

[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, dated\_\_\_\_\_

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, and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely:-

**1. Short title and commencement.** - (1) These rules may be called the Companies (Miscellaneous) Rules, 2014.

(2) They shall come into force on the date of their publication in the Official Gazette.

**2. Definitions.** (1) In these rules, unless the context otherwise requires,-

(a) "Act" means the Companies Act, 2013 (18 of 2013);

(b) "Annexure" means Annexure enclosed to these Rules;

(c) "Fees" means fees as prescribed in the Companies (Registration Offices and Fees) Rules, 2014;

(d) "Form" or "e-Form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates;

(e) "section" means section of the Act;

(2) Words and expressions used in these rules but not defined, and defined in the Act or in the Company (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act or in the said Rules.

**3. Application for obtaining status of dormant company.-** For the purposes of sub-section (1) of section 455, a company may make an application in Form **MSC-1** along with such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 to the Registrar for obtaining the status of a Dormant Company in accordance with the provisions of section 455 after passing a special resolution to this effect in the general meeting of the company or after issuing a notice to all the shareholders of the company for this purpose and obtaining consent of at least 3/4<sup>th</sup> shareholders (in value):

Provided that a company shall be eligible to apply under this rule only, if-

(i) no inspection, inquiry or investigation has been ordered or taken up or carried out against the company;

(ii) no prosecution has been initiated and 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, whether secured or unsecured:

Provided that if there is any outstanding unsecured loan, the company may apply under this rule after obtaining concurrence of the lender and enclosing the same with Form **MSC-1** ;

(v) there is no dispute in the management or ownership of the company and a certificate in this regard is enclosed with Form **MSC-1**;

(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.

**4. Certificate of status of dormant company.-** The Registrar shall, after considering the application filed in Form **MSC-1**, issue a certificate in Form **MSC-2** allowing the status of a Dormant Company to the applicant.

**5. Register of dormant companies.-** The Register maintained under the portal maintained by the Ministry of Corporate Affairs on its web-site [www.mca.gov.in](http://www.mca.gov.in) or any other website notified by the Central Government, shall be the register for dormant companies.

**6. Minimum number of directors for dormant company.-** A dormant company shall have a minimum number of three directors in case of a

public company, two directors in case of a private company and one director in case of a One Person Company:

Provided that the provisions of the Act in relation to the rotation of auditors shall not apply on dormant companies.

**7. Return of dormant companies.-** A dormant company shall file a "Return of Dormant Company" annually, inter-alia, indicating financial position duly audited by a chartered accountant in practice in Form **MSC-3** along with such annual fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 within a period of thirty days from the end of each financial year:

Provided that the company shall continue to file the return or returns of allotment and change in directors in the manner and within the time specified in the Act, whenever the company allots any security to any person or there is any change in the directors of the company.

**8. Application for seeking status of an active company.-** (1) An application, under sub-section (5) of section 455, for obtaining the status of an active company shall be made in Form **MSC-4** along with fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 and shall be accompanied by a return in Form **MSC-3** in respect of the financial year in which the application for obtaining the status of an active company is being filed:

Provided that the Registrar shall initiate the process of striking off the name of the company if the company remains as a dormant company for a period of consecutive five years.

(2) The Registrar shall, after considering the application filed under sub-rule (1), issue a certificate in Form **MSC-5** allowing the status of an active company to the applicant.

(3) Where a dormant company does or omits to do any act mentioned in the Grounds of application in Form **MSC-1** submitted to Registrar for obtaining the status of dormant company, affecting its status of dormant company, the directors shall within seven days from such event, file an application, under sub-rule (1) of this rule, for obtaining the status of an active company.

(4) Where the Registrar has reasonable cause to believe that any company registered as 'dormant company' under his jurisdiction has been functioning in any manner, directly or indirectly, he may initiate the proceedings for enquiry under section 206 of the Act and if, after giving a reasonable opportunity of being heard to the company in this regard, it is found that the company has actually been functioning, the Registrar may remove the name of such company from register of dormant companies and treat it as an active company.

**9. Fees for application to Central Government.-** For the purposes of sub-section (2) of section 459, every application which may be, or is required to be, made to the Central Government under any provision of the Act-

- (a) in respect of any approval, sanction, consent, confirmation or recognition to be accorded by that Government to, or in relation to, any matter; or
- (b) in respect of any direction or exemption to be given or granted by that Government in relation to any matter; or
- (c) in respect of any other matter,

shall be accompanied by such fee as provided in the Companies (Registration Offices and Fees) Rules, 2014.

**10. Association or partnership of persons exceeding certain number.** - No association or partnership shall be formed, consisting of more than fifty persons for the purpose of carrying on any business that has for its objects the acquisition of gain by the association or partnership or by individual members thereof, unless it is registered as a company under the Act or is formed under any other law for the time being in force.

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# FORM NO. MSC.1

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



## Application to Registrar for obtaining the status of dormant company

Form language  English  Hindi  
Refer the instruction kit for filing the form.

1. \*Whether the company is incorporated under  
 Companies Act 2013  Any previous Companies Act

2. (a) \*CIN    
(b) GLN

3. (a) Name of the company

(b) Registered office address

(c) email Id

4. Type of company

5. Date of incorporation of the company

6. Object of the company as per Memorandum of Association (MOA)

7. (a) \*Date of passing board resolution

(b) \*Date of passing special resolution

(c) \*SRN of Form filed for special resolution

8. (a) \*Whether the objects of the company are being regulated under any special Act  
 Yes  No

\* (b) (i) Name of the regulatory body

(ii) Date of obtaining the approval/NOC of regulatory body for obtaining the status of a dormant company

(iii) Order number

9. (a) \*Number of directors

(b) Particulars in respect of each director

(i) \*Director identification number (DIN)

(ii) Name

(iii) \*Designation

(iv) \*Category

10. \*Grounds of application

- The company is formed and registered under the Companies Act, 2013 for
  - o any future project.
  - o holding an asset or intellectual property.
 AND
- The company has no significant transaction since incorporation.
- The Company has not been carrying on any business or operation since
- The company has not made any significant accounting transaction during the last two financial years.
- The company has not filed financial statements and annual returns during the last two financial years.

11. (a) \*Whether the company have any assets or liabilities O Yes O No

(b) (i) Financial year end date to which last financial statement and annual return pertains

(ii) Date on which last financial statement and annual return were filed (Attach the latest financial statement and annual return of the company)

(iii) \*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

(ii) Nature of such transaction

**Attachments**

1. \*Copy of board resolution authorizing making of this application;
2. \*Copy of special resolution;
3. \*Auditor's certificate;
4. \*Statement of affairs duly certified by Chartered Accountant or Auditor(s) of the company;
5. Copy of approval or no objection certificate (NOC) from the regulatory authority, if Applicable;
6. Consent of the lender if any loan is subsisting;
7. latest financial statement and annual return of the company;
8. Certificate regarding no dispute in the management or ownership;
9. Optional attachment(s), if any.

- Attachment

**List of attachments**

Remove Attachment

**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 and is enclosed herewith this application;
  - 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 authorized by the Board of Directors of the company vide resolution number \*  ated \*  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 further declare that
    - 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 448 and 449.

**\*To be digitally signed by**

**DSC Box**

\*Designation

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

**Note: Attention is drawn to provisions of section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.**

Modify

Check Form

Prescrutiny

Submit

**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**

**Form No. MSC-2**

**Certificate of status of a Dormant Company**

*[Pursuant to sub-section (2) of section 455 read with rule 4 of Companies  
(Miscellaneous) Rules, 2014]*

Corporate Identity Number: -----

Date of issue of certificate of incorporation:

Name of the company:

I hereby certify that the above named company has this day been declared as Dormant Company as per the provisions of Section 455(2) of the Companies Act, 2013 on the basis of the application filed by the Company under Section 455(1).

Given under my hand at ----- this ---- day of -----two thousand---

Sd/-

ROC/DROC/AROC

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State

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Note: This certificate declaring the dormant status of the Company is being issued on the basis of the application filed by the Company only. The Company may get its status revived to 'Active' on compliance of the provisions of Section 455(5) of the Act. The name of the Company can also be struck off under Section 455(6) of the Act. The stakeholders are advised to check the latest status of the Company on [www.mca.gov.in/MCA21/](http://www.mca.gov.in/MCA21/).

# FORM NO. MSC.3



## Return of dormant companies

[Pursuant to Section 455(5) of The Companies Act, 2013 and rule 7 and 8 of the Companies (Miscellaneous) Rules, 2014]

Form language  English  Hindi

Refer the instruction kit for filing the form.

1. \*(a) CIN

(b) GLN

2. (a) Name of the company

(b) Registered office address

(c) email Id

3. Date of issue of certificate of dormant company

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

5. \*Financial year end date to which this return relates

6. \*Number of directors

7. Particulars of the Board meeting(s) held

S. No.	Date of meeting	Total number of Directors as on the Date of Meeting	Total No. of Directors present in the Date of Meeting
1	<input type="text"/>		
2	<input type="text"/>		
3	<input type="text"/>		
4	<input type="text"/>		

8. Change in the management of the company

Date of change	Names of the key persons in the new Management	Reason(s) of change
<input type="text"/>		


9. Statement of transactions other than significant accounting transactions; if any

Particulars	Amount (in Rupees)
Payments for maintenance of its office and records	
Payments made to fulfill the requirements of the Act	
Payment of fees to Registrar	

10. Particulars of allotment of shares, if any

(a) Date of allotting the shares  (latest date in the current year)

(b) Purpose of allotment

(c) Number of shares allotted

(d) Face value per share  (e) Paid up value of such shares

(f) Consideration received in

11. \*Particulars of the annual fee (Amount in Rupees)

(Enter the amount to be paid along with this form)

S. No.	Category of share holders	Percentage as on <input type="text"/>	Percentage as on <input type="text"/>
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		

12. \*Whether any significant transaction is carried out during the year o Yes o No

If yes, brief

13. Shareholding pattern of the company

**Attachments**

1. \*Copy of Board resolution showing authorization given for filing this declaration;
2. \*Duly audited statement of financial position;
3. Optional attachment(s), if any.

Attach

Attach

Attach

## Declaration

I am authorized by the Board of Directors of the Company vide resolution no\*  dated\*  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.

- 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

\*DIN of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the secretary

**Note: Attention is also drawn to the provisions of section 448 of the Act which provides for punishment for false statements.**

<input type="button" value="Modify"/>	<input type="button" value="Check Form"/>	<input type="button" value="Prescrutiny"/>	<input type="button" value="Submit"/>
For office use only:		<input type="button" value="Affix filing details"/>	
eForm Service request number (SRN)	<input type="text"/>	eForm filing date	<input type="text"/> (DD/MM/YYYY)
This e-Form is hereby registered			
Digital signature of the authorising officer	<input type="text"/>	<input type="button" value="Confirm submission"/>	
Date of signing	<input type="text"/>	(DD/MM/YYYY)	

# FORM MSC-4

[Pursuant to Section 455(5) of the Companies Act, 2013 and rule 8 of the Companies (Miscellaneous) Rules, 2014]



Application for seeking status of active company

Form language  English  Hindi

Refer the instruction kit for filing the form.

1. \*(a) CIN

Pre-fill

(b) GLN

2. (a) Name of the company

(b) Registered office address

(c) email Id

3. \*SRN of Form No. MSC.1 filed for seeking status of dormant company

4. SRN of latest declaration filed in Form No. MSC.3

5. \*Company remained in dormant status since

6. \*Reasons of dormant status (whether for future project or due to failure to respond to notice under sub-section (4) of section 455 or for any other reason)

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

1. \*Copy of Board resolution authorizing the filing of this application;

Attach

2. Optional attachment(s), if any

Attach

## Declaration

I am authorized by the Board of Directors of the Company vide resolution number \*

dated\*  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**

\*Designation

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

**Note: Attention is also drawn to the provisions of section 448 of the Act which provides for punishment for false statements.**

**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 approved

This e-Form is hereby rejected

Date of signing

(DD/MM/YYYY)

**Form No. MSC-5**

**Certificate of status of an active Company**

*[Pursuant to sub-section (5) of section 455 read with rule 8(2) of Companies  
(Miscellaneous) Rules, 2014]*

Corporate Identity Number: -----

Date of issue of certificate of incorporation:

Date of issue of certificate of status as dormant company:

Name of the company:

I hereby certify that the above named company has this day been declared as Active Company as per the provisions of Section 455(5) of the Companies Act, 2013 on the basis of the application filed by the Company under Section 455(5).

Given under my hand at ----- this ---- day of -----two thousand---

Sd/-

ROC/DROC/AROC

State

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Note: This certificate declaring the active status of the Company is being issued on the basis of the application filed by the Company only. The stakeholders are advised to check the latest status of the Company on [www.mca.gov.in/MCA21/](http://www.mca.gov.in/MCA21/).

F. No. 1/25/2013-CL-V

(Renuka Kumar)

Joint Secretary to the Government of India

