- Form DIR-12 for change in Directors except cessation
- Form INC-22 for change in Registered office

- Form INC-28 for Amalgamation/Demerger order

Ques. What are the details required to be filed in e-Form INC- 22A?

Ans. Following are the mandatory details to be filed in e-form INC- 22A:

- Details of the Company;
- Details of Registered office;
- OPT verification on e-mail id of Company;
- Number of directors and DIN Status of Directors;
- Details of KMP, if applicable;
- Details of Statutory Auditor;
- Details of the Cost Auditor, if applicable;
- SRN of Form AOC-4/ Form MGT-7 for FY 2017- 18.
- Photograph of Registered office showing external building and inside office also showing there is atleast one director/KMP who has affixed his/her digital signature to this form (Mandatory attachment)

This step has been taken by Ministry of Corporate Affairs to identify Inactive Company and ensure filing of Financial Statements and Annual Returns.

The link of the notification is as follows

http://www.mca.gov.in/Ministry/pdf/CompaniesIncorporationAmendmentRules_21022019.pdf