

## **The Companies (Compliance Certificate) Rules, 2001**

G.S.R. 52(E).- In exercise of the powers conferred by sub-section (1) of section 642 read with proviso to sub-section (1) of section 383A of the Companies Act, 1956 (1 of 1956), the Central Government hereby makes the following rules, namely: -

### **1. Short Title and Commencement :-**

- (1) These rules may be called **The Companies (Compliance Certificate) Rules, 2001**<>.
- (2) They shall come into force on the date of their publication in the Official Gazette.

### **2. Definition :In these rules, unless the context otherwise requires:-**

- (a) “Act” means the Companies Act, 1956 (1 of 1956);
- (b) “Certificate” means a certificate referred to in the proviso to sub-section (1) of section 383A of the Act;
- (c) “Form” means Form appended to these rules; and
- (d) The words and expressions used in these rules but not defined in these rules shall have the same meanings respectively assigned to them in the Act.

### **3. Other Conditions :-**

- (1) Every company not required to employ a whole-time secretary under sub-section (1) of section 383A of the Act and having a paid-up share capital of ten lakh rupees or more shall obtain a certificate from a secretary in whole-time practice.<>
- (2) The company referred to in sub-rule (1) shall file with the Registrar a certificate in Form or as near thereto as circumstances admit in respect of each financial year within thirty days from the date on which its annual general meeting was held:

Provided that where the annual general meeting of such company for any year has not been held, there shall be filed with the Registrar such certificate within thirty days from the latest day on or before which that meeting should have been held in accordance with the provisions of the Act.

- (3) Every secretary in whole-time practice for the purpose of issue of certificate referred to in sub-rule (2) shall have right to access at all times to the registers, books, papers, documents and records of the company whether kept in pursuance of the Act or any other Act or otherwise and whether kept at the registered office of the company or elsewhere and shall be entitled to require

from the officers or agents of the company, such information and explanations as the secretary in whole-time practice may think necessary for the purpose of such certificate.

- (4) Every certificate referred to in sub-rule (2) shall be laid by the company in its annual general meeting.

**FORM**  
[SEE RULE 3]

**Compliance Certificate**

To,

The Members,

\_\_\_\_\_ (Name of the company)

I/We have examined the registers, records, books and papers of \_\_\_\_\_ Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 20\_\_\_\_. In my/our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that in respect of the aforesaid financial year.

1. the company has kept and maintained all registers as stated in Annexure `A` to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. the company has duly filed the forms and returns as stated in Annexure `B` to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. the company being private limited company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was \_\_\_\_\_ excluding its present and past employees and the company during the year \_\_\_\_\_ under \_\_\_\_\_ scrutiny:

- (i) has not invited public to subscribe for its shares or debentures; and
  - (ii) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. the Board of Directors duly met \_\_\_\_\_times on \_\_\_\_\_ (dates) in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
  5. the company closed its Register of Members, and/or Debenture holders from \_\_\_\_\_ to \_\_\_\_\_ and necessary compliance of section 154 of the Act has been made.
  6. the annual general meeting for the financial year ended on \_\_\_\_\_ was held on \_\_\_\_\_ after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
  7. \_\_\_\_\_ extra ordinary meeting(s) was/were held during the financial year after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
  8. the company has advanced loan amounting to Rs.\_\_\_\_\_ to its directors and/or persons or firms or companies referred in the section 295 of the Act after complying with the provisions of the Act.
  9. the company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
  10. the company has made necessary entries in the register maintained under section 301 of the Act.
  11. the company has obtained necessary approvals from the Board of Directors, members and previous approval of the Central Government pursuant to section 314 of the Act wherever applicable.
  12. the Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.
  13. the Company has :
    - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
    - (ii) deposited the amount of dividend declared including interim dividend in a separate Bank Account on \_\_\_\_\_ which is within five days from the date of declaration of such dividend.

(iii) paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with \_\_\_\_\_ Bank on \_\_\_\_\_.

(iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.

(v) duly complied with the requirements of section 217 of the Act.

14. the Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
15. the appointment of Managing Director/ Whole-time Director/Manager has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act and approval of the Central Government has been obtained in respect of appointment of \_\_\_\_\_ not being in terms of Schedule XIII.
16. the appointment of sole-selling agents was made in compliance of the provisions of the Act.
17. the company has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act as detailed below:-
18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. the company has issued \_\_\_\_\_ shares/debentures/other securities during the financial year and complied with the provisions of the Act.
20. the company has bought back \_\_\_\_\_ shares during the financial year ending \_\_\_\_\_ after complying with the provisions of the Act.
21. the company has redeemed \_\_\_\_\_ preference shares/debentures during the year after complying with the provisions of the Act.
22. the company wherever necessary has kept in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. the company has complied with the provisions of sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 the applicable directions issued by the Reserve Bank of India/ any other authority in respect of deposits accepted including unsecured loans taken, amounting to Rs. \_\_\_\_\_ raised by the company during the year and the company has filed the copy of Advertisement/Statement in

lieu of Advertisement/ necessary particulars as required with the Registrar of Companies \_\_\_\_\_ on \_\_\_\_\_. The company has also filed return of deposit with the Registrar of Companies/Reserve Bank of India/other authorities.

4. the amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending \_\_\_\_\_ is/are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened annual/extraordinary general meeting.
25. the company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose
26. the company has altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny after complying with the provisions of the Act
27. the company has altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny and complied with provisions of the Act.
28. the company has altered the provisions of the memorandum with respect to name of the company during the year under scrutiny and complied with the provisions of the Act.
29. the company has altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and complied with the provisions of the Act.
30. the company has altered its articles of association after obtaining approval of members in the general meeting held on \_\_\_\_\_ and the amendments to the articles of association have been duly registered with the Registrar of Companies.
31. a list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the company in such cases is attached.
32. the company has received Rs. \_\_\_\_\_ as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act
33. the company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act

Note: The Qualification, reservation or adverse remarks, if any, may be stated at the

relevant places.

Place:

Signature :

Date :

Name of Company Secretary :

C. P. No. :

**Annexure A**

Registers as maintained by the Company

1. -----u/s-----
2. -----u/s-----
3. -----u/s-----

**Annexure B**

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 20\_\_\_\_\_ .

1. Form No.-----Filed u/s-----for-----
2. Form No.-----Filed u/s-----for-----
3. Form No.-----Filed u/s-----for-----