



GOVERNMENT OF INDIA

Ministry of Corporate Affairs

**Disclosure of Information under Section 4(1)(b) of
the Right to Information Act, 2005**

(As on 16.11.2016)

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Dr. Rajendra Prasad Road
New Delhi**

Website: <http://www.mca.gov.in>

PARTICULARS OF ORGANIZATION, FUNCTIONS AND DUTIES

[Section 4(1)(b)(i)]

Aims and objectives of the organization

The aim of the Ministry of Corporate Affairs is primarily to provide and sustain in the democratic society in India an ethical business culture so as to facilitate world class governance of corporates, to which investors as well as lenders can confidently commit their funds; to promote and sustain competition in market; to protect the interest of consumers; and, to ensure freedom of trade carried on by other participants in India.

The objectives of the Ministry are:

1. To provide simplified laws governing the Corporate Sector and to facilitate corporate growth;
2. To strengthen e-Governance;
3. To ensure effective implementation of laws being administered by the Ministry of Corporate Affairs;
4. To ensure 'protection of investors and promotion of investor education and awareness;
5. To promote capacity building and advisory support to the sector;
6. To promote competition;
7. To ensure proactive dissemination of corporate sector statistics;
8. To develop and strengthen investigative capabilities of the Serious Fraud Investigation Office (SFIO) and to ensure effective follow-up action in cases of serious frauds.

The objectives are achieved by way of formulating a set of appropriate policies, acts, rules, processes, etc.

1. Vision

To be a facilitator of world class governance of corporates.

2. Mission

- To transform regulatory environment for easy compliance;
- To balance competing interests of various stakeholders; and
- To build and strengthen institutions for achieving excellence in service delivery.

3. Brief history and background for its establishment

Ministry of Corporate Affairs, earlier known as the Department of Company Affairs, has in the past been a part of various Ministries such as Finance, Commerce & Industry, Industrial Development and Internal Trade, Law and Justice, etc. as re-organizations took place from time to time. A separate Ministry of Company Affairs was created on 27.05.2004.

Thereafter, it was renamed as Ministry of Corporate Affairs vide Presidential Notification dated the 9th May, 2007, amending the Government of India (Allocation of Business) Rules, 1961. The revised nomenclature not merely reflects change in form but also in the vision and approach that drives the initiatives of the Ministry.

The Ministry of Corporate Affairs administers the following Acts:

- (i) The Companies Act, 2013/ (and remaining parts of)the Companies Act, 1956
- (ii) The Competition Act, 2002
- (iii) The Limited Liability Partnership (LLP) Act, 2008
- (iv) The Chartered Accountants Act, 1949
- (v) The Cost and Works Accountants Act, 1959
- (vi) The Company Secretaries Act, 1980
- (vii) The Partnership Act, 1932
- (viii) The Societies Registration Act, 1860
- (ix) The Companies (Donations to National Funds) Act, 1951.
- (x) The Insolvency and Bankruptcy Code, 2016

4. Functions

- (i) Administration of the Companies Act, 1956/2013.
- (ii) Administration of the Companies (Donation of National Funds) Act, 1951 (54 of 1951)
- (iii) Administration of the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969) **(Only residual matters)**
- (iv) Monopolies and Restrictive Trade Practices Commission. **(Only residual matters)**
- (v) Professions of Accountancy (The Chartered Accountants Act, 1949(38 of 1949); Profession of Costs and Works Accountancy [The Cost and Works Accountants Act, 1959) (23 of 1959)]; Profession of Company Secretaries (The Company Secretaries Act, 1980 [56 of the 1980]

- (vi) Collection of Statistics relating to companies.
- (vii) Legislation relating to law of partnership and the exercise of certain functions under Chapter VII of the Indian Partnership Act, 1932 (9 of 1932) in centrally administrated areas. (The administration of the Act vests with the State Governments).
- (viii) Legislation in relation to registration of societies and exercise of functions under the Societies Registration Act, 1860 (21 of 1860) in centrally administered areas.
- (ix) Competition Commission of India. The Competition Act, 2002 (12 of 2003)
- (x) Serious Frauds Investigation Office.
- (xi) Administration of the Insolvency and Bankruptcy Code, 2016

5. Organizational Setup

The Ministry of Corporate Affairs has a well-defined organizational set-up namely the Secretariat/Headquarters at New Delhi; seven Regional Directorates (RDs) at Delhi, Mumbai, Kolkata, Chennai, Ahmedabad, Hyderabad and Shillong; fifteen Registrars of Companies (ROCs); fourteen Official Liquidators (OLs) and nine Registrars of Companies-cum-Official Liquidators in States and Union Territories. Details of organizations are given below:

[The contact details of all Offices of Regional Directors, Registrar of Companies, Official Liquidators and Registrar of Companies-cum-Official Liquidators are available on the website of the Ministry under the CONTACTS tab]

Office	Place
Regional Director	
Regional Director (Eastern Region)	Kolkata
Regional Director(Northern Region)	New Delhi
Regional Director (North Western Region)	Ahmedabad
Regional Director(North East Region)	Shillong
Regional Director (Southern Region)	Chennai
Regional Director (Western Region)	Mumbai
Regional Director (South East Region)	Hyderabad
Registrar of Companies	
Registrar of Companies (Andhra Pradesh&Telangana)	Hyderabad
Registrar of Companies(Kerala)	Ernakulum
Registrar of Companies (Assam, Meghalaya, Manipur, Tripura, Mizoram, Nagaland & Arunachal Pradesh)	Shillong
Registrar of Companies (Delhi & Haryana)	New Delhi
Registrar of Companies (Gujarat)	Ahmedabad
Registrar of Companies (Karnataka)	Bangalore
Registrar of Companies (Madhya Pradesh)	Gwalior
Registrar of Companies (Maharashtra)	Mumbai
Registrar of Companies (Maharashtra)	Pune
Registrar of Companies (Puducherry)	Puducherry
Registrar of Companies (Punjab, Chandigarh)	Chandigarh
Registrar of Companies (Tamil Nadu)	Chennai
Registrar of Companies (Tamil Nadu)	Coimbatore
Registrar of Companies (Uttar Pradesh)	Kanpur
Registrar of Companies(West Bengal)	Kolkata
Official Liquidator	
High Court of Madhya Pradesh	Indore
Calcutta High Court	Kolkata
Kerala High Court (Ernakulum)	Ernakulum
Allahabad High Court	Allahabad
Andhra Pradesh High Court	Hyderabad
Karnataka High Court	Bangalore
High Courts North East States	Guwahati
Bombay High Court	Mumbai
Bombay High Court (Nagpur Bench)	Nagpur
Madras High Court	Chennai
Delhi High Court	New Delhi

Gujarat High Court	Ahmedabad
Chandigarh High Court	Chandigarh
Jodhpur High Court	Jodhpur
Registrar of Companies cum Official Liquidator	
ROC-cum-OL Bilaspur	Bilaspur
ROC-cum-OL Ranchi	Ranchi
ROC-cum-OL Patna	Patna
ROC-cum-OL Jammu	Jammu
ROC-cum-OL Nanital	Nanital
ROC-cum-OL Jaipur	Jaipur
ROC-cum-OL Goa	Goa
ROC-cum-OL Cuttack	Cuttack
RoC cum OL, Himachal Pradesh	Shimla

Central Registration Centre (CRC)	Manesar
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5.1 Headquarters

The administrative structure at the Headquarters includes a Secretary, one Additional Secretary, one Director General of Corporate Affairs, four Joint Secretaries, one Joint Secretary and Financial Adviser, one Economic Adviser, one Cost Adviser, two Directors of Inspection & Investigation (vacant at present) and other officials having expertise in administrative, legal, accounting, economic and statistical matters.

5.2 Regional Directors

The Regional Directors supervise the working of the offices of the Registrars of Companies and Official Liquidators located in different locations in the country. They also maintain liaison between the respective State Governments and the Central Government on matters

relating to the administration of the Companies Act/Limited Liability Partnership Act.

5.3 Registrar of Companies and Official Liquidators

The Registrars of Companies (ROCs) appointed under Section 396 of the Companies Act, 2013 are vested with the primary duty of registering companies in States and Union Territories and ensuring that such companies comply with statutory requirements under the Act. Recently, for promoting 'ease of doing business', the Ministry set-up a Central Registration Center (CRC) for ensuring speedy incorporations of companies.

Offices of Registrars of Companies function as a registry of records, relating to the companies registered with them that are available for inspection by the public on payment of the prescribed fee. The Central Government exercises administrative control over these offices through the respective Regional Directors.

The Official Liquidators are officers appointed by the Central Government under Section 448 of the Companies Act, 1956/275 of Companies Act, 2013 and are attached to various jurisdictional High Courts. The respective Regional Directors supervise their functioning on behalf of the Central Government. Official Liquidators function under the directions and supervision of the High Courts in the conduct of winding-up of affairs of companies.

The duties and powers of Official Liquidators are mainly relating to the filing of claims against debtors for realization of debts; sale of movable and immovable assets of the company taken possession by the Official Liquidator; instituting criminal complaints and misfeasance proceedings against former Directors of the company for acts and omissions and breach of trust; invitation of claims from creditors; adjudication of claims and settlement of list of creditors; payment to creditors by way of dividend and settlement of list of contributories wherever necessary; and payment of return of capital where the company's assets exceeds its liability, and finally, dissolve the company.

5.4 Divisions/Sections/Cells at Headquarters

The Headquarters of MCA is organized into various Divisions/Sections/Cells for administering/regulating various aspects of the Companies Act, 2013, Corporate Policy etc.

The provisions of the Companies Act are dealt by various Sections under the supervision of concerned Joint Secretaries. A brief description of major activities of Sections is given below:

Company Law - I Section deals with the drafting of rules/amendments/clarifications on matters pertaining to the Companies Act, 2013; issues related to transition from the Companies Act, 1956 to the Companies Act, 2013; liaison with other Regulators on matters pertaining to the Companies Act, 2013; preparation of Cabinet notes, draft bills for amendment in the Companies Act, 2013 and all matters up to the stage of obtaining assent of the President after the bills are passed by Parliament.

Company Law - II Section deals with ordering of inspection of the companies under Section 206(5) of the Companies Act, 2013 and issue of follow-up instructions on the inspection reports and follow-up action thereof; ordering of inquiry under Section 206 (4) of the Companies Act, 2013 and issuance of instructions on the reports and follow-up action thereof; ordering of investigation of companies (Under Section 210, 212 of the Companies Act, 2013) and issuance of instructions on the report and follow-up action thereof; action on complaints against companies relating to misuse and diversion of funds, mismanagement etc.

Company Law - III Section deals with reduction of share capital; Amalgamation/Scheme of Arrangement etc. of Govt. Companies; references received from RDs/ROCs regarding approval of names of companies and matters incidental thereto; references received from RDs/ROCs for grant of license, revoking of such licenses, alteration of Memorandum and Articles of Association, grant of exemption and matters relating to such companies (Section 8 of Companies Act, 2013).

Company Law - IV Section (Legal Section) deals with engagement of Government Counsels on request of domain Sections; vetting of draft para-wise comments prepared by domain Sections; draft reply/statement/affidavit/counter affidavit etc. in court cases to be prepared by domain Sections in consultation with Government Counsels; monitoring of all court cases of the Ministry; issue of sanction for payment of fees to Government Counsels;vetting of draft reply/affidavits to be filed by Field Offices and other attached offices of the Ministry, in which Ministry is a party etc.

Company Law - V Section (Policy Section) deals with the examination of clarifications regarding provisions of the Companies Act, 1956/2013 and the LLP Act, 2008 sought by other Ministries/Departments and Field Offices/Sections within Ministry and Chambers of Commerce, etc.; matters relating to the Limited Liability Partnership Act, 2008; drafting of Notification/Circulars, etc. relating to amendment of rules/schedules (except Schedule V and Schedule VII) made under the Companies Act/LLP Act; approval for change in venue for holding AGM by Govt. Companies under section 96 of Companies Act, 2013; matters relating to condonation of delay under section 460 of Companies Act, 2013; issuance of circular to ROCs/ RDs to bring uniformity of practices by all field offices with regard to disposal of their duties; examination of Cabinet Notes/Notes for Cabinet Committee of Economic Affairs (CCEA) and Committee of Secretaries (COS), received from other Ministries; matters relating to accounting standards, convergence with International Financial Reporting Standards (IFRS) and National Advisory Committee on Accounting Standards (NACAS), National Financial Reporting Authority (NFRA) etc.

Company Law - VII Section deals with applications for appointment of Managing Director/ Whole time Director/ Manager and payment of their remuneration (Section 196, 197 read with Schedule V of the Companies Act, 2013); applications for increase in the remuneration of Managing Director/ Whole time Director/ Manager (Section 196, 197 read with Schedule V of the Companies Act, 2013); applications for waiver of recovery of remuneration paid in excess of the limits of the Act to the Directors of a Company (Section 197 (10) of the Companies Act, 2013).

(Company Law VI Section has been merged with the Company Law VII Section)

Cost Audit Branch (CAB) was set up to perform the statutory functions u/s 209(1)(d) relating to the maintenance of cost records and u/s 233B relating to the audit of cost records by the companies read with provisions u/s 224(1B), and 227(1) of the Companies Act, 1956. CAB is manned by professionals drawn from the Indian Cost Accounts Service (ICoAS). After the enactment of the Companies Act, 2013, CAB is mandated to perform the functions relating to matters falling under Section 148 of the Companies Act, 2013 including:

a) Policy framing:

Framing policy framework for cost accounting records and cost audit in the corporate sector; identification of class of companies i.e. the industries /sectors for inclusion/ exclusion under the provisions of section 148 of the Companies Act, 2013; processing of cases for exemption under Sec. 462, from the provisions of Sec.148 of the Companies Act, 2013.

b) Designing of order/rules and various forms and annexures thereto:

Notification of order/rules and publication thereof in the Official Gazette after legal vetting and Hindi translation; laying of notified orders/rules in both Houses of Parliament; designing & prescription of various formats for maintenance of cost records by various industries/sectors and also for filing cost audit reports with the Central Government.

c) Review and sharing of Cost Audit reports and study conducted thereon:

d) Establishment matters relating to staff posted at CAB etc.

Investor Grievance Management Cell (IGMC) deals with taking up the grievances of investors through the jurisdictional Registrars of Companies and Official Liquidators. It also coordinates with the Department of Economic Affairs, Reserve Bank of India and SEBI for redressal of investors' complaints received in this Ministry but pertaining to these agencies. The complaints broadly relate to Non- receipt of annual report; Non- receipt of dividend amount; Non- refund of application money; Non- payment of matured deposits and interest thereon; Non- receipt of duplicate shares; Non- registration of transfer of shares; Non- issuance of share certificates; Non- receipt of debentures/bonds certificates; Non- issuance of bonus shares; Non- issuance of interest on late payment; Non- redemption of debentures and interest thereon; Non- receipt of share certificates on conversion. In addition, this Section deals with monitoring of PG Portal of Department of Administrative Reforms and Public Grievances for disposal of grievances related to this Ministry; monitoring of prosecutions of Companies under Section 58A and other Sections of the Companies Act, 1956/2013 launched by the Regional Director/Registrar of Companies on the advice of the IGM Cell on the basis of complaints received from the investors etc.

International Cooperation Section deals with matters pertaining to International Co-operation, policy initiatives of the Ministry requiring consultation with foreign countries - visits of Ministers/Senior Officers etc. to foreign countries; MoUs of the organizations under the Ministry with international entities.

Research & Analysis Division deals with preparation of Annual Report on the Working and Administration of the Companies Act, 2013 as prescribed under Section 461 of the Companies Act, 2013 and laying it before each house of parliament within one year of the close of the year to which the report relates; preparation of Annual Report of the Ministry and submitting it to the Standing Committee on Finance to enable it to consider the demand for grants of the Ministry; providing economic input on issues relating to, *inter alia*, Corporate Performance, Capital Market Reforms, Disinvestment and Foreign Direct Investment at the macro level etc.

Investor Education and Protection Fund deals with matters related to Investor Education and Protection Fund (IEPF) as per Section 205 C of the Companies Act 1956 and Section 125 of the Companies Act, 2013; establishment of the IEPF Authority; educating and creating awareness among investors through professional institutes, electronic and print media etc.

Insolvency Section - The Insolvency Section of the Ministry is the Nodal Section for Insolvency and Bankruptcy Code, 2016.

e-Governance Cell

The first phase of the MCA 21 ended on 16th January, 2013 and Infosys Limited has been appointed as service provider for MCA V2 for a period of 6-1/2 years.

The work relating to the MCA 21 Project is being handled by the e-Governance cell in the Ministry which also coordinates from e-

Governance angle for all the required changes as per requirements of the Act and Rules thereunder.

6. Offices/Organizations under the Ministry of Corporate Affairs

6.1 NATIONAL COMPANY LAW TRIBUNAL (NCLT) - Constitution of NCLT has been notified under section 408 of the Companies Act, 2013 w.e.f 1st June, 2016. Pending proceedings as provided in section 434 (1) (a) and 434 (1) (b) of the Companies Act, 2013 have been transferred to this body. Eleven Benches of NCLT have been notified at various places viz New Delhi (2 Benches), and one bench each at Ahmedabad, Allahabad, Bengaluru, Chandigarh, Chennai, Guwahati, Hyderabad, Kolkata and Mumbai.

6.1.1 NATIONAL COMPANY LAW APPELLATE TRIBUNAL (NCLAT) - NCLAT which is an appellate Body to NCLT has been notified under Section 410 of the Companies Act, 2013 w.e.f 1st June 2016

6.2 COMPETITION COMMISSION OF INDIA

The Competition Commission of India (CCI) was established on 14.10.2003 under the Competition Act, 2002, with the objective of eliminating practices having an adverse effect on competition, promoting and sustaining competition, protecting the interest of consumers and ensuring freedom of trade in India.

6.3 COMPETITION APPELLATE TRIBUNAL

The Competition Appellate Tribunal (COMPAT) was established on 15.05.2009 under the Competition Act, 2002, with powers to entertain

appeals against directions or decisions of CCI, and to adjudicate on claim for compensation that may arise from the findings of the Commission and COMPAT.

6.4 SERIOUS FRAUD INVESTIGATION OFFICE (SFIO)

SFIO was set up through a Resolution dated 02.07.2003. It is a multi-disciplinary Investigating Agency, wherein experts from diverse sectors like banking, capital markets regulation, corporate regulation, law, forensic audit, taxation, information technology etc. work together to unravel corporate frauds. Cases requiring investigation under the Companies Act consequent on preliminary inquiries or inspections, where there are indications of serious breach of law, are assigned to the SFIO. The ambit of investigation by the organization is not confined to the Companies Act but could cover other statutes including the Indian Penal Code. Under the Companies Act, 2013, SFIO has now been given statutory status. It is headed by a Director, in the rank of Joint Secretary/ Additional Secretary to the Government of India.

6.5 PROFESSIONAL INSTITUTES

The Ministry administers laws regulating the Professions of Accountancy [The Chartered Accountants Act, 1949]; Costs Accountancy [The Cost and Works Accountants Act, 1959]; and Company Secretaries [The Company Secretaries Act, 1980], through three Professional Institutes, namely, Institute of Chartered Accountants of India, Institute of Cost Accountants of India and Institute of Company Secretaries of India set up under the Acts of Parliament.

6.6 INDIAN INSTITUTE OF CORPORATE AFFAIRS (IICA)

The Indian Institute of Corporate Affairs (IICA) is set up to serve as a 'Holistic Think-Tank', and a 'Capacity building, Service Delivery Institution' to help corporate growth, reforms through synergized knowledge management, partnerships and problem solving in a one-stop-shop mode. The Institute fulfils the training needs of the officers of Indian Corporate Law Service (ICLS), and other officials working for the Ministry. IICA also helps in the continuous improvement of service delivery mechanisms in diverse areas like MCA21, corporate governance, corporate social responsibility, investor education and protection, etc. IICA is headed by a Director General and Chief Executive Officer.

6.7 INSOLVENCY AND BANKRUPTCY BOARD OF INDIA (IBBI)

The Insolvency Bankruptcy Board of India was set up by notification dated 01.10.2016. The following are the powers and functions of the Board:

- (a) To register insolvency professional agencies, insolvency professionals and information utilities and renew, withdraw, suspend or cancel such registration;
- (b) To specify the minimum eligibility requirements for registration of insolvency professional agencies, insolvency professionals and information utilities;
- (c) To levy fee or other charges for the registration of insolvency professional agencies, insolvency professionals and information utilities;

- (d) To specify by regulations standards for the functioning of insolvency professional agencies, insolvency professionals and information utilities;
- (e) To lay down by regulations the minimum curriculum for the examination of the insolvency professionals for their enrolment as members of the insolvency professional agencies;
- (f) To carry out inspections and investigations on insolvency professional agencies, insolvency professionals and information utilities and pass such orders as may be required for compliance of the provisions of this Code and the regulations issued hereunder;
- (g) To monitor the performance of insolvency professional agencies, insolvency professionals and information utilities and pass any directions as may be required for compliance of the provisions of this Code and the regulations issued hereunder;
- (h) To call for any information and records from the insolvency professional agencies, insolvency professionals and information utilities;
- (i) To publish such information, data, research studies and other information as may be specified by regulations;
- (j) To specify by regulations the manner of collecting and storing data by the information utilities and for providing access to such data;
- (k) To collect and maintain records relating to insolvency and bankruptcy cases and disseminate information relating to such cases;

- (l) To constitute such committees as may be required including in particular the committees laid down in section 197;
- (m) To promote transparency and best practices in its governance;
- (n) To maintain websites and such other universally accessible repositories of electronic information as may be necessary;
- (o) To enter into memorandum of understanding with any other statutory authorities;
- (p) To issue necessary guidelines to the insolvency professional agencies, insolvency professional and information utilities;
- (q) To specify mechanism for redressal of grievances against insolvency professional, insolvency professional agencies and information utilities and pass orders relating to complaints filed against the aforesaid for compliance of the provision of this code and the regulations issued hereunder;
- (r) To conduct periodic study, research and audit the functioning and performance of to the insolvency professional agencies, insolvency professionals and information utilities at such intervals as may be specified by the Board;
- (s) To specify mechanisms for issuing regulations, including the conduct of public consultation processes before notification of any regulations;
- (t) To make regulations and guidelines on matters relating to insolvency and bankruptcy as may be required under this code, including mechanism for time bound disposal of the assets of the corporate debtor or debtor; and
- (u) To perform such other functions as may be prescribed.

7. OTHER IMPORTANT FUNCTIONS

7.1 NATIONAL FOUNDATION FOR CORPORATE GOVERNANCE

It is a Trust jointly established by the Ministry of Corporate Affairs, Confederation of Indian Industry (CII), Institute of Chartered Accountants of India (ICAI) and Institute of Company Secretaries of India (ICSI). Subsequently, Institute of Cost and Works Accountants of India (now Institute of Cost Accountants of India), National Stock Exchange of India Limited (NSE) and Indian Institute of Corporate Affairs (IICA) have also been inducted as members. NFCG has a Governing Council presided over by Hon'ble Minister Corporate Affairs, and Board of Trustees presided over by Secretary, MCA. NFCG organizes seminars, workshops, orientation programmes, research work etc. through its Accredited Institutions for promoting good corporate governance practices in the corporate sector.

7.2 WEBSITE

MCA Website (<http://www.mca.gov.in>) has been re-designed in January 2014 to provide enhanced user experience and information architecture. Key information is easily accessible from home page. The menus are grouped as About MCA, Acts & Rules, My Workspace, MCA Services, Data & Reports, Contacts and Help & FAQs.

- Information relating to the Ministry is available under 'About MCA' menu. Ministry's contact details are available under 'Contacts' menu.
- Acts, Rules, Circulars, Notification, Guidelines etc. are detailed under the Section 'Acts & Rules'

- Stakeholder's dashboard is provided in "My Workspace" for their services.
- The services provided by the Ministry are available under 'MCA' Services' menu.
- Under the Section 'Statistics & Reports', various published reports are available.
- 'Help & FAQs' provide a knowledge base of frequently asked question and the help topics pertaining to the services provided by the Ministry.

OFFICE ADDRESS

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Working Hours both for office and public

The working hours of the Ministry are 9.00 AM to 5.30 PM on weekdays (i.e., from Monday to Friday)