

September, 2020



ज्ञानं एक्यं च न्यायार्थम्
Estd. 1982

Compendium of Notifications and Circulars Post Covid

MCA



Direct Taxes Professionals' Association

(Registered under Societies Registration Act, 1961. Registration No. S/60583 of 1988-89)

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PRESIDENT'S MESSAGE

Dear Members,

DTPA is pleased to put up before you its E-Book named “**Compendium of Notifications and Circulars post COVID - MCA**” which comprises of the soft copies of almost all important Notifications and Circulars since 22nd March 2020 to 18th September 2020 for easy accessibility at one place. We have attempted to include all important papers related to all three areas.

I am thankful to CA Anandji Tibrewal, Former President of the Association for the basic concept and to CA Vikash Parakh for providing necessary support in compiling the materials.

Hope and trust this will be very useful for the Members.

CA Narendra Kumar Goyal

President - DTPA

22nd September, 2020

Disclaimer :

This publication is for the limited purpose of disseminating knowledge on the topic / subject of the publication. The Association does not hold itself responsible for any errors that may have inadvertently crept in.

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MCA Circulars

General Circular No. 10/2020

No. 05/01/2019-CSR
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

5th floor, A Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi- 110001
23.03.2020

To,

All Stakeholders,

Subject: Clarification on spending of CSR funds for COVID-19.

Ma'am/Sir,

Keeping in view of the spread of novel Corona Virus (COVID-19) in India, its declaration as pandemic by the World Health Organisation (WHO), and, decision of Government of India to treat this as a notified disaster, it is hereby clarified that spending of CSR funds for COVID-19 is eligible CSR activity.

2. Funds may be spent for various activities related to COVID-19 under item nos. (i) and (xii) of Schedule VII relating to promotion of health care, including preventive health care and sanitation, and, disaster management. Further, as per General Circular No. 21/2014 dated 18.06.2014, items in Schedule VII are broad based and may be interpreted liberally for this purpose.

3. This issues with the approval of the competent authority.

Yours faithfully,


(Gyaneshwar Kumar Singh)

Joint Secretary to Government of India

Tel: 011-23383345

Copy to:

- 1. E Governance for uploading on MCA Website**
- 2. Guard File**

F. No. 2/1/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 24th March, 2020

To

All Regional Directors,
All Registrar of Companies,
All Stakeholders

Subject: Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak

Sir,

In order to support and enable Companies and Limited Liability Partnerships (LLPs) in India to focus on taking necessary measures to address the COVID-19 threat, including the economic disruptions caused by it, the following measures have been implemented by the Ministry of Corporate Affairs to reduce their compliance burden and other risks: -

- I. No additional fees shall be charged for late filing during a moratorium period from 01st April to 30th September 2020, in respect of any document, return, statement etc., required to be filed in the MCA-21 Registry, irrespective of its due date, which will not only reduce the compliance burden, including financial burden of companies/ LLPs at large, but also enable long-standing non-compliant companies/ LLPs to make a 'fresh start'. The Circulars specifying detailed requirements in this regard are being issued separately.
- II. The mandatory requirement of holding meetings of the Board of the companies within the intervals provided in section 173 of the Companies Act, 2013 (CA-13) (120 days) stands extended by a period of 60 days till next two quarters i.e., till 30th September. Accordingly, as a one-time relaxation the gap between two consecutive meetings of the Board may extend to 180 days till the next two quarters, instead of 120 days as required in the CA-13.
- III. The Companies (Auditor's Report) Order, 2020 shall be made applicable from the financial year 2020-2021 instead of being applicable from the financial year 2019-2020 notified earlier. This will significantly ease the burden on companies & their auditors for the financial year 2019-20. A separate notification has been issued for this purpose.

- IV. As per Para VII (1) of Schedule IV to the CA-13, Independent Directors (IDs) are required to hold at least one meeting without the attendance of Non-independent directors and members of management. For the financial year 2019-20, if the IDs of a company have not been able to hold such a meeting, the same shall not be viewed as a violation. The IDs, however, may share their views amongst themselves through telephone or e-mail or any other mode of communication, if they deem it to be necessary.
- V. Requirement under section 73(2)(c) of CA-13 to create the deposit repayment reserve of 20% of deposits maturing during the financial year 2020-21 before 30th April 2020 shall be allowed to be complied with till 30th June 2020.
- VI. Requirement under rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 to invest or deposit at least 15% of amount of debentures maturing in specified methods of investments or deposits before 30th April 2020, may be complied with till 30th June 2020.
- VII. Newly incorporated companies are required to file a declaration for Commencement of Business within 180 days of incorporation under section 10A of the CA-13. An additional period of 180 more days is allowed for this compliance.
- VIII. Non-compliance of minimum residency in India for a period of at least 182 days by at least one director of every company, under Section 149 of the CA-13 shall not be treated as a non-compliance for the financial year 2019-20.
2. This issues with the approval of the competent authority.

Yours faithfully,


(K.M.S. Narayanan)
Assistant Director

Copy to:-

1. e-Governance Section and Web Contents Officer to place this circular on the Ministry's website
2. Guard File

F.No. 02/01/2020-CL-V

**Government of India
Ministry of Corporate Affairs**

5th Floor, A Wing, Shastri Bhavan,
Dr. R.P. Road, New Delhi,

Dated: 30/03/2020

To
All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Companies Fresh Start Scheme, 2020.

Sir(s),

In furtherance of the Ministry's Circular No. 11/2020, dated 24th March, 2020 and in order to facilitate the companies registered in India to make a fresh start on a clean slate, this Ministry has decided to take certain alleviative measures for the benefit of all companies.

2. Companies Act, 2013 requires all companies to make annual statutory compliance by filing the Annual Return and Financial Statements. Apart from this, various other statements, documents, returns, etc are required to be filed on the MCA21 electronic registry within prescribed time limits. Filing fees for filing such statements, documents, returns, etc is governed by section 403 of the Companies Act, 2013 read with Companies (Registration Offices and Fees) Rules 2014.

3. The Ministry has received representations from various stakeholders requesting for grant of one-time opportunity, so as to enable them to complete their pending compliances by filing necessary documents in the MCA-21 registry including annual filings without being subject to a higher additional fees on account of any delay.

4. In order to give such an opportunity to the defaulting companies and to enable them to file the belated documents in the MCA-21 registry, the Central Government in exercise of powers conferred under section 460 read with section 403 of the Companies Act, 2013 has decided to introduce a Scheme namely "**Companies Fresh Start Scheme, 2020 (CFSS-2020)**" condoning the delay in filing the above mentioned documents with the Registrar, insofar as it relates to charging of additional fees, and granting of immunity from launching of prosecution or proceedings for imposing penalty on account of delay associated with certain filings. Only normal fees for filing of documents in the MCA-21 registry will be payable in such case during the currency of CFSS-2020 as per the provisions of section 403 read with Companies (Registration Offices and Fee) Rules, 2014 and section 460 of the Act..

5. In addition, the scheme gives an opportunity to inactive companies to get their companies declared as 'dormant company' under section 455 of the Act by filing a simple application at a normal fee. The said provision enables inactive companies to remain on the register of the companies with minimal compliance requirements.

6. **The details of the Scheme are as under:-**

(i) The scheme shall come into force on the 01.04.2020 and shall remain in force till 30.09.2020

(ii) **Definitions** - In this Scheme, unless the context otherwise requires,

(a) "Act" means the Companies Act, 2013 and Companies Act, 1956 (where ever applicable);

(b) "Company" means a company as defined in clause (20) of section 2 of the Companies Act, 2013;

(c) "defaulting company" means a company defined under the Companies Act, 2013, and which has made a default in filing of any of the documents, statement, returns, etc including annual statutory documents on the MCA-21 registry;

(d) "Designated authority" means the Registrar of Companies having jurisdiction over the registered office of the company;

(e) "Immunity certificate" means the certificate referred to in sub-paragraph [viii] of paragraph 6 of the Scheme;

(f) "Inactive Company" means a company as defined in Explanation (i) to sub-section (1) of section 455(1) of the Companies Act, 2013;

(iii) **Applicability:** - Any "defaulting company" is permitted to file belated documents which were due for filing on any given date in accordance with the provisions of this Scheme:

4
(iv) **Manner of payment of normal fees for filing of belated documents and seeking immunity under the Scheme** - Every defaulting company shall be required to pay normal fees as prescribed under the Companies (Registration Offices and Fee) Rules, 2014 on the date of filing of each belated document and no additional fee shall be payable. Immunity from the launch of prosecution or proceedings for imposing penalty shall be provided only to the extent such prosecution or the proceedings for imposing penalty under the Act pertain to any delay associated with the filings of belated documents. Any other consequential proceedings, including any proceedings involving interests of any shareholder or any other person qua the company or its directors or key managerial personnel would not be covered by such

immunity. For example, under section 42(8), every company is required to file a return of allotment within the period provided therein. However, the proviso to section 42(4) also requires that the utilization of money raised through private placement shall not be made unless the return of allotment has been filed in the registry. Now, the immunity under the Scheme shall only be available in respect of the proceedings for imposing penalty on account of delay in filing the return of allotment, but not on account of utilization of the money raised through private placement prior to the filing of the return with the registry.

(v) **Withdrawal of appeal against any prosecution launched or the proceedings for imposing penalties initiated:** If the defaulting company, with respect to any statutory filing under the Act, or its officer in default, as the case may be, has filed any appeal against any notice issued or complaint filed or an order passed by a court or by an adjudicating authority under the Act, before a competent court or authority for violation of the provisions under the Companies Act, 1956 and/or Companies Act, 2013, in respect of which the application is made under this scheme, the applicant shall before filing an application for issue of immunity certificate, withdraw the appeal and furnish proof of such withdrawal along with the application.

(vi) **Special measures for cases where the order of the adjudicating authority was passed but the appeal could not be filed:** In all cases where due to delay associated in filing of any document, statement or return, etc. in the MCA-21 registry, penalties were imposed by an adjudicating officer under the Act, and no appeal has been preferred by the concerned company or its officer before the Regional Director under section 454(6) as on the date of commencement of the Scheme, the following would apply:-

- (A) Where the last date for filing the appeal against the order of the adjudicating authority under section 454(6) falls between the 1st March, 2020 to 31st May, 2020 (both days included), a period of 120 additional days shall be allowed with effect from such last date to all companies and their officers for filing the appeal before the concerned Regional Directors;
- (B) During such additional period as stated in (A) above, prosecution under section 454(8) for non-compliance of the order of the adjudicating authority, insofar as it relates to delay associated in filing of any document, statement or return, etc. in the MCA-21 registry shall not be initiated against such companies or their officers;

(vii) **Application for issue of immunity in respect of document(s) filed under the Scheme** - The application for seeking immunity in respect of belated documents filed under the Scheme may be made electronically in the Form **CFSS-2020** annexed, after closure of the Scheme and after the document(s) are taken on file, or on record or approved by the Designated authority as the case may be but not after the expiry of six months from the date of closure of the Scheme. There shall not be any fee payable on this Form.

Provided that this immunity shall not be applicable in the matter of any appeal pending before the court of law and in case of management disputes of the company pending before any court of law or tribunal:

Provided also that no immunity shall be provided in case any court has ordered conviction in any matter, or an order imposing penalty has been passed by an adjudicating authority under the Act, and no appeal has been preferred against such orders of the court or of the adjudicating authority, as the case may be, before this Scheme has come into force.

(viii) **Order by designated authority granting immunity from penalty and prosecution** - Based on the declaration made in the Form CFSS-2020, an immunity certificate in respect of documents filed under this Scheme shall be issued by the designated authority.

(ix) **Scheme not to apply in certain cases** - This scheme shall not apply :-

- a. to companies against which action for final notice for striking off the name u/s 248 of the Act (previously section 560 of Companies Act, 1956) has already been initiated by the Designated authority;
- b. where any application has already been filed by the companies for action of striking off the name of the company from the register of companies;
- c. to companies which have amalgamated under a scheme of arrangement or compromise under the Act;
- d. where applications have already been filed for obtaining Dormant Status under section 455 of the Act before this Scheme;
- e. to vanishing companies;
- f. Where any increase in authorized capital is involved (Form SH-7) and also charge related documents (CHG-1, CHG-4, CHG-8 and CHG-9);

(x) **Effect of immunity:** After granting the immunity, the Designated authority concerned shall withdraw the prosecution(s) pending, if any, before the concerned Court(s) and the proceedings of adjudication of penalties under section 454 of the Act, other than those referred in the second proviso to sub-paragraph (vii) of paragraph 6 of this Scheme, in respect of defaults against which immunity has been so granted shall be deemed to have been completed without any further action on the part of the Designated authority;

(xi) **Scheme for Inactive Companies:** The defaulting inactive companies, while filing due documents under **CFSS-2020** can, simultaneously, either:

- a. apply to get themselves declared as Dormant Company under section 455 of the Companies Act, 2013 by filing e-form MSC-1 at a normal fee on said form; or
- b. apply for striking off the name of the company by filing e-Form **STK-2** by paying the fee payable on form **STK-2**.

7. At the conclusion of the Scheme, the Designated authority shall take necessary action under the Act against the companies who have not availed this Scheme and are in default in filing these documents in a timely manner.

8. This issues with the approval of the competent authority.

Yours faithfully,


(KMS Narayanan)
Assistant Director (policy)

Copy forwarded for information to:-

1. E-Governance section.

FORM

[Pursuant to Companies Fresh Start Scheme, 2020]

Application for issue of immunity certificate
under the Companies Fresh Start Scheme (CFSS),
2020

To

The Registrar of Companies,

Sir/ Madam,

I hereby make an application for issue of immunity certificate under the Companies Fresh Start Scheme, 2020 and give below the following particulars, namely; -

1. (a) Corporate identity number (CIN)

Pre-fill

(b) Global Location Number (GLN) of company

2. (a) Name of the company

(b) Address of the registered office or principal place of business in India of the company

(c) email id of the company

3. Details of documents filed under the Companies Fresh Start Scheme, 2020

Total number of Service Request Number (SRN)(s)

Pre-fill

SRN	Form number(s)	Date of filing (DD/MM/YYYY)	Date of event (DD/MM/YYYY)	Normal Fees charged under CFSS, 2020 (in Rs.)	Total Fees paid (in Rs.)
Total					

4. Whether any appeal(s) was filed against any notice issued or complaint filed, or an order passed by a court or by an adjudicating authority under the Act, before a competent court or authority, before the commencement of the Scheme, for violation of the provisions under the Act in respect of the above mentioned documents(s). If yes attach proof of withdrawal of such appeal.

Yes ☐ No ☐ Not Applicable ☐

5. Whether any prosecution(s) is pending in court against the company and its officers in respect of belated documents filed under the scheme. If yes, provide the details thereof as an attachment.

Yes ☐ No ☐

Attachments

List of attachments

1. Proof of withdrawal of any appeal(s) against any notice issued or complaint filed or an order passed by a court or by an adjudicating authority under the Act.

Attach

2. Details in respect of prosecution(s) pending against the company and its officers in respect of belated documents filed under the scheme which requires withdrawal by the Registrar.

Attach

3. Optional attachment(s) - if any

Attach

Remove Attachment

Verification

To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete.

☐ I have been authorised by the Board of directors' resolution number

dated (DD/MM/YYYY) to sign and submit this application.

☐ I am duly authorized by the Board of director's to sign and submit this application.

☐ The company has failed to comply with the provisions of the Act as mentioned in respect of filing of above mentioned documents

☐ The company has withdrawn the appeals pending before any Court or NCLT/NCLAT or Regional Director or any other adjudicating authority.

To be digitally signed by

*Designation

DSC BOX

*Director Identification Number of the director;

or DIN or PAN of the manager or CEO or CFO;

or Membership number of the secretary

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

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

Confirm Submission

Date of signing

(DD/MM/YYYY)

J

Immunity Certificate under CFSS, 2020

Government of India

Ministry of Corporate Affairs

<Name of the RoC office>

<Address of the RoC Office>

<Corporate Identify Number or Foreign Company Registration Number>, <CIN/FCRN>

Certificate for grant of immunity from prosecution or imposition of penalty under Companies Fresh Start Scheme (CFSS), 2020.

Whereas <Company Name> (herein referred to as the company) has filed the documents mentioned below and has filed an application under the CFSS, 2020 for grant of immunity from prosecution, under the Companies Act, 2013.

SRN	Form Number(s)	Date of filing (DD/MM/YYYY)	Date of event (DD/MM/YYYY)	Normal fees charged under CFSS, 2020 (in Rs.)	Total Fees (in Rs.)
Total					

And whereas the company has also declared that no petition or appeal was filed against any noticed issued or complaint filed before any Court or NCLT or NCLAT or Regional Director or any other adjudicating authority for violation of the provisions under the Act in respect of the above mentioned documents(s), or where filed, has withdrawn such appeal.

Now therefore, in exercise of the powers conferred under CFSS, 2020 the undersigned hereby issues this certificate to the said company granting immunity from prosecution or imposition of penalty under the Act subject to the provisions contained in the scheme in respect of aforesaid document(s) covered in the application.

<Full name of the authorizing approving the work-item>

<ARoC/DROc/RoC>

<Registrar of Companies>

<Name of the RoC Office>

Mailing address as per record available in Registrar of Companies Office:

<Name of the Company>

<Address of the registered office or of the principal place of business in India of the company>

*Note: Immunity Certificate has been generated on the basis of the declaration made in the Form, which may be subject to verification at an appropriate stage. Immunity under the Companies Act, 2013 shall be available strictly in accordance with the terms and conditions mentioned in the Companies Fresh Start Scheme (CFSS), 2020 and will be limited to any default associated with the delay in filing of documents in the registry.

F.No. 17/61/2016-CL-V-Pt-I

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

5th Floor, A Wing, Shastri Bhavan,
Dr. R.P. Road, New Delhi,
Dated: 30.03.2020

To
All Regional Director,
All Registrars of Companies,
All Stakeholders.

Subject: LLP Settlement Scheme, 2020 -Modification- reg.

Sir,

In continuation to Ministry's General Circular No.06/2020 dated 04.03.2020 and in order to support and enable Limited Liability Partnerships (LLPs) registered in India to focus on taking necessary measures to address the COVID-19 threat and to reduce their compliance burden, certain modifications to the said Circular have been decided to be implemented by this Ministry, with effect from 01.04.2020.

2. Modification in Para no. 8 of the said Circular dated 04.03.2020, with effect from 01.04.2020

- (a) Title of the para shall be read as **"The details of the original scheme are as under:"**
- (b). In sub-paras (i) and (vi), for the words, letters and figures, "13th June, 2020", the words, letters and figures, "31st March, 2020" shall be substituted.

3. Insertion of para 8A after para 8 of the said Circular dated 04.03.2020, with effect from 01.04.2020

The following para shall be inserted after para 8, namely:-

"8A. The details of the scheme as modified, are as under:

- (i) The scheme shall come into force with effect from 1st April, 2020 and shall remain in force upto 30th September, 2020.

Page no. 2 contd.,

(ii) **Definitions:-** In this scheme, unless the context otherwise requires, -

(a) "Act" means the Limited Liability Partnership Act, 2008;

(b) "LLP" means a LLP as defined in Section 2 (n) of the Limited Liability Partnership Act, 2008;

(c) "defaulting LLP" means a LLP registered under the Limited Liability Partnership Act, 2008 which has made a default in filing of documents on the due date(s) specified under the LLP Act, 2008 and rules made there under;

(d) "belated documents" means all documents or forms which are required to be filed in the MCA-21 registry under the provisions of LLP Act, 2008 and the rules made thereunder

(iii) **Applicability:-** Any "defaulting LLP" is permitted to file belated documents, which were due for filing till **31st August, 2020** in accordance with the provisions of this Scheme.

(iv) **Manner of payment of fee on filing of belated documents for seeking immunity under the Scheme:-** The defaulting LLPs may themselves avail this scheme for filing documents which have not been filed or registered in time on the payment of fee as payable for filing of such document or return:

Provided that no additional fees shall be payable for filing any belated documents under this scheme.

(v) **Immunity from prosecution in respect of document(s) filed under the scheme:-** The defaulting LLPs, which have filed their belated documents till 30th September, 2020 and made good the default, shall not be subjected to prosecution by the Registrar for such defaults.

(vi) **The Scheme not to apply:-** This Scheme shall not apply to LLPs which have made applications in Form 24 to the Registrar, for striking off their name from the register as per provisions of Rule 37(1) of the LLP Rules, 2009."

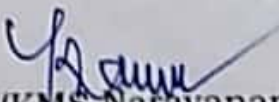
4. Modification in Para no. 9 of the said Circular dated 04.03.2020, with effect from 01.04.2020

(a) After the words "conclusion of the Scheme", the words, letters and figures "after 30th September, 2020" shall be inserted.

5. The other terms and conditions of the said circular shall remain unchanged.

6. This issues with the approval of the competent authority.

Yours faithfully,


(KMS Narayanan)

Assistant Director (policy)

Copy forwarded for information to:-E-Governance section and Guard file.

**F. No. 2/1/2020-CL-V
Government of India
Ministry of Corporate Affairs**

**5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 8th April, 2020**

**To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.**

Subject: Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19.

Sir/Madam,

Several representations have been received in the Ministry for providing relaxations in the provisions of Companies Act, 2013 (the Act) or rules made thereunder to allow companies to pass ordinary and special resolutions of urgent nature, in view of the difficulties faced by the stakeholders on account of the threat posed by Covid-19. The issues raised in the said representations have been examined considering the overall situation at present.

2. The Act does not contain any specific provision for allowing conduct of members' meetings through video conferencing (VC) or other audio visual means (OAVM). It has been noted that section 108 of the Act and rules made thereunder provide for relevant companies to allow e-voting (including remote e-voting) in case of general meetings convened by them. Section 110 of the Act, on the other hand, allows the companies to pass resolutions (except items of ordinary business and items where any person has a right to be heard) through postal ballot (which includes electronic ballot and electronic voting under section 108). In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing, companies are requested to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue.

3. However, in case holding of an extraordinary general meeting (EGM) by any company is considered unavoidable, the following procedure needs to be adopted for conducting such a meeting on or before 30.06.2020, in addition to any other requirement provided in the Act or the rules made thereunder:

Page no.2 contd.,

A. For companies which are required to provide the facility of e-voting under the Act, or any other company which has opted for such facility -

- I. EGMs, wherever unavoidable, may be held through VC or OAVM and the recorded transcript of the same shall be maintained in safe custody by the company. In case of a public company, the recorded transcript of the meeting, shall as soon as possible, be also made available on the website (if any) of the company.
- II. Convenience of different persons positioned in different time zones shall be kept in mind before scheduling the meeting.
- III. All care must be taken to ensure that such meeting through VC or OAVM facility allows two way teleconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the company. Such facility must have a capacity to allow at least 1000 members to participate on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
- IV. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- V. Before the actual date of the meeting, the facility of remote e-voting shall be provided in accordance with the Act and the rules.
- VI. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- VII. Only those members, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, shall be allowed to vote through e-voting system or by a show of hands in the meeting.
- VIII. Unless the articles of the company require any specific person to be appointed as a Chairman for the meeting, the Chairman for the meeting shall be appointed in the following manner:
 - a. where there are less than 50 members present at the meeting, the Chairman shall be appointed in accordance with section 104;
 - b. in all other cases, the Chairman shall be appointed by a poll conducted through the e-voting system during the meeting.

Page no.3 contd.,

- IX. The Chairman present at the meeting shall ensure that the facility of e-voting system is available for the purpose of conducting a poll during the meeting held through VC or OAVM. Depending on the number of members present in such meeting, the voting shall be conducted in the following manner:
- a. where there are less than 50 members present at the meeting, the voting may be conducted either through the e-voting system or by a show of hands, unless a demand for poll is made in accordance with section 109 of the Act, in which case, the voting shall be conducted through the e-voting system;
 - b. in all other cases, the voting shall be conducted through e-voting system.
- X. A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since general meetings under this framework will be held through VC or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for such meetings. However, in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.
- XI. At least one independent director (where the company is required to appoint one), and the auditor or his authorized representative, who is qualified to be the auditor shall attend such meeting through VC or OAVM.
- XII. Where institutional investors are members of a company, they must be encouraged to attend and vote in the said meeting through VC or OAVM.
- XIII. The notice for the general meeting shall make disclosures with regard to the manner in which framework provided in this Circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. The company shall also provide a helpline number through the registrar & transfer agent, technology provider, or otherwise, for those shareholders who need assistance with using the technology before or during the meeting. A copy of the meeting notice shall also be prominently displayed on the website of the company and due intimation may be made to the exchanges in case of a listed company.
- XIV. In case a notice for meeting has been served prior to the date of this Circular, the framework proposed in this Circular may be adopted for the meeting, in case the consent from members has been obtained in accordance with section 101(1) of the Act, and a fresh notice of shorter duration with due disclosures in consonance with this Circular is issued consequently.

Page no.4 contd..

- XV. All resolutions passed in accordance with this mechanism shall be filed with the Registrar of Companies within 60 days of the meeting, clearly indicating therein that the mechanism provided herein alongwith other provisions of the Act and rules were duly complied with during such meeting.

B. For companies which are not required to provide the facility of e-voting under the Act -

- I. EGM, wherever unavoidable, may be held through VC or OAVM and the recorded transcript of the same shall be maintained in safe custody by the company. In case of a public company, the recorded transcript of the meeting, shall as soon as possible, be also made available on the website (if any) of the company.
- II. Convenience of different persons positioned in different time zones shall be kept in mind before scheduling the meeting.
- III. All care must be taken to ensure that such meeting through VC or OAVM facility allows two way teleconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the company. Such facility must have a capacity to allow at least 500 members or members equal to the total number of members of the company (whichever is lower) to participate on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
- IV. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- V. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- VI. Unless the articles of the company require any specific person to be appointed as a Chairman for the meeting, the Chairman for the meeting shall be appointed in the following manner:
 - a. where there are less than 50 members present at the meeting, the Chairman shall be appointed in accordance with section 104;
 - b. in all other cases, the Chairman shall be appointed by a poll conducted in a manner provided in succeeding sub-paragraphs.

Page no.5 contd.,

- VII. Atleast one independent director (where the company is required to appoint one), and the auditor or his authorized representative, who is qualified to be the auditor shall attend such meeting through VC or OAVM.
- VIII. A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since general meetings under this framework will be held through VC or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for such meetings. However, in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.
- IX. Where institutional investors are members of a company, they must be encouraged to attend and vote in the said meeting through VC or OAVM.
- X. The company shall provide a designated email address to all members at the time of sending the notice of meeting so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution, at such designated email address.
- XI. The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the company at all times. Due safeguards with regard to authenticity of email address(es) and other details of the members shall also be taken by the company.
- XII. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance.
- XIII. Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. Once such demand is made, the procedure provided in the preceding sub-paragraphs shall be followed.
- XIV. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.

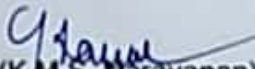
Page no.6 contd.,

- XV. The notice for the general meeting shall make disclosures with regard to the manner in which framework provided in this Circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. The company should also provide a helpline number through the registrar & transfer agent, technology provider, or otherwise, for those shareholders who need assistance with using the technology before or during the meeting. A copy of the notice shall also be prominently displayed on the website of the company.
- XVI. In case a notice for meeting has been served prior to the date of this Circular, the framework proposed in this Circular may be adopted for the meeting in case the consent from members has been obtained in accordance with section 101(1) of the Act, and a fresh notice of shorter duration with due disclosures in consonance with this Circular is issued consequently.
- XVII. All resolutions passed in accordance with this mechanism shall be filed with the Registrar of Companies within 60 days of the meeting clearly indicating therein that the mechanism provided herein alongwith other provisions of the Act and rules were duly complied with.

4. The companies referred to in paragraphs 3 (A) and 3 (B) above, shall ensure that all other compliances associated with the provisions relating to general meetings viz making of disclosures, inspection of related documents by members, or authorizations for voting by bodies corporate etc as provided in the Act and the articles of association of the company are made through electronic mode.

5. This issues with the approval of the competent authority.

Yours faithfully,


(K.M.S. Narayanan)
Assistant Director

Copy to:-

1. e-Governance Section and Web Contents Officer to place this circular on the Ministry's website
2. Guard File

General Circular No. 15 /2020

F. No. CSR-01/4/2020-CSR-MCA

Government of India

Ministry of Corporate Affairs

10th April, 2020

COVID-19 related Frequently Asked Questions (FAQs) on
Corporate Social Responsibility (CSR)

The Ministry has been receiving several references/ representations from various stakeholders seeking clarifications on eligibility of CSR expenditure related to COVID-19 activities. In this regard, a set of FAQs along with clarifications are provided below for better understanding of the stakeholders:

S. No.	Frequently Asked Questions (FAQs)	Reply
1	Whether contribution made to 'PM CARES Fund' shall qualify as CSR expenditure?	Contribution made to 'PM CARES Fund' shall qualify as CSR expenditure under item no (viii) of Schedule VII of the Companies Act, 2013 and it has been further clarified vide Office memorandum F. No. CSR-05/1/2020-CSR-MCA dated 28th March, 2020.
2.	Whether contribution made to 'Chief Minister's Relief Funds' or 'State Relief Fund for COVID-19' shall qualify as CSR expenditure?	'Chief Minister's Relief Fund' or 'State Relief Fund for COVID-19' is not included in Schedule VII of the Companies Act, 2013 and therefore any contribution to such funds shall not qualify as admissible CSR expenditure.
3.	Whether contribution made to State Disaster	Contribution made to State Disaster Management Authority to combat COVID-19

	Management Authority shall qualify as CSR expenditure?	shall qualify as CSR expenditure under item no (xii) of Schedule VII of the 2013 and clarified vide general circular No. 10/2020 dated 23 rd March, 2020.
4.	Whether spending of CSR funds for COVID-19 related activities shall qualify as CSR expenditure?	Ministry vide general circular No. 10/2020 dated 23 rd March, 2020 has clarified that spending CSR funds for COVID-19 related activities <u>shall qualify</u> as CSR expenditure. It is further clarified that funds may be spent for various activities related to COVID-19 under items nos. (i) and (xii) of Schedule VII relating to promotion of health care including preventive health care and sanitation, and disaster management. Further, as per general circular No. 21/2014 dated 18.06.2014, items in Schedule VII are broad based and may be interpreted liberally for this purpose.
5.	Whether payment of salary/wages to employees and workers, including contract labour, during the lockdown period can be adjusted against the CSR expenditure of the companies?	Payment of salary/ wages in normal circumstances is a contractual and statutory obligation of the company. Similarly, payment of salary/ wages to employees and workers even during the lockdown period is a moral obligation of the employers, as they have no alternative source of employment or livelihood during this period. Thus, payment of salary/ wages to employees and workers during the lockdown period (including imposition of other social distancing requirements) shall not qualify as admissible CSR expenditure.

6.	Whether payment of wages made to casual /daily wage workers during the lockdown period can be adjusted against the CSR expenditure of the companies?	Payment of wages to temporary or casual or daily wage workers during the lockdown period is part of the moral/ humanitarian/ contractual obligations of the company and is <u>applicable to all companies</u> irrespective of whether they have any legal obligation for CSR contribution under section 135 of the Companies Act 2013. Hence, payment of wages to temporary or casual or daily wage workers during the lockdown period <u>shall not</u> count towards CSR expenditure.
7.	Whether payment of ex-gratia to temporary /casual /daily wage workers shall qualify as CSR expenditure?	If any ex-gratia payment is made to temporary / casual workers/ daily wage workers over and above the disbursement of wages, specifically for the purpose of fighting COVID 19, the same shall be admissible towards CSR expenditure as a one-time exception provided there is an explicit declaration to that effect by the Board of the company, which is duly certified by the statutory auditor.

This issues with the approval of competent authority.



(Shobhit Srivastava)
Deputy Director, MCA

File No. 16/01/2018-IEPFA (Vol. II)
Investor Education and Protection Fund Authority
Ministry of Corporate Affairs
Government of India

Ground Floor, Jeevan Vihar Building,
3, Parliament Street, New Delhi-01,
Dated: 13th April, 2020

To

All Stakeholders,
Nodal Officers (IEPF) of Companies,
All Regional Directors and Registrar of Companies

Subject: Filings under section 124 and section 125 of the Companies Act 2013 r/w IEPFA (Accounting, Audit, Transfer and Refund) Rules 2016 in view of emerging situation due to outbreak of COVID- 19

Sir,

In view of the situation emerging out of the outbreak of COVID-19, which requires adherence of social distancing norms, the stakeholders have pointed about various difficulties and sought relaxation especially in procedures related to transfer of money remaining unpaid or unclaimed for a period of seven years in terms of the provision of section 124(5) of the Companies Act, 2013 (the Act) and transfer of shares under Section 124(6) of the Act read with the IEPFA (Accounting, Audit, Transfer and Refund) Rules.

2. In this regard, it may be noted that the Ministry of Corporate Affairs has already allowed filing in MCA-21 registry without additional fees till 30th September, 2020 through General Circular No. 11/2020, dated 24th March, 2020 and General Circular No. 12/2020, dated 30th March, 2020. Therefore, the necessary relaxation, insofar as filing of various other IEPF e-forms (IEPF-1, IEPF-1A, IEPF-2, IEPF-3, IEPF-4, IEPF -7) and e-verification of claims filed in e-form IEPF-5, is concerned, the same has already been provided. Therefore, the stakeholders may plan other concomitant actions accordingly.

3. This issues with the approval of competent authority.


(Navneet Chouhan)
General Manager

Copy to:

E-Gov section, Ministry of Corporate Affairs

F. No. 2/1/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 13th April, 2020

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19.

Sir/Madam,

Reference is drawn to this Ministry's General Circular No. 14/2020 dated 8th April, 2020 on the subject cited above. After the issue of the said circular, the Ministry has received representations from stakeholders for clarification on some of the elements in the framework laid down therein. The stakeholders have highlighted the difficulties in serving and receiving notices/responses by post in the current circumstances. In view of the same and with a view to bringing in greater clarity on the modalities to be followed by companies for conduct of EGMs during the COVID-19 related social distancing norms and lockdown for the period as indicated in the said Circular, or till further orders, whichever is earlier, the following clarifications are hereby given:-

(i) Manner and mode of issue of notices to the members before convening the general meeting:

A. For companies which are required to provide the facility of e-voting under the Act, or any other company which has opted for such facility –

- I. In view of the present circumstances, in accordance with the provisions of rule 18 of the Companies (Management and Administration) Rules, 2014 (the rules), the notices to members may be given only through e-mails registered with the company or with the depository participant/depository.
- II. While publishing the public notice as required under rule 20(4)(v) of the rules, the following matters shall also be stated, namely:-
 - a. a statement that the EGM has been convened through VC or OAVM in compliance with applicable provisions of the Act read with General Circular 14/2020, dated 8th April, 2020 and this Circular;
 - b. the date and time of the EGM through VC or OAVM;

page no.2 contd.,

- c. availability of notice of the meeting on the website of the company and the stock exchange;
 - d. the manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
 - e. the manner in which the members who have not registered their email addresses with the company can get the same registered with the company;
 - f. any other detail considered necessary by the company.
- III. The Chairman of the meeting shall satisfy himself and cause to record the same before considering the business in the meeting that all efforts feasible under the circumstances have indeed been made by the company to enable members to participate and vote on the items being considered in the meeting.

B. For companies which are not required to provide the facility of e-voting under the Act –

- I. In view of the present circumstances, in accordance with the provisions of rule 18 of the Companies (Management and Administration) Rules, 2014 (the rules), the notices to members may be given only through e-mails registered with the company or with the depository/depository participant.
- II. A copy of the notice shall also be prominently displayed on the website, if any, of the company.
- III. In order to ensure that all members are aware that a general meeting is proposed to be conducted in compliance with applicable provisions of the Act read with General Circular No. 14/2020, dated 8th April, 2020, the company shall:
 - (a) contact all those members whose e-mail addresses are not registered with the company over telephone or any other mode of communication for registration of their e-mail addresses before sending the notice for meeting to all its members; or
 - (b) where the contact details of any of members are not available with the company or could not be obtained as per (a) above, it shall cause a public notice by way of advertisement to be published immediately at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, preferably both newspapers having electronic editions, and specifying in the advertisement the following information:-

Page no.3 contd.,

- i. That the company intends to convene a general meeting in compliance with applicable provisions of the Act read with the General Circular No. 14/2020, dated 8th April, 2020 and this Circular, and for the said purpose it proposes to send notices to all its members by e-mail after, at least, 3 days from the date of publication of the public notice;
 - ii. the details of the e-mail address along with a telephone number on which the members may contact for getting their e-mail addresses registered for participation and voting in the general meeting.
- IV. The Chairman of the meeting shall satisfy himself and cause to record the same before considering the business in the meeting that all efforts feasible under the circumstances have indeed been made by the company to enable members to participate and vote on the items being considered in the meeting.

(ii) Requirement for voting by show of hands:- In sub-paragraph A – IX of para 3 of the General Circular 14/2020, dated 8th April, 2020 relevant companies were allowed to pass resolutions in certain cases through show of hands. Considering the dissimilarities involved in e-voting and voting by show of hands, the said sub-paragraph is substituted as under:-

"IX. The Chairman present at the meeting shall ensure that the facility of e-voting system is available for the purpose of voting during the meeting held through VC or OAVM."

(iii) Passing of certain items only through postal ballot without convening a general meeting:- (a) In the General Circular No. 14/2020, dated 8th April, 2020, it was stated that the companies may pass resolutions through postal ballot/e-voting without holding a general meeting unless it is so required as per section 110(1)(b) of the Act. Clarifications have been sought on the issue of dispatch of notices by companies by post and communication by the members of their assent or dissent on relevant resolutions by post under the current circumstances.

(b) The matter has been examined and the attention is invited to rule 22(15) of the rules which provides that the provisions of rule 20 regarding voting by electronic means shall apply, as far as applicable, *mutatis mutandis* to this rule in respect of the voting by electronic means. Therefore, for companies covered in para 3-A of the General Circular No. 14/2020, dated 8th April, 2020, while they are transacting any item only by postal ballot, upto 30th June 2020, or till further orders, whichever is earlier, the requirements provided in rule 20 of the rules as well as the framework provided in the General Circular No. 14/2020, dated 8th April, 2020 and this Circular

Page no.4 contd.,

would be applicable *mutatis mutandis*. The company would send notice by email to all its shareholders who have registered their email addresses with the company or depository participant/depository. The company would also be duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice. The communication of the assent or dissent of the members would only take place through the remote e-voting system, as no meeting will be required to be called.

(iv) Sending of e-mails by members, where a poll on any item is required for companies covered in para 3-B of the General Circular No. 14/2020, dated 8th April, 2020:-

Clarification has been sought as to whether the members are required to take part in the poll on items considered during the meeting by sending e-mails in advance to the company before the meeting is actually held through VC or OAVM facility. The matter has been examined and it is hereby clarified that sub-paragraph B-XII of para 3 of the General Circular No. 14/2020, dated 8th April, 2020 does not provide for polling by members at any time before the general meeting. The poll will take place during the meeting, and the members may convey their assent or dissent only at such stage on items considered in the meeting by sending e-mails to the designated e-mail address of the company, which was circulated by the company in the notice sent to the members.

2. This issues with the approval of the competent authority.

Yours faithfully,


(K.M.S. Narayanan)
Assistant Director

Copy to:-

1. e-Governance Section and Web Contents Officer to place this circular on the Ministry's website
2. Guard File.

F. No. 2/4/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001

Dated: 21st April, 2020

To

All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Holding of annual general meetings by companies whose financial year has ended on 31st December, 2019.

Sir/Madam,

Several representations have been received from stakeholders with regard to difficulty in holding annual general meetings (AGMs) for companies whose financial year ended on 31st December, 2019 due to COVID-19 related social distancing norms and consequential restrictions linked thereto. These representations have been examined and it is noted that the Companies Act, 2013 (Act) allows a company to hold its AGM within a period of six months (nine months in case of first AGM) from the closure of the financial year and not later than a period of 15 months from the date of last AGM .

2. On account of the difficulties highlighted above, it is hereby clarified that if the companies whose financial year (other than first financial year) has ended on 31st December, 2019, hold their AGM for such financial year within a period of nine months from the closure of the financial year (i.e. by 30th September, 2020), the same shall not be viewed as a violation. The references to due date of AGM or the date by which the AGM should have been held under the Act or the rules made thereunder shall be construed accordingly.

3. This issues with the approval of the competent authority.

Yours faithfully,


(K.M.S. Narayanan)
Assistant Director

Copy to:- 1. e-Governance Section and Web Contents Officer to place this circular on the Ministry's website. 2. Guard File.

**F. No. 7/39/2019-CL-I
Government of India
Ministry of Corporate Affairs**

**5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi
Dated: 30th April, 2020**

**To
All RDs,
All RoC,
The Stakeholders.**

Subject: Extension of the last date of filing of Form NFRA-2-reg.

Sir,

In continuation of the Ministry's General Circular No. 7/2020 dated 05th March, 2020 and after due examination, it has been decided that the time limit for filing of Form NFRA-2, for the reporting period Financial Year 2018-19, will be 210 days from the date of deployment of this form on the website of National Financial Reporting Authority (NFRA).

2. This issues with the approval of Competent Authority.

Yours faithfully,


**(KMS Narayanan)
Assistant Director (Policy)**

Copy to:-

- (i) Guard File;**
- (ii) Competition & NFRA Section;**
- (ii) E-Governance Section and Web Contents Manager to place this circular on the Ministry's web site.**

F. No. 2/4/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 5th May, 2020

To

All Regional Directors,
All Registrar of Companies
All Stakeholders

Subject: Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)

Sir/Madam,

Several representations have been received in the Ministry for providing relaxations in the provisions of Companies Act, 2013 (the Act) or rules made thereunder to allow companies to hold annual general meeting (AGM) in a manner similar to the one provided in General Circular No. 14/2020, dated 08.04.2020 (EGM Circular - I) and General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - II), which deal with conduct of extraordinary general meeting (EGM).

2. In the meanwhile, by virtue of the General Circular No. 18/2020, dated 21.04.2020, the companies whose financial year ended on 31st December, 2019, have been allowed to hold their AGM by 30th September, 2020.

3. The matter has been further examined and it is stated that in view of the continuing restrictions on the movement of persons at several places in the country, it has been decided that the companies be allowed to conduct their AGM through video conferencing

(VC) or other audio visual means (OAVM), during the calendar year 2020, subject to the fulfillment of the following requirements:

A. For companies which are required to provide the facility of e-voting under the Act, or any other company which has opted for such facility –

- I. The framework provided in para 3 -A of EGM Circular – I and the manner and mode of issuing notices provided in sub-para (i)-A of EGM Circular – II shall be applicable *mutatis mutandis* for conducting the AGM.
- II. In such meetings, other than ordinary business, only those items of special business, which are considered to be unavoidable by the Board, may be transacted.
- III. In view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled.
- IV. Before sending the notices and copies of the financial statements, etc., a public notice by way of advertisement be published at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, preferably both newspapers having electronic editions, and specifying in the advertisement the following information:-

- a. statement that the AGM will be convened through VC or OAVM in compliance with applicable provisions of the Act read with this Circular;
 - b. the date and time of the AGM through VC or OAVM;
 - c. availability of notice of the meeting on the website of the company and the stock exchange, in case of a listed company;
 - d. the manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting;
 - e. the manner in which the persons who have not registered their email addresses with the company can get the same registered with the company;
 - f. the manner in which the members can give their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service (ECS) or any other means;
 - g. any other detail considered necessary by the company
- V. In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.
- VI. In case, the company has received the permission from the relevant authorities to conduct its AGM at its registered office, or at any other place

as provided under section 96 of the Act, after following any advisories issued from such authorities, the company may in addition to holding such meeting with physical presence of some members, also provide the facility of VC or OAVM, so as to allow other members of the company to participate in such meeting. All members who are physically present in the meeting as well as the members who attend the meeting through the facility of VC or OAVM shall be reckoned for the purpose of quorum under section 103 of the Act. All resolutions shall continue to be passed through the facility of e-voting system.

B. For companies which are not required to provide the facility of e-voting under the Act -

- I. AGM may be conducted through the facility of VC or OAVM only by a company which has in its records, the email addresses of at least half of its total number of members, who –
 - a. in case of a *Nidhi*, hold shares of more than one thousand rupees in face value or more than one per cent. of the total paid-up share capital, whichever is less;
 - b. in case of other companies having share capital, who represent not less than seventy-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting;
 - c. in case of companies not having share capital, who have the right to exercise not less than seventy-five per cent. of the total voting power exercisable at the meeting.
- II. The company shall take all necessary steps to register the email addresses of all persons who have not registered their email addresses with the company.

- III. The framework provided in para 3-B of EGM Circular – I and the manner and mode of issuing notices provided in sub-para (i)-B of EGM Circular – II shall be applicable *mutatis mutandis* for conducting the AGM.
- IV. In such meetings, other than ordinary business, only those items of special business, which are considered to be unavoidable by the Board, may be transacted.
- V. Owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled.
- VI. The companies shall make adequate provisions for allowing the members to give their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service (ECS) or any other means. For shareholders, whose bank accounts are not available, company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.

4. The companies referred to in paragraphs 3 (A) and (B) above, shall ensure that all other compliances associated with the provisions relating to general meetings viz making of disclosures, inspection of related documents/registers by members, or authorizations for voting by bodies corporate, etc as provided in the Act and the articles of association of the company are made through electronic mode.

5. The companies which are not covered by the General Circular No. 18/2020, dated 21.04.2020 and are unable to conduct their AGM in accordance with the framework provided in this Circular are advised to prefer applications for extension of AGM at a suitable point of time before the concerned Registrar of Companies under section 96 of the Act.

6. This issues with the approval of the competent authority.

Yours faithfully



Sridhar Pamarthi

Joint Director

Copy:-

1. e-Governance Section and Web contents officer to place this circular on the Ministry's website.

2. Guard File

F. No. 2/4/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 11th May, 2020

To

All Regional Directors,
All Registrar of Companies
All Stakeholders

Subject: Clarification on dispatch of notice under section 62(2) of Companies Act, 2013 by listed companies for rights issue opening upto 31st July, 2020

Sir/Madam,

Several representations have been received in the Ministry for providing clarification on the mode of issue of notice referred to in section 62(1)(a)(i) of Companies Act (the 'Act') read with section 62(2) of the Act for rights issue by listed companies, in view of the difficulties faced by companies in sending notices through postal or courier services on account of the threat posed by Covid-19. The issues raised in the said representations have been examined. The Circular (Number SEBI/HO/CFD/DIL2/CIR/P/2020/78) issued by SEBI on 6th May, 2020 has also been considered.

2. In view of above and on account of the overall situation, it is hereby clarified that for rights issues opening upto 31st July, 2020, in case of listed companies, which comply with the aforementioned SEBI Circular dated 6th May, 2020, inability to dispatch the notice referred in para 1 of this Circular to their shareholders through registered post or speed post or courier would not be viewed as violation of section 62(2) of the Act.

3. This issues with the approval of the competent authority.

Yours faithfully



(Atma Sah)
Deputy Director

Copy to:-1. e-Governance Section and Web Contents Officer for placing this circular on the Ministry's website

2. Guard File

General Circular No. 22/2020

F.No. 02/01/2020 CL-V
Government of India
Ministry of Corporate Affairs
5th Floor, 'A' Wing, Shastri Bhawan,
Dr. Rajendra Prasad Road, New Delhi-1.

Dated: 15.06.2020

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of Covid-19 - Extension of time- reg.

Sir/Madam,

This Ministry has issued General Circular No. 14/2020 on 8th April, 2020 and General Circular No. 17/2020 on 13th April, 2020 for providing clarifications on passing of ordinary and special resolutions by companies by holding extraordinary general meetings (EGMs) through video conferencing (VC) or other audio visual means (OAVM) or passing of certain items only through postal ballot without convening general meeting. The framework provided in the said Circulars allows companies to hold relevant EGMs or transact relevant business through postal ballots, as per procedure specified therein, upto 30th June, 2020 or till further orders, whichever is earlier. Requests have been received from the stakeholders for extending the period upto which the framework provided in the aforesaid Circulars may be utilized by the companies.

2. The matter has been examined and it has been decided to allow companies to conduct their EGMs through VC or OAVM or transact items through postal ballot in accordance with the framework provided in the aforesaid Circulars upto 30th September, 2020. All other requirements provided in the said Circulars remain unchanged.

3. This issues with the approval of the competent authority.

Yours faithfully,


(KMS Narayanan)
Assistant Director (policy)

Copy forwarded for information to:-E-Governance section.

General Circular No. 23/2020

File No.02/05/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001.

Dated: 17th June, 2020

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Scheme for relaxation of time for filing forms related to creation or modification of charges under the Companies Act, 2013.

Sir/Madam,

✓ The companies are required to file forms related to creation or modification of charges within the timelines provided in section 77 of the Companies Act, 2013 (Act), i.e. a total of 120 days of the creation or modification of charge. In case, the company fails to register the charge within the period of thirty days referred to in sub-section (1) of section 77, the charge holder may file the form related to creation or modification of charges under section 78 of the Act, within the overall timelines for filing of such form under section 77.

2. On account of the pandemic caused by the COVID-19, representations have been received in this Ministry, requesting that the timelines related to filing of certain charge related forms may be suitably relaxed so as to provide a window of compliance for the registration of charges. Under the Companies Fresh Start Scheme, 2020 as laid out in the General Circular No. 12/2020, dated 30.03.2020, the benefit of waiver of additional fees was not extended to the charge related documents. Therefore, it has been suggested that some dispensation may be provided for filing of charge related documents as well.

3. In view of the above, the Central Government in exercise of its powers under section 460 read with section 403 of the Act and the Companies (Registration Offices and Fees) Rules, 2014 (Fees Rules) has decided to introduce a Scheme, namely "**Scheme for relaxation of time for filing forms related to creation or modification of charges under the Companies Act, 2013**" for the purpose of condoning the delay in filing certain forms related to creation/modification of charges.

Page no.2 contd.,

4. The details of the scheme are as under: -

(i) The scheme shall come into effect from the date of issue of this Circular.

(ii) **Applicability:** The scheme shall be applicable in respect of filing of Form No. CHG-1 and Form No. CHG-9 (both referred as 'form' or 'forms') by a company or a charge holder, where the date of creation/modification of charge:

(a) is before 01.03.2020, but the timeline for filing such form had not expired under section 77 of the Act as on 01.03.2020, **or**

(b) falls on any date between 01.03.2020 to 30.09.2020 (both dates inclusive).

(iii) **Relaxation of time:**

(a) In case a form is filed in respect of a situation covered under sub-para (ii)(a) above, the period beginning from 01.03.2020 and ending on 30.09.2020 shall not be reckoned for the purpose of counting the number of days under section 77 or section 78 of the Act. In case, the form is not filed within such period, the first day after 29.02.2020 shall be reckoned as 01.10.2020 for the purpose of counting the number of days within which the form is required to be filed under section 77 or section 78 of the Act.

(b) In case a form is filed in respect of a situation covered under sub-para (ii)(b) above, the period beginning from the date of creation/modification of charge to 30.09.2020 shall not be reckoned for the purpose of counting of days under section 77 or section 78 of the Act. In case, the form is not filed within such period, the first day after the date of creation/modification of charge shall be reckoned as 01.10.2020 for the purpose of counting the number of days within which the form is required to be filed under section 77 or section 78 of the Act.

(iv) **Applicable Fees:**

(a) In regard to sub-para (iii)(a) above, if the form is filed on or before 30.09.2020, the fees payable as on 29.02.2020 under the Fees Rules for the said form shall be charged. If the form is filed thereafter, the applicable fees shall be charged under the Fees Rules after adding the number of days beginning from 01.10.2020 and ending on the date of filing plus the time period lapsed from the date of the creation of charge till 29.02.2020.

(b) In regard to sub-para (iii)(b) above, if the form is filed before 30.09.2020, normal fees shall be payable under the Fees Rules. If the form is filed thereafter, the first day after the date of creation/modification of charge shall be reckoned as 01.10.2020 and the number of days till the date of filing of the form shall be counted accordingly for the purposes of payment of fees under the Fees Rules.

Page no.3 contd.,

(v) **The Scheme shall not apply, in case:**

- (a) The forms i.e. CHG-1 and CHG-9 had already been filed before the date of issue of this Circular.
- (b) The timeline for filing the form has already expired under section 77 or section 78 of the Act prior to 01.03.2020.
- (c) The timeline for filing the form expires at a future date, despite exclusion of the time provided in sub-para (iii) above.
- (d) Filing of Form CHG-4 for satisfaction of charges.

5. This issues with the approval of the Competent Authority.

Yours faithfully,


(KMS Narayanan)
Assistant Director (policy)

Copy forwarded for information to:-

- 1. E-Governance section
- 2. Guard file.

General Circular No. 24/2020

File No.02/08/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001.

Dated: 19th June, 2020

To

All Regional Directors,
All Registrar of Companies,
All Stakeholders

Subject: Clarification with regard to creation of deposit repayment reserve of 20% u/s. 73 (2) (C) of the Companies Act 2013 and to invest or deposit 15% of amount of debentures u/r.18 of Companies (Share capital and Debentures) Rules 2014 – COVID-19 –Extension of time-regarding.

Sir/Madam,

In continuation to General Circular No. 11/2020 dated 24th March 2020 and keeping in view the requests received from various stakeholders seeking extension of time for compliance of the subject requirements on account of Covid-19, it has been decided to further extend the time in respect of matters referred to in paras V, VI of the aforesaid circular, from 30th June 2020 to 30th September 2020. All other requirements shall remain unchanged.

2. This issues with the approval of the competent authority.

Yours faithfully,



(KMS Narayanan)

Assistant Director (policy)

Copy forwarded for information to:-

1. e-governance section and web contents officer to place the circular on MCA website.
2. Guard file.

General Circular No. 26/2020

F. No. 7/39/2019-CL-I
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi
Dated: 6th July, 2020

To
All RDs,
All RoC,
The Stakeholders.

Subject: Extension of the last date of filing of Form NFRA-2-reg.

Sir,

In continuation of the Ministry's General Circular No. 19/2020 dated 30th April, 2020 and after due examination, it has been decided that the time limit for filing of Form NFRA-2, for the reporting period FY 2018-19, will be 270 days from the date of deployment of this form on the website of National Financial Reporting Authority (NFRA).

2. This issues with the approval of Competent Authority.

Yours faithfully,


(KMS Narayanan)
Assistant Director (Policy)

Copy to:-

- (i) Guard File;
- (ii) Competition & NFRA Section;
- (ii) E-Governance Section and Web Contents Manager to place this circular on the Ministry's web site.

General Circular No. 27/2020

F. No. 2/4/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi
Dated: **3rd August, 2020**

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

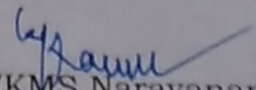
Subject: Clarification on dispatch of notice under section 62(2) of Companies Act, 2013 by listed companies for rights issues opening upto 31st December, 2020.

Sir/Madam,

Reference is drawn to this Ministry's General Circular Number 21/2020 dated 11th May, 2020 regarding clarification on dispatch of notice under section 62(2) of Companies Act, 2013 by listed companies for rights issue opening upto 31st July, 2020. Representations have been received for extending the validity of such clarification. The Circular (Number SEBI/HO/CFD/DIL1/CIR/P/2020/136) issued by SEBI on 24th July, 2020 has also been considered. In view of this it has been decided that clarification given under para 2 of General Circular 21/2020 dated 11th May, 2020, would continue to be applicable for rights issues, in case of listed companies, opening upto 31st December, 2020. Accordingly, in case of listed companies, which comply with relevant circulars issued by SEBI, inability to dispatch the relevant notice to shareholders through registered post or speed post or courier would not be viewed as violation of section 62(2) of the Act for rights issues opening upto 31st December, 2020. Other requirements provided in the said General Circular remain unchanged.

2. This issues with the approval of the competent authority.

Yours faithfully,


(KMS Narayanan)

Assistant Director (Policy)

Copy to:-

(i) E-Governance Section and Web Contents Manager to place this circular on the Ministry's web site and (ii) Guard File.

F. No. 2/4/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi

Dated: 17th August, 2020

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Clarification on Extension of Annual General Meeting (AGM) for the financial year ended as at 31.03.2020- Companies Act, 2013-reg.

Sir/Madam,

Several representations have been received in the Ministry for providing relaxations in the provisions of Companies Act, 2013 (the Act) or rules made thereunder to allow companies to hold their annual general meeting (AGM) for the financial year ended on 31st March, 2020 beyond the statutory period provided in section 96 of the Act.

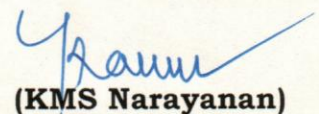
2. The matter has been examined in this Ministry and it is stated that this Ministry had inter-alia, clarified vide General Circular No. 20/2020, dated 05.05.2020 [G.C. 20/2020] regarding holding of AGM through video conferencing (VC) or other audio visual means (OAVM) for the calendar year 2020. In addition, the companies which are unable to hold their AGMs were advised to prefer applications for extension of AGM at a suitable point of time before the concerned Registrar of Companies under section 96 of the Act.

3. In view of the above, it is once again reiterated that the companies which are unable to hold their AGM for the financial year ended on 31.03.2020, despite availing the relaxations provided in the G.C. 20/2020 ought to file their applications in form No. GNL-1 for seeking extension of time in holding of AGM for the financial year ended on 31.03.2020 with the concerned Registrar of Companies on or before 29.09.2020.

4. The Registrars of Companies are hereby advised to consider all such applications (filed in Form No. GNL-1) liberally in view of the hardships faced by the stakeholders and to grant extension for the period as applied for (upto three months) in such applications.

5. This issues with the approval of the competent authority.

Yours faithfully,



(KMS Narayanan)

Assistant Director (policy)

Copy forwarded for information to:- 1. e-governance section and web contents officer to place the circular on MCA website and 2. Guard file.

General Circular No.29/2020

File No: 17/52/2020-CL-V
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

5th Floor, 'A' Wing Shastri Bhawan,
Dr. R.P. Road, New Delhi
Dated:- 10th September, 2020

To

All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Relaxation of additional fees and extension of last date of filing of CRA-4 (form for filing of cost audit report) for FY 2019-20 under the Companies Act, 2013 -reg.

Sir/Madam,

Representations have been received from various stakeholders for extension of last date of filing of CRA-4 (form for filing of cost audit report) due to impact of COVID-19 pandemic.

2. In view of the extraordinary disruption caused due to the pandemic, it has been decided that if cost audit report for the financial year 2019-20 by the cost auditor to the Board of Directors of the companies is submitted by 30th November, 2020 then the same would not be viewed as violation of rule 6(5) of Companies (cost records and audit) Rules, 2014. Consequently, the cost audit report for the financial year ended on 31st March, 2020 shall be filed in e-form CRA-4 within 30 days from the date of receipt of the copy of the cost audit report by the company. However, in case a company has availed extension of time for holding Annual General Meeting then e-form CRA-4 may be filed within the timeline provided under the proviso to rule 6(6) of the Companies (Cost Records and Audit) Rules, 2014.

3. This issues with the approval of the competent authority.

Yours faithfully,



(Atma Sah)
Deputy Director

Copy forwarded for information and necessary action to:-

1. E-Governance Section
2. Guard File.

MCA Notifications



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-24082020-221324
CG-DL-E-24082020-221324

असाधारण
EXTRAORDINARY
भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)
प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 419]
No. 419]

नई दिल्ली, सोमवार, अगस्त 24, 2020/भाद्र 2, 1942
NEW DELHI, MONDAY, AUGUST 24, 2020/BHADRA 2, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 24 अगस्त, 2020

सा.का.नि. 525 (अ).— केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 467 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, उक्त अधिनियम की अनुसूची-VII में निम्नलिखित और संशोधन करती है, अर्थात्:—

उक्त अनुसूची में, मद (ix) और उससे संबंधित प्रविष्टियों के स्थान पर, निम्नलिखित मद और प्रविष्टियां रखी जाएंगी, अर्थात्:—

“(ix)(क) केंद्रीय सरकार या राज्य सरकार या केंद्रीय सरकार या राज्य सरकार के पब्लिक सैक्टर उपक्रम या अभिकरण द्वारा वित्त-पोषित इनक्यूबेटर्स अथवा विज्ञान, प्रौद्योगिकी, इंजीनियरी और औषध के क्षेत्र में अनुसंधान और विकास परियोजनाओं को अभिदाय; और

(ख) संधारणीय विकास लक्ष्यों (एसडीजीएस) को बढ़ावा देने के उद्देश्य से विज्ञान, प्रौद्योगिकी, इंजीनियरी और औषध के क्षेत्र में अनुसंधान कार्य के संचालन में कार्यरत परमाणु ऊर्जा विभाग (डीएई); जैव प्रौद्योगिकी विभाग (डीबीटी); विज्ञान और प्रौद्योगिकी विभाग (डीएसटी); औषध विभाग; आयुर्वेद, योग और प्राकृतिक चिकित्सा, यूनानी, सिद्ध और होम्योपैथी मंत्रालय (आयुष); इलेक्ट्रानिकी और सूचना प्रौद्योगिकी मंत्रालय और अन्य निकायों, अर्थात् रक्षा अनुसंधान और विकास संगठन (डीआरडीओ); भारतीय कृषि अनुसंधान परिषद

(आईसीएआर); भारतीय चिकित्सा अनुसंधान परिषद् (आईसीएमआर); और वैज्ञानिक एवं औद्योगिक अनुसंधान परिषद् (सीएसआईआर) के अधीन स्थापित लोक वित्त पोषित विश्वविद्यालयों; भारतीय प्रौद्योगिकी संस्थानों (आईआईटीएस); राष्ट्रीय प्रयोगशालाओं और स्वायत्त निकायों को अभिदाय।”।

2. यह अधिसूचना राजपत्र में इसके प्रकाशन की तारीख से प्रवृत्त होगी।

[ई-फा. सं. सीएसआर-07/2/2020-सीएसआर-एमसीए]

ज्ञानेश्वर कुमार सिंह, संयुक्त सचिव

टिप्पण: कंपनी अधिनियम, 2013 की अनुसूची-VII तारीख 01 अप्रैल, 2014 से प्रवृत्त हुई और उसे अधिसूचना संख्या सा.का.नि.130(अ), तारीख 27 फरवरी, 2014, शुद्धि-पत्र संख्या सा.का.नि.261(अ), तारीख 31 मार्च, 2014, अधिसूचना संख्या सा.का.नि. 568(अ), तारीख 06 अगस्त, 2014, अधिसूचना संख्या सा.का.नि. 741(अ), तारीख 24 अक्तूबर, 2014, अधिसूचना संख्या सा.का.नि. 390(अ), तारीख 30 मई, 2019, अधिसूचना संख्या सा.का.नि. 776(अ), तारीख 11 अक्तूबर, 2019, शुद्धिपत्र सा.का.नि. 859(अ), तारीख 19 नवंबर, 2019 और अधिसूचना संख्या सा.का.नि. 399(अ), तारीख 23 जून, 2020 के द्वारा संशोधित (01 अप्रैल, 2014 से प्रभावी) की गई थी।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 24th August, 2020

G.S.R. 525(E).—In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following further amendments in Schedule VII to the said Act, namely:-

In the said Schedule, for item (ix) and the entries thereto, the following item and entries shall be substituted, namely:-

“(ix) (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and

(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs)”.

2. This notification shall come into force on the date of its publication in the Official Gazette.

[E-F. No. CSR-07/2/2020-CSR-MCA]

GYANESHWAR KUMAR SINGH, Jt. Secy.

Note: The Schedule VII to the Companies Act, 2013 was brought into force with effect from the 1st April, 2014 and was amended (effective from the 1st April, 2014) *vide* notification number G.S.R. 130(E), dated the 27th February, 2014, Corrigendum number G.S.R. 261(E), dated the 31st March, 2014, notification number G.S.R. 568(E), dated the 6th August, 2014, notification number G.S.R. 741(E), dated the 24th October, 2014, notification number G.S.R. 390(E), dated the 30th May, 2019, notification number G.S.R. 776(E), dated the 11th October, 2019, Corrigendum number G.S.R. 859(E), dated the 19th November, 2019, and notification number G.S.R. 399(E) dated the 23rd June, 2020.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-26032020-218923
CG-DL-E-26032020-218923

असाधारण
EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (ii)
PART II—Section 3—Sub-section (ii)

प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 1083]
No. 1083]

नई दिल्ली, बृहस्पतिवार, मार्च 26, 2020/चैत्र 6, 1942
NEW DELHI, THURSDAY, MARCH 26, 2020/CHAITRA 6, 1942

कारपोरेट कार्य मंत्रालय आदेश

नई दिल्ली, 24 मार्च, 2020

का.आ. 1219(अ).—कारपोरेट कार्य मंत्रालय, भारत सरकार के आदेश संख्या का.आ. 849(अ), दिनांक 25 फरवरी, 2020, के माध्यम से भारत के राजपत्र असाधारण, भाग II, धारा 3, उप-धारा (ii) में दिनांक 25 फरवरी, 2020 को प्रकाशित, पैरा, "2. पैरा 3 और 4 में विनिर्दिष्ट मामलों से संबंधित लेखा परीक्षक की रिपोर्ट में", "1 अप्रैल, 2019" शब्दों और अंकों के लिए, "1 अप्रैल, 2020" शब्द और अंक रखें।

[फा. सं. 17/45/2015-सीएल-V भाग I]

के. वी. आर. मूर्ति, संयुक्त सचिव

MINISTRY OF CORPORATE AFFAIRS
ORDER

New Delhi, the 24th March, 2020

S.O. 1219(E).—In the order of the Government of India in the Ministry of Corporate Affairs number S.O. 849(E), dated the 25th February, 2020, published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (ii), dated the 25th February, 2020, in paragraph "2. Auditor's report to contain matters specified in paragraphs 3 and 4", for the words and figures "1st April, 2019", the words and figures "1st April, 2020" shall be substituted.

[F. No. 17/45/2015-CL-V Part I]

K.V.R. MURTY, Jt. Secy.

1606 GI/2020

Uploaded by Dte. of Printing at Government of India Press, Ring Road, Mayapuri, New Delhi -110064
and Published by the Controller of Publications, Delhi-110054.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-24062020-220133
CG-DL-E-24062020-220133

असाधारण
EXTRAORDINARY
भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)
प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 308]
No. 308]

नई दिल्ली, मंगलवार, जून 23, 2020/आषाढ़ 2, 1942
NEW DELHI, TUESDAY, JUNE 23, 2020/ASADHA 2, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 23 जून, 2020

सा.का.नि. 399(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 467 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, उक्त अधिनियम की अनुसूची-VII में निम्नलिखित और संशोधन करती है, अर्थात्:—

उक्त अनुसूची की मद (vi) में, “युद्ध विधवाओं और उनके आश्रितों” शब्दों के पश्चात् “केंद्रीय सशस्त्र पुलिस बल (सीएपीएफ) और केंद्रीय अर्ध-सैनिक बल (सीपीएमएफ) सेवानिवृत्त सैनिकों और विधवाओं सहित उनके आश्रितों” शब्द अंतःस्थापित किए जाएंगे।

2. यह अधिसूचना राजपत्र में इसके प्रकाशन की तारीख को प्रवृत्त होगी।

[फा.सं. 13/18/2019-सीएसआर]

ज्ञानेश्वर कुमार सिंह, संयुक्त सचिव

टिप्पण: अनुसूची-VII तारीख 01 अप्रैल, 2014 से प्रवृत्त हुई थी और उसे (01 अप्रैल, 2014 से प्रभावी) अधिसूचना संख्या सा.का.नि. 130(अ) तारीख 27 फरवरी, 2014, शुद्धि-पत्र संख्या सा.का.नि. 261(अ) तारीख 31 मार्च, 2014, अधिसूचना संख्या सा.का.नि. 568(अ) तारीख 06 अगस्त, 2014, अधिसूचना संख्या सा.का.नि. 741(अ) तारीख 24 अक्तूबर, 2014, अधिसूचना संख्या सा.का.नि. 390(अ) तारीख 30 मई, 2019, अधिसूचना संख्या सा.का.नि. 776(अ) तारीख 11 अक्तूबर, 2019 और शुद्धिपत्र संख्या सा.का.नि. 859(अ) तारीख 19 नवंबर, 2019 और अधिसूचना संख्या सा.का.नि. 313(अ) दिनांक 26 मई, 2020 द्वारा संशोधन किए गए थे।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 23rd, June 2020

G.S.R. 399(E).—In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following further amendments in Schedule VII to the said Act, namely:—

In the said Schedule, in item (vi), after the words “war widows and their dependents”, the words “Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows,” shall be inserted.

2. This notification shall come into force on the date of its publication in the Official Gazette.

[F. No. 13/18/2019-CSR]

GYANESHWAR KUMAR SINGH, Jt. Secy.

Note: The Schedule VII was brought into force with effect from the 1st April, 2014 and was amended (effective from the 1st April, 2014) vide notification number G.S.R. 130(E), dated the 27th February, 2014, Corrigenda number G.S.R. 261(E), dated the 31st March, 2014, notification number G.S.R. 568(E), dated the 6th August, 2014, notification number G.S.R. 741(E), dated the 24th October, 2014, notification number G.S.R. 390(E), dated the 30th May, 2019, notification number G.S.R. 776(E), dated the 11th October, 2019, Corrigenda number GSR 859(E), dated the 19th November, 2019 and notification number G.S.R. 313(E) dated 26th May, 2020.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-26052020-219562
CG-DL-E-26052020-219562

असाधारण
EXTRAORDINARY
भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)
प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 238]
No. 238]

नई दिल्ली, मंगलवार, मई 26, 2020/ज्येष्ठ 5, 1942
NEW DELHI, TUESDAY, MAY 26, 2020/JYAISHTHA 5, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 26 मई, 2020

सा.का.नि. 313(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 467 की उप-धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, उक्त अधिनियम की अनुसूची-VII का निम्नलिखित और संशोधन करती है, अर्थात्:—

अनुसूची-VII के, मद (viii) में, “प्रधानमंत्री राष्ट्रीय राहत कोष” शब्दों के पश्चात्, “आपात स्थितियों में प्रधानमंत्री नागरिक सहायता और राहत कोष (पीएम केयर्स फंड)” शब्दों को अंतःस्थापित किया जाएगा।

2. यह अधिसूचना तारीख 28 मार्च, 2020 से प्रभावी मानी जाएगी।

[फा.सं.13/18/2019-सीएसआर]

ज्ञानेश्वर कुमार सिंह, संयुक्त सचिव

टिप्पण: अनुसूची-VII तारीख 01 अप्रैल, 2014 से प्रवृत्त हुई थी और अधिसूचना संख्या सा.का.नि. 130(अ) तारीख 27 फरवरी, 2014, शुद्धि-पत्र संख्या सा.का.नि. 261(अ) तारीख 31 मार्च, 2014, अधिसूचना संख्या सा.का.नि. 568(अ) तारीख 06 अगस्त, 2014, अधिसूचना संख्या सा.का.नि. 741(अ) तारीख 24 अक्तूबर, 2014, अधिसूचना संख्या सा.का.नि. 390(अ) तारीख 30 मई, 2019, अधिसूचना संख्या सा.का.नि. 776(अ) तारीख 11 अक्तूबर, 2019 और शुद्धिपत्र संख्या सा.का.नि. 859(अ) तारीख 19 नवंबर, 2019 के द्वारा संशोधित (01 अप्रैल, 2014 से प्रभावी) की गई।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 26th May, 2020

G.S.R. 313(E).—In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following further amendment to Schedule VII of the said Act, namely:—

In Schedule VII, item (viii), after the words “Prime Minister’s National Relief Fund”, the words “or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)” shall be inserted.

2. This notification shall be deemed to have come into force on 28th March, 2020.

[F. No. 13/18/2019-CSR]

GYANESHWAR KUMAR SINGH, Jt. Secy.

Note : The Schedule VII was brought into force with effect from the 1st April, 2014 and was amended (effective from the 1st April, 2014) *vide* notification number G.S.R. 130(E), dated the 27th February, 2014, Corrigenda number G.S.R. 261(E), dated the 31st March, 2014, notification number G.S.R. 568(E), dated the 6th August, 2014, notification number G.S.R. 741(E), dated the 24th October, 2014, notification number G.S.R. 390(E), dated the 30th May, 2019, notification number G.S.R. 776(E), dated the 11th October, 2019 and Corrigenda number G.S.R. 859(E), dated the 19th November, 2019.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-27072020-220697
CG-DL-E-27072020-220697

असाधारण
EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (ii)
PART II—Section 3—Sub-section (ii)

प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 2158]
No. 2158]

नई दिल्ली, सोमवार, जुलाई 27, 2020/ श्रावण 5, 1942
NEW DELHI, MONDAY, JULY 27, 2020/SRAVANA 5, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 24 जुलाई, 2020

का.आ 2445(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 435 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, गुवाहाटी उच्च न्यायालय के मुख्य न्यायमूर्ति की सहमति से उक्त अधिनियम की धारा 435 की उपधारा (2) के खंड (ख) के अधीन अपराधों का शीघ्र विचारण का उपबंध करने के प्रयोजनों के लिए नीचे दी गई सारणी के स्तंभ (2) में उल्लिखित न्यायालय को अभिहित करती है, अर्थात् :-

सारणी

क्र. सं.	न्यायालय	विशेष न्यायालय के रूप में अधिकारिता
(1)	(2)	(3)
1.	मुख्य न्यायिक मजिस्ट्रेट का न्यायालय, कामरूप (एम), गुवाहाटी	असम राज्य

[फा.सं. 01/12/2009-सीएल-1 (खंड IV)]

के.वी.आर. मूर्ति, संयुक्त सचिव

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 24th July, 2020

S.O. 2445 (E).—In exercise of the powers conferred by section 435 of the Companies Act, 2013 (18 of 2013), the Central Government, with the concurrence of the Chief Justice of the High Court of Gauhati hereby designates the Court mentioned in column (2) of the Table below as Special Court for the purposes of providing speedy trial of offences under clause (b) of sub-section (2) of section 435 of the said Act, namely:—

TABLE

Sl. No.	Court	Jurisdiction as Special Court
(1)	(2)	(3)
1	Court of Chief Judicial Magistrate, Kamrup (M) at Guwahati	State of Assam.

[F.No. 01/12/2009-CL-I (Vol.IV)]

K. V. R. MURTY, Jt. Secy.

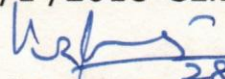
[To be published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (ii)]

Government of India
Ministry of Corporate Affairs
Notification

New Delhi, the 28 August, 2020

S.O. _____(E).- In exercise of the powers conferred by sub-section (2) of section 1 of the Companies (Amendment) Act, 2017 (1 of 2018), the Central Government hereby appoints the 28 August, 2020 as the date on which the provision of clause (ii) of section 23 of the said Act shall come into force.

[File No. 1 /1 /2018-CL.I]


(K.V.R. Murty) 28/8/2020

Joint Secretary to the Government of India

[भारत के राजपत्र, असाधारण, भाग-II, खंड 3, उप-खंड (ii) में प्रकाशनार्थ]

भारत सरकार
कारपोरेट कार्य मंत्रालय
अधिसूचना

नई दिल्ली, तारीख 28 अगस्त, 2020

का.आ._____(अ).- केंद्रीय सरकार, कंपनी (संशोधन) अधिनियम, 2017 (2018 का 1) की धारा 1 की उप-धारा (2) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, 28 अगस्त, 2020 को उस तारीख के रूप में नियत करती है जिस तारीख को उक्त अधिनियम की धारा 23 के खंड (ii) का उपबंध प्रवृत्त होगा।

[फाइल.सं. 1/1/2018-सीएल-1]

के.वी.आर.मूर्ति
28/8/2020
(के.वी.आर.मूर्ति)

संयुक्त सचिव, भारत सरकार

MCA Rules



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-19032020-218797
CG-DL-E-19032020-218797

असाधारण

EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)

PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित

PUBLISHED BY AUTHORITY

सं. 160]

नई दिल्ली, बृहस्पतिवार, मार्च 19, 2020/फाल्गुन 29, 1941

No. 160]

NEW DELHI, THURSDAY, MARCH 19, 2020/PHALGUNA 29, 1941

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 19 मार्च, 2020

सा.का.नि. 186(अ).—केन्द्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 173, धारा 177, धारा 178 और धारा 186 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) नियम, 2014 का और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:-

1. (1) इन नियमों का संक्षिप्त नाम कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) संशोधन नियम, 2020 है।
(2) ये नियम राजपत्र में प्रकाशन की तारीख को प्रवृत्त होंगे।
2. कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) नियम, 2014 में, मौजूदा नियम 4 को इसके उप-नियम (1) के रूप में पुनःसंख्यांकित किया जाएगा और यथा पुनःसंख्यांकित उप-नियम (1) के पश्चात्, निम्नलिखित उप-नियम अंतःस्थापित किया जाएगा, अर्थात्:-
“(2) कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) संशोधन नियम, 2020 के प्रारंभ होने से लेकर 30 जून, 2020 को समाप्त होने वाली अवधि के लिए, नियम 3 के अनुसरण में, उप-नियम (1) में निर्दिष्ट मामलों के संबंध में बैठकों का आयोजन वीडियो कॉन्फ्रेंसिंग या अन्य श्रव्य-दृश्य साधनों के माध्यम से किया जा सकता है।”

[फा.सं.1/32/2013-सीएल-V-भाग]

के.वी.आर. मूर्ति, संयुक्त सचिव

टिप्पण : मूल नियम अधिसूचना संख्यांक सा.का.नि. 240(अ) तारीख 31 मार्च, 2014 द्वारा भारत के राजपत्र, असाधारण, भाग-II, खंड 3, उपखंड (i) में प्रकाशित किए गए थे और तत्पश्चात् निम्नानुसार संशोधित किए गए :

1. सा.का.नि. 398(अ), तारीख 12 जून, 2014;
2. सा.का.नि. 590(अ), तारीख 14 अगस्त, 2014;
3. सा.का.नि. 206(अ), तारीख 18 मार्च, 2015;
4. सा.का.नि. 971(अ), तारीख 14 दिसंबर, 2015;
5. सा.का.नि. 309(अ), तारीख 30 मार्च, 2017;
6. सा.का.नि. 880(अ), तारीख 13 जुलाई, 2017;
7. सा.का.नि. 429(अ), तारीख 7 मई, 2018;
8. सा.का.नि. 777(अ), तारीख 11 अक्टूबर, 2019; और
9. सा.का.नि. 857(अ), तारीख 18 नवंबर, 2019

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 19th March, 2020

G.S.R. 186(E).— In exercise of the powers conferred by sections 173, 177, 178 and section 186 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Meetings of Board and its Powers) Rules, 2014, namely:—

1. (1) These rules may be called the Companies (Meetings of Board and its Powers) Amendment Rules, 2020.

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

2. In the Companies (Meetings of Board and its Powers) Rules, 2014, rule 4 shall be renumbered as sub-rule (1) thereof and after sub-rule (1) as so renumbered, the following sub-rule shall be inserted, namely:-

“(2) For the period beginning from the commencement of the Companies (Meetings of Board and its Powers) Amendment Rules, 2020 and ending on the 30th June, 2020, the meetings on matters referred to in sub-rule (1) may be held through video conferencing or other audio visual means in accordance with rule 3.”.

[F. No. 1/32/2013-CL-V-Part]

K.V.R. MURTY, Jt. Secy.

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), *vide* notification number G.S.R. 240(E), dated the 31st March, 2014 and subsequently amended as follows:-

1. G.S.R. 398 (E), dated the 12th June, 2014;
2. G.S.R. 590 (E), dated the 14th August, 2014;
3. G.S.R. 206 (E), dated the 18th March, 2015;
4. G.S.R. 971(E), dated the 14th December, 2015;
5. G.S.R. 309 (E), dated the 30th March, 2017;
6. G.S.R. 880 (E), dated the 13th July, 2017;
7. G.S.R. 429 (E), dated the 7th May, 2018;
8. G.S.R. 777 (E) dated the 11th October, 2019; and
9. G.S.R. 857 (E) dated the 18th November, 2019.



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सी.जी.-डी.एल.-अ.-29042020-219224
CG-DL-E-29042020-219224

असाधारण
EXTRAORDINARY
भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)
प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 209]	नई दिल्ली, बुधवार, अप्रैल 29, 2020/वैशाख 9, 1942
No. 209]	NEW DELHI, WEDNESDAY, APRIL 29, 2020/VAISAKHA 9, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 29 अप्रैल, 2020

सा.का.नि. 268(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 149 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 का और संशोधन करने हेतु निम्नलिखित नियम बनाती है, अर्थात्:-

- (1) ये नियम कंपनी (निदेशकों की नियुक्ति और अर्हता) दूसरा संशोधन नियम, 2020 हैं।
(2) ये राजपत्र में इनके प्रकाशन की तारीख से प्रवृत्त होंगे।
- कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 के नियम 6 में, उप-नियम (1) में, खंड (क) में, “पाँच माह” शब्दों के स्थान पर “सात माह” शब्द रखे जाएंगे।

[फा.सं. 8/4/2018-सीएल-I, पार्ट-1]

के.वी.आर. मूर्ति, संयुक्त सचिव

टिप्पणी: मूल नियम भारत के राजपत्र, असाधारण, भाग-II, खंड-3, उपखंड (i) में तारीख 31 मार्च, 2014 की अधिसूचना संख्या सा.का.नि. 259(अ) द्वारा प्रकाशित किए गए थे और इसमें दिनांक 28 फरवरी, 2020 की अधिसूचना संख्या सा.का.नि. 145(अ) के माध्यम से अंतिम बार संशोधन किया गया था।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 29th April, 2020

G.S.R. 268 (E). — In exercise of the powers conferred by section 149 read with 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) Second Amendment Rules, 2020.
- (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, in rule 6, in sub-rule (1), in clause (a), for the words “five months” the words “seven months” shall be substituted.

[F. No. 8/4/2018-CL-I- Part I]

K.V.R. MURTY, Jt. Secy.

Note:—The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* notification number G.S.R. 259(E), dated the 31st March, 2014 and were last amended *vide* notification number G.S.R. 145 (E), dated the 28th February, 2020.

सत्यमेव जयते

भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-12062020-219903
CG-DL-E-12062020-219903

असाधारण
EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 291]
No. 291]

नई दिल्ली, शुक्रवार, जून 12, 2020/ज्येष्ठ 22, 1942
NEW DELHI, FRIDAY, JUNE 12, 2020/JYAISTHA 22, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 5 जून, 2020.

सा.का.नि. 372(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 की उपधारा (1) और उपधारा (2) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए कंपनी (शेयरपूजी और डिबेंचर) नियम, 2014 का संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:-

1. संक्षिप्त नाम और प्रारंभ.- (1) इन नियमों का संक्षिप्त नाम कंपनी (शेयरपूजी और डिबेंचर) संशोधन नियम, 2020 है।
(2) ये राजपत्र में इनके प्रकाशन की तारीख को प्रवृत्त होंगे।
2. कंपनी (शेयरपूजी और डिबेंचर) नियम, 2014 (जिसे इसमें इसके पश्चात् मूल नियम कहा गया है) के नियम 8 के उप नियम (4) के दूसरे परंतुक में,-
 - (i) "औद्योगिकी नीति और संवर्धन विभाग द्वारा जारी सा.का.नि. 180(अ) तारीख 17 फरवरी, 2016" अक्षरों, अंकों, कोष्ठकों और शब्दों के स्थान पर "उद्योग संवर्धन और आंतरिक व्यापार विभाग द्वारा जारी सा.का.नि.127(अ) तारीख 19 फरवरी, 2019" रखे जाएंगे;
 - (ii) "पांच वर्ष" शब्दों के स्थान पर शब्द "दस वर्ष" रखे जाएंगे।

3. उक्त नियमों के नियम 18 के उपनियम (7) के खंड (ख) के उप-खंड (v) में, परंतुक के पश्चात्, निम्नलिखित परंतुक अंतःस्थापित किया जाएगा,-

“(v) यदि कोई कंपनी खंड (ख) के उपखंड (iii) की मद (क) या खंड (ख) के उपखंड (iv) की मद (ख) में कवर की जाती है, तो यह ऐसी कंपनी द्वारा जारी किए गए डिबेंचरों के संबंध में, निवेशों या जमाओं की किसी एक या अधिक प्रणाली में, यथा उपखंड (vi) में उपबंधित, में अगले वर्ष के 31 मार्च को समाप्त हो रहे वर्ष के दौरान परिपक्व होने वाले अपने डिबेंचरों की राशि के पन्द्रह प्रतिशत से जो कम न हो, की राशि को 30 अप्रैल वर्ष को या इससे पूर्व प्रत्येक में निवेश या जमा, जैसा भी मामला हो, करेगी;

परंतु कि निवेश या जमा की गई, जैसा भी मामला हो, बकाया राशि किसी भी समय उस वर्ष के 31 मार्च को समाप्त हो रहे वर्ष के दौरान परिपक्व होने वाले डिबेंचरों की राशि के पन्द्रह प्रतिशत से कम नहीं होगी।”

[फा. सं. 01/04/2013-सीएल.V-पार्ट-IV]

के.वी.आर. मूर्ति, संयुक्त सचिव

टिप्पण: मूल नियम, भारत के राजपत्र, असाधारण, भाग II, खंड 3, उपखंड (i) में अधिसूचना संख्या सा.का.नि. 265(अ) तारीख 31 मार्च, 2014 द्वारा प्रकाशित किए गए थे और इसके पश्चात् अधिसूचना संख्या सा.का.नि.574(अ) तारीख 16 अगस्त, 2019 की अधिसूचना द्वारा संशोधित किए गए थे।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 5th June, 2020

G.S.R. 372(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 (Share Capital and Debentures) Rules, 2014, namely:—

1. Short title and commencement.- (1) These rules may be called the **Companies (Share Capital and Debentures) Amendment Rules, 2020.**

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

2. In the Companies (Share Capital and Debentures) Rules, 2014 (herein after referred to as the said rules), in rule 8, in sub-rule (4), in the second proviso,-

(i) for the letters, figures, brackets and words “GSR 180(E), dated 17th February, 2016 issued by the Department of Industrial Policy and Promotion”, the letters, figures, brackets, and words “G.S.R. 127(E), dated the 19th February, 2019 issued by the Department for Promotion of Industry and Internal Trade” shall be substituted;

(ii) for the words “five years” the words, “ten years” shall be substituted.

3. In the said rules, in rule 18, in sub-rule (7), in clause (b), for sub-clause (v), following sub-clause shall be substituted, namely: -

“(v) In case a company is covered in item (A) of sub-clause (iii) of clause (b) or item (B) of sub-clause (iv) of clause (b), it shall on or before the 30th day of April in each year, in respect of debentures issued by such a company, invest or deposit, as the case may be, a sum which shall not be less than fifteen percent., of the

amount of its debentures maturing during the year, ending on the 31st day of March of the next year in any one or more methods of investments or deposits as provided in sub-clause (vi):

Provided that the amount remaining invested or deposited, as the case may be, shall not any time fall below fifteen percent. of the amount of the debentures maturing during the year ending on 31st day of March of that year.”

[F. No. 01/04/2013-CL-V- Part-IV]

K.V. R. MURTY, Jt. Secy.

Note:- The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) vide notification number G.S.R. 265(E), dated the 31st March, 2014 and was last amended vide notification number GSR 574(E) dated the 16th August, 2019.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-23062020-220117
CG-DL-E-23062020-220117

असाधारण

EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)

PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित

PUBLISHED BY AUTHORITY

सं. 304]

नई दिल्ली, मंगलवार, जून 23, 2020/आषाढ़ 2, 1942

No. 304]

NEW DELHI, TUESDAY, JUNE 23, 2020/ASHADHA 2, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 23 जून, 2020

सा.का.नि. 395(अ).—केन्द्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 173, धारा 177, धारा 178 और धारा 186 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) नियम, 2014 का और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:—

- (1) इन नियमों का संक्षिप्त नाम कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) द्वितीय संशोधन नियम, 2020 है।
(2) ये नियम राजपत्र में प्रकाशन की तारीख को प्रवृत्त होंगे।
- कंपनी (बोर्ड की बैठकें और इसकी शक्तियां) नियम, 2014 में, नियम 4, उप-नियम (2) में, “30 जून, 2020” अंकों और शब्द के स्थान पर “30 सितंबर, 2020” अंक और शब्द रखे जाएंगे।

[फा. सं. 1/32/2013-सीएल-V-भाग]

के. वी. आर. मूर्ति, संयुक्त सचिव

टिप्पण : मूल नियम अधिसूचना संख्यांक सा.का.नि. 240(अ) तारीख 31 मार्च, 2014 द्वारा भारत के राजपत्र, असाधारण, भाग-II, खंड 3, उपखंड (i) में प्रकाशित किए गए थे और तत्पश्चात् निम्नानुसार संशोधित किए गए :

- सा.का.नि. 398(अ), तारीख 12 जून, 2014;
- सा.का.नि. 590(अ), तारीख 14 अगस्त, 2014;
- सा.का.नि. 206(अ), तारीख 18 मार्च, 2015;
- सा.का.नि. 971(अ), तारीख 14 दिसंबर, 2015;

5. सा.का.नि. 309(अ), तारीख 30 मार्च, 2017;
6. सा.का.नि. 880(अ), तारीख 13 जुलाई, 2017;
7. सा.का.नि. 429(अ), तारीख 7 मई, 2018;
8. सा.का.नि. 777(अ), तारीख 11 अक्तूबर, 2019;
9. सा.का.नि. 857(अ), तारीख 18 नवंबर, 2019; और
10. सा.का.नि. 186(अ), तारीख 19 मार्च, 2020।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 23rd June, 2020

G.S.R. 395(E).—In exercise of the powers conferred by sections 173, 177, 178 and section 186 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Meetings of Board and its Powers) Rules, 2014, namely:—

1. (1) These rules may be called the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2020.
(2) They shall come into force on the date of their publication in the Official Gazette.
2. In the Companies (Meetings of Board and its Powers) Rules, 2014, in rule 4 in sub-rule (2), for the figures, letters and word “30th June, 2020”, the figures, letters and word “30th September, 2020” shall be substituted.

[F. No. 1/32/2013-CL-V-Part]

K. V. R. MURTY, Jt. Secy.

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), *vide* notification number G.S.R. 240(E), dated the 31st March, 2014 and subsequently amended as follows:-

1. G.S.R. 398 (E), dated the 12th June, 2014;
2. G.S.R. 590 (E), dated the 14th August, 2014;
3. G.S.R. 206 (E), dated the 18th March, 2015;
4. G.S.R. 971(E), dated the 14th December, 2015;
5. G.S.R. 309 (E), dated the 30th March, 2017;
6. G.S.R. 880 (E), dated the 13th July, 2017;
7. G.S.R. 429 (E), dated the 7th May, 2018;
8. G.S.R. 777 (E) dated the 11th October, 2019;
9. G.S.R. 857 (E) dated the 18th November, 2019; and
10. G.S.R. 186 (E) dated the 19th March, 2020.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-23062020-220118
CG-DL-E-23062020-220118

असाधारण

EXTRAORDINARY

भाग II—खण्ड 3—उप-खण्ड (i)

PART II—Section 3—Sub-section (i)

प्राधिकार से प्रकाशित

PUBLISHED BY AUTHORITY

सं. 305]

नई दिल्ली, मंगलवार, जून 23, 2020/आषाढ़ 2, 1942

No. 305]

NEW DELHI, TUESDAY, JUNE 23, 2020/ASHADHA 2, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 23 जून, 2020

सा.का.नि. 396(अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 149 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 का और संशोधन करने हेतु निम्नलिखित नियम बनाती है, अर्थात्:-

- (1) ये नियम कंपनी (निदेशकों की नियुक्ति और अर्हता) तीसरा संशोधन नियम, 2020 हैं।
(2) ये राजपत्र में इनके प्रकाशन की तारीख से प्रवृत्त होंगे।
- कंपनी (निदेशकों की नियुक्ति और अर्हता) नियम, 2014 के नियम 6 में, उप-नियम (1) में, खंड (क) में, “सात माह” शब्दों के स्थान पर “दस माह” शब्द रखे जाएंगे।

[फा. सं. 8/4/2018-सीएल-I, पार्ट-1]

के. वी. आर. मूर्ति, संयुक्त सचिव

टिप्पणी : मूल नियम भारत के राजपत्र, असाधारण, भाग-II, खंड-3, उपखंड (i) में तारीख 31 मार्च, 2014 की अधिसूचना संख्या सा.का.नि. 259(अ) द्वारा प्रकाशित किए गए थे और इसमें दिनांक 29 अप्रैल, 2020 की अधिसूचना संख्या सा.का.नि. 268 (अ) के माध्यम से अंतिम बार संशोधन किया गया था।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 23rd June, 2020

G.S.R. 396(E).—In exercise of the powers conferred by section 149 read with 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) Third Amendment Rules, 2020.
(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, in rule 6, in sub-rule (1), in clause (a), for the words “seven months” the words “ten months” shall be substituted.

[F. No. 8/4/2018-CL-I- Part I]

K. V. R. MURTY, Jt. Secy.

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* notification number G.S.R. 259(E), dated the 31st March, 2014 and were last amended *vide* notification number G.S.R. 268 (E), dated the 29th April, 2020.

[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, the 29th June, 2020

G.S.R.....(E).- In exercise of the powers conferred by sub-sections (1), (2) and Sub-section (4) of section 248 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Removal of Names of Companies from the Register of Companies) Rules, 2016, namely:-

1. (1) These rules may be called the Companies (Removal of Names of Companies from the Register of Companies) Amendment Rules, 2020.

(2) They shall come into force with effect from their publication in the Official Gazette.

2. In the Companies (Removal of Names of Companies from the Register of Companies) Rules, 2016 (hereafter referred to as the said rules) in rule 4, in sub-rule (3), in clause (i), the following proviso shall be inserted, namely:—

“Provided that in case of a —

(a) Government company in which the entire paid up share capital is held by the Central Government, or by any State Government or Governments or by the Central Government and one or more State Governments; or

(b) subsidiary of a Government company, referred to in clause (a), in which the entire paid up share capital is held by that Government company,

a duly notarised indemnity bond in Form STK-3A shall be given by an authorised representative, not below the rank of Under Secretary or its equivalent, in the administrative Ministry or Department of the Government of India or the State Government, as the case may be, on behalf of the company;”.

3. In the said rules, in Form STK 2, in the list of attachments, in serial number 4, at the end, the words "or by an authorised representative of administrative Ministry/Department in Form No. STK - 3A" shall be inserted.
4. In the said rules, after Form STK-3, the following Form shall be inserted, namely :-

**"Form No. STK - 3A
Indemnity Bond**

(To be drawn on Stamp Paper of appropriate value)

(To be given by the Authorised Representative of the administrative
Ministry/Department)

*[Pursuant to the proviso to clause (i) of sub-rule (3) of rule 4 of the Companies (Removal of
Names of Companies from the Register of Companies) Rules, 2016]*

To,

The Registrar of Companies,

I, the authorised representative* of the (name of the administrative Ministry/Department) for the (mention name of the Government company), incorporated on.....under the Companies Act, 2013 or Companies Act, 1956 having its registered office at....., do hereby declare that the Government of India/State (name of the State to be mentioned in case the administrative Ministry/Department belongs to a State) hereby undertakes to indemnify :-

- (i) the claimants for all lawful claims against the company arising in future after the striking off the name of the company;

(ii) any person for any losses that may arise pursuant to striking off the name of the company;

(iii) the claimants for all lawful claims and liabilities, which have not come to notice up to this stage, and if any claim arises or observed even after the name of the company has been struck off in terms of section 248 of the Companies Act, 2013.

Place:

Date:

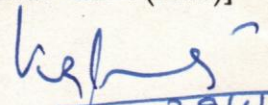
Signature:

Official Seal:

Name, Father's name, Address and Designation:

* Authorisation received from the administrative Ministry/Department to furnish this Indemnity Bond shall be attached with this Form".

[F.No.1/28/2013-CL-V(Part)]


29/6/2020
K.V.R. Murty,

Joint Secretary to the Government of India

Note : The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* number G.S.R. 1174(E), dated 26th December, 2016 and subsequently amended *vide* number G.S.R. 355(E), dated the 12th April, 2017 and number G.S.R. 350(E), dated the 8th May, 2019.

(भारत के राजपत्र, असाधारण के भाग-2, खंड-3, उप-खंड (i) में प्रकाशनार्थ)

भारत सरकार
कारपोरेट कार्य मंत्रालय

नई दिल्ली, तारीख: 29 जून, 2020

अधिसूचना

सा.का.नि. (अ).- केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 248 की उपधारा (1), उपधारा (2) और उपधारा (4) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए कंपनी (कंपनी के रजिस्टर से कंपनियों का नाम हटाना) नियम, 2016 का और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात् :-

1. (1) इन नियमों का संक्षिप्त नाम कंपनी (कंपनी के रजिस्टर से कंपनियों का नाम हटाना) संशोधन नियम, 2020 है।

(2) ये राजपत्र में उनके प्रकाशन की तारीख से प्रवृत्त होंगे।

2. कंपनी (कंपनी के रजिस्टर से कंपनियों का नाम हटाना) नियम, 2016 (इसे इसमें इसके पश्चात् उक्त नियम कहा गया है) के नियम 4 के, उप-नियम (3) के, खंड (i) में, निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात्:-

“परंतु किसी:-

(क) सरकारी कंपनी जिसमें समस्त प्रदत्त शेयर पूंजी केंद्रीय सरकार द्वारा, या किसी राज्य सरकार या सरकारों द्वारा या केंद्रीय सरकार और एक या अधिक राज्य सरकारों द्वारा धारित है; या

(ख) खंड (क) में निर्दिष्ट, किसी सरकारी कंपनी की सहायक, जिसमें समस्त प्रदत्त शेयरपूंजी उस सरकारी कंपनी द्वारा धारित है,

की स्थिति में, प्ररूप एसटीके-3क में सम्यक् रूप से नोटरीकृत क्षतिपूर्ति बांड, कंपनी की ओर से, किसी प्राधिकृत प्रतिनिधि द्वारा, जो भारत सरकार या राज्य सरकार, जैसी भी दशा हो, के प्रशासनिक मंत्रालय/विभाग में अवर सचिव या समकक्ष के रैंक से नीचे न हो, दिया जाएगा।”;

3. उक्त नियमों के, प्ररूप एसटीके-2 के, संलग्नकों की सूची में, क्रम संख्या 4 के, अंत में, “या प्ररूप संख्या एसटीके-3क में प्रशासनिक मंत्रालय/विभाग के किसी प्राधिकृत प्रतिनिधि द्वारा” शब्द अंतःस्थापित किए जाएंगे।

4. उक्त नियमों में, प्ररूप एसटीके-3 के पश्चात्, निम्नलिखित प्ररूप अंतःस्थापित किया जाएगा, अर्थात्:-

**“प्ररूप सं. एसटीके - 3क
क्षतिपूर्ति बांड**

(समुचित मूल्य के स्टांप पेपर पर तैयार किया जाए)

(प्रशासनिक मंत्रालय/विभाग के प्राधिकृत प्रतिनिधि द्वारा दिया जाए)

[कंपनी (कंपनी के रजिस्टर से कंपनियों का नाम हटाना) नियम, 2016 के नियम 4 के
उप-नियम (3) के खंड (i) के परंतुक के अनुसरण में]

सेवा में,

कंपनी रजिस्ट्रार,

1. मैं, कंपनी अधिनियम, 2013 या कंपनी अधिनियम, 1956 के अधीन को निगमित (सरकारी कंपनी के नाम का उल्लेख करें) जिसका रजिस्ट्रीकृत कार्यालय में है, के लिए (प्रशासनिक मंत्रालय/विभाग का नाम) का प्राधिकृत प्रतिनिधि*, यह घोषणा करता हूं कि भारत सरकार/राज्य (किसी राज्य के प्रशासनिक मंत्रालय/विभाग के मामले में राज्य के नाम का उल्लेख किया जाए) यह क्षतिपूर्ति करने का वचन देती हूँ कि:

- (i) कंपनी का नाम हटाने के पश्चात भविष्य में कंपनी के विरुद्ध होने वाले सभी विधिपूर्ण दावों के दावेदारों को;
- (ii) किसी व्यक्ति को जिसे कंपनी का नाम हटाने से कोई हानि हुई हो;

(iii) उन दावेदारों को उनके सभी विधिपूर्ण दावों और देयताओं के लिए जो अब तक नोटिस में नहीं आए हैं और यदि कंपनी अधिनियम, 2013 की धारा 248 के निबंधनों के अनुसार कंपनी का नाम हटाए जाने के पश्चात् भी कोई दावा उत्पन्न होता है या देखने में आता है।

स्थान :

तारीख :

हस्तारक्षर:

कार्यालय मोहर:

(नाम, पिता का नाम, पता तथा पदनाम)

इस क्षतिपूर्ति बांड को प्रस्तुत करने वाले प्रशासनिक मंत्रालय/विभाग से प्राप्त प्राधिकार-पत्र इस प्ररूप के साथ संलग्न किया जाएगा।

[फा.स.1/28/2013-सीएल.V(पार्ट)]

के.वी.आर. मूर्ति
29/6/2020
(के.वी.आर. मूर्ति)

संयुक्त सचिव, भारत सरकार

टिप्पण: मूल नियम भारत के राजपत्र, असाधारण, भाग 2, खंड 3, उपखंड (i) में सं. सा.का.नि.1174(अ), तारीख 26 दिसंबर, 2016 द्वारा प्रकाशित किए गए थे और तत्पश्चात् संख्याक सा.का.नि.355(अ), तारीख 12 अप्रैल, 2017 तथा संख्यांक सा.का.नि.350(अ), तारीख 8 मई, 2019 द्वारा संशोधित किए गए।



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-24072020-220679
CG-DL-E-24072020-220679

असाधारण
EXTRAORDINARY
भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)
प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 359]
No. 359]

नई दिल्ली, शुक्रवार, जुलाई 24, 2020/ श्रावण 2, 1942
NEW DELHI, FRIDAY, JULY 24, 2020/ SRAVANA 2, 1942

कारपोरेट कार्य मंत्रालय अधिसूचना

नई दिल्ली, 24 जुलाई, 2020

सा.का.नि. 463 (अ).—केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 के साथ पठित धारा 133 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए कंपनी (भारतीय लेखा मानक) नियम, 2015 में और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:-

1. संक्षिप्त नाम और प्रारम्भ- इन नियमों का नाम कंपनी (भारतीय लेखा मानक) संशोधन नियम, 2020 है। (2) ये राजपत्र में इनके प्रकाशन की तारीख से प्रवृत्त होंगे।
2. कंपनी (भारतीय लेखा मानक) नियम, 2015 में “अनुलग्नक” में, शीर्षक “ख. भारतीय लेखा मानक इंड एस” के अधीन,-

(क) “भारतीय लेखा मानक इंड एस 103” में,-

- (i) पैरा 3 के स्थान पर निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“3 एक अस्तित्व इस भारतीय लेखा मानक इंड एस में, दी गयी परिभाषा के आधार पर यह निर्धारित करेगा कि क्या एक संव्यवहार या अन्य घटना एक व्यावसायिक संयोजन है या नहीं, यह भारतीय लेखा मानक यह अपेक्षा करता है कि अधिग्रहीत की गयी आस्तियों और ग्रहण किए गए दायित्वों से एक व्यवसाय का गठन होता है। यदि अधिग्रहीत की गयी आस्तियां एक व्यवसाय नहीं है तो रिपोर्टिंग करने वाला अस्तित्व विशेष संव्यवहार या अन्य घटना का लेखा एक आस्ति ग्रहण के रूप में करेगा। पैरा ख5-ख12घ एक व्यावसायिक संयोजन की पहचान और एक व्यवसाय की परिभाषा हेतु दिशा- निर्देश प्रदान करते हैं।”

(ii) पैरा 64ण के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“64त व्यवसाय की परिभाषा (भारतीय लेखा मानक 103 में संशोधन), के अंतर्गत पैरा ख7क-ख7ग, ख8क एवं ख12क-ख12घ जोड़े गए हैं, परिशिष्ट क में शब्द ‘व्यवसाय’ की परिभाषा को संशोधित किया गया है, पैरा 3, ख7-ख9, ख11 व ख12 संशोधित किए गए हैं और पैरा ख10 को हटा दिया गया है। एक अस्तित्व इन संशोधनों को ऐसे व्यावसायिक संयोजनों पर लागू करेगा जिनकी अधिग्रहण तारीख 1 अप्रैल 2020 को या इसके बाद की तारीख से प्रारंभ होने वाली प्रथम वार्षिक रिपोर्टिंग अवधि के प्रारंभ की तारीख या बाद की तारीख हो। ये संशोधन उन आस्ति अधिग्रहणों पर भी लागू होंगे जो उक्त अवधि के प्रारंभ या बाद की तारीख को हुए हैं।”

(iii) परिशिष्ट क में, व्यवसाय की परिभाषा को निम्नलिखित से प्रतिस्थापित किया जाएगा, अर्थात्:-

“व्यवसाय गतिविधियों और आस्तियों का एक ऐसा समेकित समुच्चय जो ग्राहकों को वस्तुएं या सेवाएं प्रदान करने, निवेश आय (जैसे कि लाभांश या ब्याज) का सृजन करने या सामान्य गतिविधियों से अन्य आय के सृजन के लिए संचालित की जाती है और उनका प्रबंध किया जाता है।”

(iv) परिशिष्ट ख में,

(I) पैरा ख7 के स्थान पर निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“ख7 एक व्यवसाय उन निवेशों और प्रक्रियाओं के संयोग से बना होता है जिनका प्रयोग उत्पाद की उत्पत्ति के लिए किया जाता है। एक व्यवसाय के तीन तत्वों की परिभाषा इस प्रकार है (व्यवसाय के तत्वों पर मार्गदर्शन के लिए पैरा ख8-ख12घ का अवलोकन करें):

(क) निवेश : कोई भी आर्थिक संसाधन जो एक या अधिक प्रक्रियाओं के प्रयोग द्वारा उत्पादों की रचना करता है या फिर उत्पादों की रचना में अंशदान करने की क्षमता रखता है। उदाहरणतया गैर चालू आस्तियों (अमूर्त आस्तियां या गैर चालू आस्तियों के प्रयोग के अधिकारों सहित) बौद्धिक सम्पत्ति आवश्यक सामग्रियों या अधिकारों व कर्मचारियों तक पहुंच की योग्यता।

(ख) प्रक्रिया : कोई प्रणाली, मानक, नयाचार, परिपाटी या नियम, जिसे जब एक निवेश या निवेशों पर लागू किया जाता है तो वह उत्पादों की रचना करता है या उत्पादों की रचना करने के लिए योगदान देने की योग्यता रखता है। रणनीतिक प्रबंध प्रक्रियाएं, परिचालन प्रक्रियाएं और संसाधन प्रबंध प्रक्रियाएं, उदाहरण में अंतःस्थापित हैं। ये विशिष्ट प्रक्रियाएं सामान्यतया प्रलेखित होती हैं लेकिन एक संगठित, कौशल संपन्न, नियमों व परिपाटियों का अनुसरण करने वाले संगठित कार्य दल की बौद्धिक क्षमता भी ऐसी आवश्यक प्रक्रियाएं प्रदान कर सकता है जो निवेशों पर प्रयोग की जा सकती हैं ताकि उत्पादों की रचना हो सके। (लेखा, बिलिंग, वेतन वेतन पत्रक और अन्य प्रशासकीय कार्यदल, उत्पादों की रचना के हेतु प्रक्रियाएं नहीं हैं।

(ग) उत्पाद : ग्राहकों को वस्तुएं या सेवाएं प्रदान करने, निवेश पर आय (जैसे कि लाभांश या ब्याज) को उत्पन्न करने वाली या फिर, सामान्य गतिविधियों से अन्य आय को उत्पन्न करने वाली निवेशों व प्रक्रियाओं पर लागू की गयी प्रक्रियाएं का परिणाम।”

(II) पैरा ख7 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“उचित मूल्य की सघनता का पता लगाने का वैकल्पिक परीक्षण

“ख7क पैरा ख7ख में एक वैकल्पिक परीक्षण (सघनता परीक्षण) निर्धारित किया गया है जो एक सरलीकृत मूल्यांकन की अनुमति देता है कि गतिविधियों व आस्तियों का अधिग्रहीत समुच्चय एक व्यवसाय नहीं है। एक अस्तित्व के लिए इस परीक्षण के प्रयोग करने या न करने का विकल्प उपलब्ध है। अस्तित्व इस चयन

का प्रयोग अलग-अलग रूप से प्रत्येक संव्यवहार या अन्य घटना के लिए कर सकता है। इस सघनता परीक्षण के निम्नलिखित परिणाम होते हैं:

- (क) यदि सघनता परीक्षण संपन्न होता है और गतिविधियों व आस्तियों का समुच्चय यह निर्धारित करता है कि वह व्यवसाय नहीं है तो आगे के किसी मूल्यांकन की आवश्यकता नहीं है।
- (ख) यदि सघनता परीक्षण संपन्न नहीं होता है या अस्तित्व यह चयन करता है कि परीक्षण का प्रयोग न किया जाए, तो अस्तित्व पैरा ख8-ख12घ में निर्धारित मूल्यांकन का निर्वाह करेगा।

ख7ख एक सघन परीक्षण तभी संपन्न होता है जब अधिग्रहीत सकल आस्तियों का अधिकांश उचित मूल्य एक इकहरे पहचान योग्य आस्ति या एक प्रकार की पहचान योग्य आस्तियों का समूह सघनित हो। सघनता परीक्षण के लिए:-

- (क) अधिग्रहीत सकल आस्तियों में आस्थगित कर दायित्वों के प्रभावों के परिणामस्वरूप नकदी व नकदी-तुल्य आस्थगित कर आस्तियां व गुडविल को अंतःस्थापित नहीं किया जाएगा।
- (ख) अधिग्रहीत सकल आस्तियों के उचित मूल्य में अधिग्रहीत शुद्ध पहचान योग्य के उचित मूल्य के ऊपर अन्तरित प्रतिफल (किसी अनियंत्रित ब्याज और पूर्व धारित ब्याज सहित) अंतःस्थापित होंगे। अधिग्रहीत सफल आस्तियों के उचित मूल्य का निर्धारण सामान्यतया अन्तरित प्रतिफल के उचित मूल्य को जोड़कर आयी राशि में (जिसमें अनियंत्रक ब्याज का उचित मूल्य ग्रहीत दायित्वों (जिनमें आस्थगित कर दायित्व अंतःस्थापित नहीं होंगे) और उप पैरा (क) में पहचानमुद्रा भी शामिल नहीं होगी। लेकिन अधिग्रहीत सकल आस्तियों का उचित मूल्य उस जोड़ से अधिक है तो अधिक व उचित गणना की आवश्यकता होगी।
- (ग) एक इकहरी पहचान योग्य आस्ति में एक आस्ति या आस्तियों का समूह, जिसे एक व्यावसायिक संयोजन में एक इकहरी पहचान योग्य आस्ति के रूप में मान्यता दी जाती है और माप किया जाता है, अंतःस्थापित होगा।
- (घ) ऐसी आस्तियां भी इकहरी पहचान योग्य आस्ति की श्रेणी में आएंगी जब एक मूर्त आस्ति दूसरे के साथ इस तरह से सम्बंधित है कि उन्हें (भारतीय लेखा मानक 116, पट्टे, में यथा परिभाषित एक पट्टे के अधीन) और कोई विशेष व्यय खर्च किए बिना या उस आस्ति (उदाहरण स्वरूप भूमि व भवन) उपयोग या उचित मूल्य में कोई अधिक क्षरण हुए बिना अलग न किया जा सके।
- (ङ) यह निर्धारित करने के लिए कि आस्तियां एक जैसी हैं, एक अस्तित्व को प्रत्येक इकहरी पहचान योग्य आस्ति की प्रकृति पर विचार करना चाहिए। साथ ही वह यह भी विचार करे कि उसके प्रबंधक एवं उत्पादों के निर्माण से जुड़े कौन से जोखिम हैं (अर्थात् जोखिम अभिलक्षण)
- (च) निम्नलिखित प्रकार की आस्तियां एक-जैसी आस्तियों की श्रेणी में नहीं आएंगी।

- (i) एक मूर्त व एक अमूर्त आस्ति;
- (ii) ऐसी मूर्त आस्तियां जो विभिन्न श्रेणियों की हों (जैसे कि सूची सामान विनिर्माणी उपस्कर व मोटरगाड़ी) जब तक उन्हें उपर्युक्त उप-पैरा (घ) के मानदण्ड अनुसार इकहरी पहचान योग्य आस्ति माना गया हो;
- (iii) विभिन्न श्रेणियों की पहचान योग्य अमूर्त आस्तियां (जैसे कि ब्रांडनाम, लाइसेंस व विकास के अधीन अमूर्त आस्तियां) ;
- (iv) एक वित्तीय आस्ति व एक गैर-वित्तीय आस्ति;
- (v) अलग-अलग श्रेणियों की वित्तीय आस्तियां (जैसे कि लेखे प्राप्य राशियां एवं साधारण लिखतों में निवेश)
- (vi) ऐसी पहचान योग्य आस्तियां जो आस्ति की समान श्रेणी के अन्तर्गत हैं लेकिन उन आस्तियों में जोखिम अभिलक्षण अलग-अलग है।

ख7ग पैरा ख7ख की अपेक्षाएं भारतीय लेखा मानक इंड ए एस 38, *अमूर्त आस्तियां*, में एक जैसी आस्तियों में दिए गए मार्गदर्शन का संशोधन नहीं करती है तथा भारतीय लेखा मानक इंड ए एस 16, *सम्पत्ति, संयंत्र एवं उपस्कर*, भारतीय लेखा मानक 38 एवं भारतीय लेखा मानक 107, *वित्तीय लिखत:प्रकटन*, में दिये गए शब्द 'श्रेणी' पर मार्गदर्शन का संशोधन नहीं करती है।"

(III) पैरा ख8 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

"व्यवसाय के तत्व

ख8 यद्यपि कारोबारों में आमतौर पर उत्पाद होते हैं लेकिन एक व्यवसाय की योग्यता के लिए गतिविधियों व आस्तियों के समन्वित समुच्चय के लिए उत्पादों की आवश्यकता नहीं है। एक व्यवसाय की परिभाषा में निश्चित प्रयोजन के लिए संचालन व प्रबंध में सक्षम होने के लिए, गतिविधियों एवं आस्तियों का एकीकृत समुच्चय के लिए दो अनिवार्य तत्वों की आवश्यकता होती है- निवेशों एवं प्रक्रियाओं के प्रयोग के लिए प्रक्रियाएं। एक व्यवसाय में उन सभी निवेशों या उन प्रक्रियाओं को अंतःस्थापित करने की आवश्यकता नहीं होती जिन्हें एक विक्रेता व्यवसाय के परिचालन में प्रयोग में लाता है। फिर भी एक व्यवसाय के लिए गतिविधियों एवं आस्तियों का एक एकीकृत समुच्चय में कम से कम एक निवेश और एक ठोस प्रक्रिया अंतःस्थापित होनी चाहिए जो दोनों मिलकर उत्पाद की रचना की क्षमता सृजित करती हैं। पैरा ख12-ख12घ इस बात का निर्धारण करता है कि प्रक्रिया ठोस किस प्रकार होती है।"

(IV) पैरा ख8 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

"ख8क यदि गतिविधियों व आस्तियों का अधिग्रहीत समुच्चय में उत्पाद है, राजस्व की निरंतरता अपने आप में इस बात का संकेत नहीं देती कि निवेश व ठोस प्रक्रिया दोनों अधिग्रहीत है।"

(V) पैरा ख9 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

"ख9 एक व्यवसाय के तत्वों की प्रकृति उद्योग अनुसार और एक अस्तित्व की परिचालन संरचना के अनुसार बदलती रहती है जिसमें अस्तित्व के विकास का चरण भी अंतःस्थापित है। स्थापित व्यवसायों में प्रायः विभिन्न प्रकार की निवेशों, प्रक्रियाएं और उत्पाद हो सकते हैं जबकि नये व्यवसायों के पास कुछ ही निवेशों और प्रक्रियाएं होती हैं और कभी-कभी उनके पास केवल एक ही निवेश होती है। लगभग सभी व्यवसायों के पास दायित्व होते हैं परन्तु एक व्यवसाय के लिए दायित्व होने आवश्यक नहीं हैं। इसके अलावा एक गतिविधियों व आस्तियों के अधिग्रहीत समुच्चय, जो कि व्यवसाय नहीं है, उसके कुछ दायित्व हो सकते हैं।"

(VI) पैरा ख10 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

"ख10 [परिशिष्ट 1 देखें] ",

(VII) पैरा ख11 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

"ख11 यह निर्धारित करने के लिए कि क्या गतिविधियों व आस्तियों का एक विशिष्ट समुच्चय एक व्यवसाय है इस पर आधारित होगा कि क्या एकीकृत समुच्चय एक बाजार प्रतिभागी द्वारा एक व्यवसाय के रूप में परिचालित और प्रबंध किए जाने के लिए सक्षम है। इस प्रकार, यह मूल्यांकन करने में कि क्या एक विशिष्ट समुच्चय एक व्यवसाय है, यह प्रासंगिक नहीं कि क्या एक विक्रेता ने समुच्चय को एक व्यवसाय के रूप में परिचालित किया है या क्या एक अधिग्रहणकर्ता उस समुच्चय को एक व्यवसाय के रूप में परिचालित करने का इरादा रखता है।"

(VIII) पैरा ख12 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

"यह निर्धारित करना कि क्या अधिग्रहीत प्रक्रिया ठोस है

ख12 पैरा ख12क-ख12घ यह स्पष्ट करते हैं कि इस बात का निर्धारण कैसे किया जाए कि अधिग्रहीत प्रक्रिया ठोस है जब गतिविधियों व आस्तियों का अधिग्रहीत समुच्चय के पास में उत्पाद नहीं है (पैरा ख12ख) और यदि इसके पास उत्पाद है (पैरा ख12ग)।”

(IX) पैरा ख12 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“ख12क गतिविधियों और आस्तियों का अधिग्रहीत समुच्चय जिसका अधिग्रहण की तारीख को कोई उत्पाद नहीं है, उदाहरण है एक प्रारंभिक चरण अस्तित्व का जिससे राजस्व उत्पन्न होना शुरू नहीं हुआ है। इसके अलावा, यदि अधिग्रहण की तारीख को गतिविधियों और आस्तियों का अधिग्रहीत समुच्चय से राजस्व उत्पन्न हो रहा था, तो इसे उस तारीख को उत्पाद देने वाला माना जाएगा, भले ही बाद में यह बाह्य ग्राहकों से राजस्व उत्पन्न होना बंद हो जाये, उदाहरण के लिए क्योंकि इसे अधिग्रहणकर्ता द्वारा समेकित कर लिया जाएगा।

ख12ख यदि गतिविधियों और आस्तियों का समुच्चय अधिग्रहण तारीख को उत्पाद नहीं रखता, अधिग्रहीत प्रक्रिया (या प्रक्रियाओं का समूह) ठोस कहलाएगा, लेकिन केवल तब यदि:-

- (क) यह अधिग्रहीत निवेश या निवेशों को उत्पादों में विकसित करने या बदलने की क्षमता के लिए अहम विशेष हो;
- (ख) अधिग्रहीत निवेशों में संगठित कार्यदल, जिसके पास उस प्रक्रिया (या उन प्रक्रियाओं के समूह) करने का आवश्यक कौशल, ज्ञान या अनुभव है व अन्य निवेशों जिन्हें संगठित कार्यदल उत्पादों में विकसित कर सकते हैं या बदल सकते हैं, दोनों अंतःस्थापित है। इन अन्य निवेशों में निम्नलिखित अंतःस्थापित है:-
 - (i) बौद्धिक सम्पत्ति जिसे एक वस्तु या सेवा के विकास के लिए उपयोग में लाया जा सकता है;
 - (ii) अन्य आर्थिक संसाधन जिन्हें उत्पादों के सृजन के लिए विकसित किया जा सकता है, अथवा
 - (iii) ऐसे अधिकार जिनसे आवश्यक सामग्री तक पहुंच प्राप्त करने या ऐसे अधिकार जो भावी उत्पादों के सृजन को सक्षम बनाते हैं।

उप-पैरा (ख)(i)-(iii) में उल्लिखित उदाहरणों में प्रौद्योगिकी, प्रक्रियाधीन अनुसंधान एवं परियोजनाओं, स्थावर संपदा व खनिज हित अंतःस्थापित हैं।

ख12ग यदि गतिविधियों और आस्तियों का समुच्चय अधिग्रहण तारीख पर उत्पाद है तो अधिग्रहीत प्रक्रिया (या प्रक्रियाओं का समूह) ठोस कहलाएगा यदि जब उसे अधिग्रहीत निवेश या निवेशों में लागू किया जाता है:

- (क) यह उत्पादनों के सृजन को जारी रखने के लिए अहम है। साथ ही, अधिग्रहीत निवेशों में वह संगठित कार्यदल भी अंतःस्थापित है जिसके पास उस प्रक्रिया (उन प्रक्रियाओं के समूह) के कार्य-निष्पादन के लिए आवश्यक कौशल ज्ञान या अनुभव है, अथवा
- (ख) उत्पादों के सृजन को जारी रखने के लिए महत्वपूर्ण योगदान है, और वह
 - (i) खास या अल्प है, या
 - (ii) उत्पादों के सृजन को जारी रखने की क्षमता में एक बड़ी लागत, प्रयास या विलम्ब के बिना प्रतिस्थापित नहीं की जा सकती।

ख12घ निम्नलिखित अतिरिक्त चर्चा दोनों पैरा ख12ख व ख12ग का समर्थन करती है:

- (क) एक अधिग्रहीत संविदा एक निवेश है, न कि कोई ठोस प्रक्रिया। इसके बावजूद, एक अधिग्रहीत संविदा उदाहरणस्वरूप सम्पत्ति का आउटसोर्स प्रबंधन अथवा आस्ति का आउटसोर्स प्रबंधन एक संगठित कार्यदल तक पहुंच बना सकती है। एक अस्तित्व इस बात का

निर्धारण करेगा कि संगठित कार्यदल इस प्रकार की संविदा द्वारा अस्तित्व के नियंत्रण में और अधिग्रहीत की ठोस प्रक्रिया का कार्य निष्पादन ठीक से करता है या नहीं। इस निर्धारण में जो कारक विचार में लिये जाते हैं उनमें अवधि व नवीकरण की शर्तों अंतःस्थापित हैं।

(ख) एक अधिग्रहीत संगठित कार्यदल को बदलने में आने वाली कठिनाइयां इस बात के प्रति संकेत करती हैं कि अधिग्रहीत संगठित कार्यदल एक प्रक्रिया पर कार्य करता है जो उत्पादों के सृजन की क्षमता के लिए अहम है।

(ग) एक प्रक्रिया (या प्रक्रियाओं का समूह) तब तक अहम नहीं है जब, उदाहरणस्वरूप, वह उत्पादों के सृजन के लिए अपेक्षित सभी प्रक्रियाओं के संदर्भ में अनुषंगीय या लघु है।”

(v) परिशिष्ट 1 में, पैरा 6 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“6 निम्नलिखित पैरा संख्याओं को आई एफ आर एस 3 में 'हटाए गए' के रूप में दिखाया गया हैं। आई एफ आर एस 3 के पैरा संख्याओं के साथ अनुरूपता बनाए रखने के लिए, पैरा संख्याओं को इंड ए एस 103 में बनाए रखा गया है:

(क) पैरा ख10

(ख) पैरा ख28-ख30

(ग) पैरा ख32(क) ”

(ख) “भारतीय लेखा मानक इंड ए एस 107” में,-

(i) पैरा 24छ के बाद, निम्नलिखित सम्मिलित किया जाएगा, अर्थात्:-

ब्याज-दर बैंचमार्क सुधार से उत्पन्न अनिश्चितता

24ज भारतीय लेखा मानक इंड ए एस 109 के पैरा 6.8.4-6.8.12 में निर्धारित अपवादों को लागू करते हुए एक अस्तित्व हैजिंग संबंधों में निम्नलिखित का प्रकटन करेगा :-

(क) महत्वपूर्ण ब्याज-दर बैंचमार्क जो अस्तित्व के हैजिंग संबंधों से अनाश्रित है;

(ख) अस्तित्व द्वारा प्रबंधित ब्याज-दर बैंचमार्क सुधार से प्रत्यक्षतया प्रभावित जोखिम 'अभिदर्शन' की सीमा;

(ग) वैकल्पिक बैंचमार्क दरों की परिवर्तन-प्रक्रिया का प्रबंधन अस्तित्व किस प्रकार करता है;

(घ) इन पैरा को लागू करते हुए अस्तित्व द्वारा की गई महत्वपूर्ण अवधारणाओं या निर्णयों का वर्णन (जैसे कि, जब ब्याज-दर बैंचमार्क सुधार से उत्पन्न अनिश्चितता ब्याज-दर बैंचमार्क आधारित नकदी प्रवाहों के समय व राशि विद्यमान नहीं रहती तो उस बारे में अस्तित्व अवधारणाएं रखता है, या निर्णय लेता है); एवं

(ङ) उन हैजिंग संबंधों में हैजिंग लिखतों की नाममात्र राशि।”

(ii) पैरा 44गग के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“44घघ [परिशिष्ट 1 देखें];

44घघ: *ब्याज-दर बैंचमार्क सुधार* (भारतीय लेखा मानक इंड ए एस 109 व भारतीय लेखा मानक इंड ए एस 107 में संशोधन) के अन्तर्गत पैरा 24ज व 44घघ जोड़े गए हैं। अस्तित्व जब भारतीय लेखा मानक इंड ए एस 109 के संशोधनों को लागू करता है तो वह इन संशोधनों को भी लागू करेगा।

44घघ उस रिपोर्टिंग अवधि जिसमें अस्तित्व व्याज-दर बैंचमार्क सुधार को प्रथम बार लागू करता है, तो वह (अस्तित्व) भारतीय लेखा मानक इंड ए एस 8, *लेखा नीतियां, लेखा प्राकृतियों में परिवर्तन एवं त्रुटियों* के पैरा 28(च) द्वारा अपेक्षित मात्रात्मक सूचना नहीं देगा।”

(iii) परिशिष्ट 1 में, पैरा 5 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“5 आई एफ आर एस 7 के पैरा 42झ-42ध भारतीय लेखा मानक 107 में अंतःस्थापित नहीं किये गए हैं क्योंकि वे ‘आई एफ आर एस’ 9 के प्रारंभिक प्रयोग से सम्बंधित हैं और भारतीय सन्दर्भ में प्रासंगिक नहीं हैं। इसी तरह प्रभावी तारीख और संक्रमणकाल से सम्बंधित आई एफ आर एस 7 में दिए गए पैरा 43-44खख भारतीय लेखा मानक 107 में नहीं दिए गए हैं क्योंकि वह भारतीय सन्दर्भ में प्रासंगिक नहीं हैं। फिर भी, ‘आई एफ आर एस’ 7 के पैरा संख्याओं के साथ क्रमबद्धता बनाए रखने के लिए, इन पैरा संख्याओं को भारतीय लेखा मानक 107 में रहने दिया गया है। पैरा 44घघ आईएफआरएस 17 बीमा संविदा से संबंधित है, जिसके लिए तदुत्तरूप भारतीय लेखा मानक को तैयार किया जा रहा है।”

(ग) “भारतीय लेखा मानक इंड ए एस 109” में,-

(i) पैरा 6.7.4 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“6.8 विशेष हैज लेखा अपेक्षाओं के प्रयोग में अस्थायी अपवाद

6.8.1 एक अस्तित्व, व्याज-दर बैंचमार्क सुधार से प्रत्यक्षतया प्रभावित सभी हैजिंग संबंधों पर पैरा 6.8.4-6.8.12 एवं 7.1.8 तथा 7.2.26(घ) को लागू करेगा। इन पैरा को केवल इस प्रकार के हैजिंग संबंधों पर ही लागू किया जाता है। एक हैजिंग संबंध पर व्याज-दर बैंचमार्क सुधार का प्रत्यक्ष प्रभाव तभी पड़ता है जब सुधार से निम्नलिखित के बारे में अनिश्चिता उत्पन्न होती है:

(क) व्याज-दर बैंचमार्क (संविदात्मक या गैर- संविदात्मक विशिष्ट) जब हैज्ड जोखिम के रूप में नामोद्दिष्ट हो: एवं/अथवा

(ख) हैज्ड मद या हैजिंग लिखत की बैंचमार्क आधारित नकदी प्रवाह का समय व राशि)।

6.8.2 पैरा 6.8.4-6.8.12 को लागू करने के प्रयोजन के लिए, शब्दावली (टर्म) व्याज-दर बैंचमार्क सुधार’ का संबंध बाजार विस्तृत व्याज-दर सुधारों से जिसमें एक व्याज-दर बैंचमार्क सुधार को किसी वैकल्पिक सुधार से बदला जाना भी शामिल है, जैसे कि वित्तीय स्थिरता बोर्ड की जुलाई, 2014 की रिपोर्ट – ‘प्रमुख व्याज-दरों बैंचमार्कों में सुधार’¹, में दी गई सिफारिशों के फलस्वरूप है।

6.8.3 पैरा 6.8.4-6.8.12 केवल इन पैरा में निर्धारित अपेक्षाओं के अपवाद हैं। एक अस्तित्व अन्य सभी हैज लेखा अपेक्षाओं को व्याज-दर बैंचमार्क सुधार से सीधे प्रभावित हैजिंग संबंधों पर लागू करना जारी रखेगा।

नकदी प्रवाह हैज के लिए अति संभावित अपेक्षा

6.8.4 यह निश्चित करने के प्रयोजन के लिए कि एक पूर्व अनुमानित संव्यवहार (या उसका कोई घटक) पैरा 6.3.3 की अपेक्षानुसार अति संभावित है, एक अस्तित्व यह मान लेगा कि हैज्ड नकदी प्रवाह (संविदात्मक या गैर-संविदात्मक विशिष्ट) आधारित व्याज-दर, व्याज-दर बैंचमार्क सुधार के परिणामस्वरूप परिवर्तित नहीं की गई है।

¹ रिपोर्ट ‘प्रमुख व्याज-दर बैंचमार्क सुधार’ http://www.fsb.org/wpcontent/uploads/r_140722.pdf पर उपलब्ध है।

नकदी प्रवाह हैज रिजर्व में एकत्रित राशि का पुनर्वर्गीकरण

- 6.8.5 पैरा 6.5.12 की अपेक्षा को लागू करने के प्रयोजन के लिए कि यह निश्चित करना कि हैज्ड भावी नकदी प्रवाह के होने की आशा है, एक अस्तित्व यह मान लेगा कि हैज्ड नकदी प्रवाह (संविदात्मक या गैर-संविदात्मक विशिष्ट) आधारित ब्याज-दर, ब्याज-दर बैंचमार्क सुधार के परिणामस्वरूप परिवर्तित नहीं की गई है।

हैज्ड मद एवं हैजिंग लिखत के मध्य आर्थिक संबंध का आकलन

- 6.8.6 पैरा 6.4.1(ग)(i) एवं ख 6.4.4-ख6.4.6 की अपेक्षाओं के प्रयोजन के लिए, एक अस्तित्व यह मान लेगा कि हैज्ड नकदी-प्रवाह एवं/अथवा हैज्ड जोखिम (संविदात्मक या गैर-संविदात्मक विशिष्ट) पर आधारित ब्याज-दर बैंचमार्क या हैजिंग लिखत के नकदी प्रवाहों पर आधारित ब्याज-दर बैंचमार्क, ब्याज-दर बैंचमार्क सुधार के परिणामस्वरूप परिवर्तित नहीं की गई है।

एक मद के घटक को हैज्ड मद के रूप में नामोद्दिष्ट करना

- 6.8.7 जब तक पैरा 6.8.8 लागू नहीं होता, एक अस्तित्व ब्याज-दर जोखिम के गैर-संविदात्मक विशिष्ट बैंचमार्क घटक को हैज के लिए, यह कि जोखिम घटक हैजिंग के संबंध केवल प्रारंभ में अलग से पहचान योग्य होगा, इसके लिए पैरा 6.3.7(क) एवं ख6.3.8 को लागू करेगा।
- 6.8.8 जब अस्तित्व हैज प्रलेखन के अनुरूप बार-बार हैजिंग संबंध को पुनःस्थापित (यानि बंद है और फिर शुरू) करता है क्योंकि हैजिंग लिखत व हैज्ड मद दोनों बार-बार परिवर्तित होते हैं (यानि अस्तित्व ऐसी गतिमान प्रक्रिया का प्रयोग करता है जिसमें हैज्ड मदों व हैजिंग लिखतों ऐसे एक्सपोजर, के प्रबंधन के लिए प्रयोग होते हैं, जो लंबे समय तक एक समान नहीं रहते), अस्तित्व पैरा 6.3.7(क) एवं ख 6.3.8 की अपेक्षाओं को लागू करेगा क्योंकि केवल प्रारंभ में जब वह हैजिंग के संबंध में हैज्ड मद में नामोद्दिष्ट करता है और जोखिम घटक अलग-से पहचान योग्य होता है। हैजिंग संबंध में एक हैजिंग मद जब प्रारंभिक नामोद्देशन के समय जब आकलित की जाती है, तब वह चाहे प्रारंभिक आकलन हो या परवर्ती आकलन हो, उसी हैजिंग संबंध में परवर्ती पुनर्नामोद्देशन में पुनः आकलित नहीं की जाती है।

प्रयोग का समापन

- 6.8.9 एक अस्तित्व निम्नलिखित दोनों बातों में से जो भी बात पहले हो उस पर एक हैज्ड मद पर पैरा 6.8.4 को भावी प्रभाव से लागू करना बंद कर देगा-
- (क) जब ब्याज-दर बैंचमार्क सुधार से उत्पन्न अनिश्चितता हैज्ड मद को ब्याज-दर बैंचमार्क आधारित नकदी प्रवाहों का समय या राशि विद्यमान न हो; और
- (ख) जब हैजिंग सम्बन्ध जिसका हैजिंग मद भाग हैं, समाप्त हो जाये।
- 6.8.10 एक अस्तित्व निम्नलिखित दोनों बातों में से जो भी बात पहले हो उस पर पैरा 6.8.5 को भावी प्रभाव से लागू करना बंद कर देगा:

- (क) जब ब्याज-दर बैंचमार्क सुधार से उत्पन्न अनिश्चितता हैज्ड मद की न्यूनतम ब्याज-दर बैंचमार्क आधारित नकदी प्रवाहों का समय व राशि विद्यमान न हो; और
- (ख) जब बंद हैजिंग संबंध की नकदी प्रवाह रिजर्व की संपूर्ण एकत्रित राशि लाभ या हानि में पुनर्वर्गीकृत कर ली गई हो।

- 6.8.11 एक अस्तित्व निम्नलिखित दोनों पर भावी प्रभाव से पैरा 6.8.6 को लागू करना बंद कर देगा :-

- (क) एक हैज्ड मद पर, जब ब्याज-दर बैंचमार्क सुधार से उत्पन्न अनिश्चितता, हैज्ड मद की ब्याज-दर आधारित नकदी प्रवाहों का समय व राशि विद्यमान न हो; और
- (ख) एक हैजिंग लिखत पर जब ब्याज-दर बैंचमार्क सुधार से उत्पन्न अनिश्चितता हैजिंग लिखत की ब्याज-दर बैंचमार्क आधारित नकदी प्रवाहों का समय व राशि विद्यमान न हो।

यदि हैजिंग के संबंध में जब हैज्ड मद व हैजिंग लिखत उसके भाग हों, पैरा 6.8.11(क) में निर्धारित तारीख या पैरा 6.8.11 (ख) में निर्धारित तारीख इन दोनों तारीखों में जो भी तारीख पहले आती है उस पर वह (हैजिंग संबंध) समाप्त हो जाता है, तो अस्तित्व आगे के लिए संबंध की समाप्ति की तारीख से पैरा 6.8.6 को लागू करना बंद कर देगा।

6.8.12 जब एक हैज्ड मद के रूप में एक समूह या हैजिंग लिखत के रूप में वित्तीय लिखतों का एक संयोजन बनाया जाता है तो एक अस्तित्व पैरा 6.8.9, 6.8.10 या 6.8.11, जो भी सुसंगत है, उसके अनुसरण में आगे के लिए व्यक्तिगत मद या वित्तीय लिखत पर पैरा 6.8.4-6.8.6 को भावी प्रभाव से लागू करना तब बंद कर देगा जब व्याज-दर बैचमार्क सुधार से उत्पन्न अनिश्चितता हैज्ड जोखिम और/अथवा उस मद या वित्तीय लिखत की व्याज-दर बैचमार्क आधारित नकदी प्रवाहों का समय व राशि विद्यमान न हो।”

(i) पैरा 7.1.7 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“7.1.8 व्याज दर बैचमार्क सुधार (भारतीय लेखा मानक इंड ए एस 109 व भारतीय लेखा मानक इंड ए एस 107) के अन्तर्गत खंड 6.8 जोड़ा गया है एवं पैरा 7.2.26 संशोधित किया गया है। कोई अस्तित्व इन संशोधन का प्रयोग 1 अप्रैल, 2020 से या इसके बाद की तारीख से प्रारंभ होने वाली वार्षिक अवधियों के लिए करेगा।”

(ii) पैरा 7.2.20 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“हैज लेखा के लिए संक्रमणकाल (अध्याय 6) ”

(iii) पैरा 7.2.26 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“7.2.26 एक अस्तित्व इस भारतीय लेखा मानक के हैज लेखा के अपेक्षाओं को भावी प्रभाव के अपवादस्वरूप :

(क)-(ग) [परिशिष्ट 1 देखें]

(घ) खंड 6.8 की अपेक्षाओं को भूतलक्षी प्रभाव से लागू करेगा। यह पूर्व प्रभावी प्रयोग केवल उन्हीं हैजिंग संबंधों पर लागू होगा जो उस रिपोर्टिंग अवधि के प्रारंभ में विद्यमान हैं जिसमें एक अस्तित्व इन अपेक्षाओं को सर्वप्रथम लागू करता है या उसके पश्चात् नामोद्दिष्ट की गई है तथा नकदी प्रवाह हैज रिजर्व में एकत्रित राशि पर लागू होगा जो उस रिपोर्टिंग अवधि के प्रारंभ में विद्यमान है जिसमें एक अस्तित्व इन अपेक्षाओं को सर्वप्रथम लागू करेगा।”

(v) परिशिष्ट 1 में, पैरा 4 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“4. संक्रमणकाल से संबंधित निम्नलिखित पैरा अंतःस्थापित नहीं किए गए हैं क्योंकि ये पैरा भारतीय संदर्भ में प्रासंगिक नहीं हैं। फिर भी, आईएफआरएस 9 की पैरा संख्याओं के साथ क्रमबद्धता बनाए रखने के लिए इन पैरा संख्याओं को भारतीय लेखा मानक इंड ए एस 109 में जारी रखा गया है :-

(i) पैरा 7.2.2

(ii) पैरा 7.2.6-7.2.7

(iii) पैरा 7.2.12-7.2.13

(iv) पैरा 7.2.14क-7.2.25

(v) पैरा 7.2.26(क)-(ग)

(vi) पैरा 7.2.27-7.2.28”

(घ) “भारतीय लेखा मानक इंड ए एस 116” में,-

(i) पैरा 46 के बाद निम्नलिखित को अंतःस्थापित किया जाएगा अर्थात्:-

“46क व्यावहारिक उपाय के रूप में एक पट्टेदार यह मूल्यांकन करने का चयन कर सकता है कि क्या पैरा 46ख की शर्तें पूरी करने वाली किराया रियायत पट्टे में संशोधन है। इस प्रकार चयन करने वाला पट्टेदार किराया रियायत से पट्टा भुगतान में होने वाले किसी परिवर्तन को उसी प्रकार दर्ज करेगा जैसे वह इस मानक को लागू करने वाले परिवर्तन को उस स्थिति में दर्ज करता, यदि परिवर्तन पट्टा संशोधन नहीं होता।

46ख पैरा 46क में दिया गया व्यावहारिक उपाय केवल कोविड-19 महामारी के सीधे प्रभाव से होने वाली किराया रियायत पर लागू होती है और केवल उस स्थिति में जब निम्नलिखित शर्तें पूरी की जाती हैं-

(क) पट्टा भुगतान में परिवर्तन से पट्टे के लिए संशोधित प्रतिफल प्राप्त होता है जो परिवर्तन से ठीक पहले के प्रतिफल के समान या उससे कम होता है।

(ख) पट्टा भुगतान में किसी प्रकार की कमी की जाने पर 30 जून, 2021 को या उससे पहले मूल रूप के देय भुगतान प्रभावित होते हैं। (उदाहरण के लिए कोई किराया रियायत उसी स्थिति में इस शर्त को पूरा करेगी जब इससे 30 जून, 2021 या इससे पूर्व पट्टा भुगतान में कमी आए और 30 जून, 2021 के बाद पट्टा भुगतान में वृद्धि हो); और

(ग) पट्टे की अन्य निबंधन और शर्तों में कोई सारभूत परिवर्तन न हो।”।

(ii) पैरा 60 के बाद निम्नलिखित अंतःस्थापित किया जाएगा अर्थात् :-

“60क यदि कोई पट्टेदार पैरा 46क में दिए गए व्यावहारिक उदाहरण को लागू करता है तो वह निम्नलिखित का प्रकटन करेगा अर्थात् :-

(क) कि उसने पैरा 46ख की शर्तें पूरी करने वाली सभी किराया रियायतों पर व्यावहारिक उदाहरण लागू किया है या, यदि ऐसे सभी किराया रियायतों पर लागू नहीं किया है तो उन संविदाओं की प्रकृति के बारे में जानकारी जिन पर उसने व्यावहारिक निर्णय लागू किया है (पैरा 2 देखें); और

(ख) जिन किराया रियायतों में पट्टेदार द्वारा पैरा 46क के व्यावहारिक उपाय लागू किया गया हो, उनसे उत्पन्न पट्टा भुगतान में परिवर्तन दर्शाने हेतु रिपोर्टिंग अवधि के लिए लाभ और हानि में मान्यता प्राप्त राशि।”।

(iii) परिशिष्ट ग1 में

(क) पैरा ग, के बाद, निम्नलिखित पैरा अंतःस्थापित किया जाएगा अर्थात्:-

“ग1क कोविड-19 से जुड़ी किराया रियायतें, जोड़े गए पैरा 46क, 46ख, 60क, ग20क और ग20ख जोड़े गए हैं कोई पट्टेदार उस संशोधन को 01 अप्रैल, 2020 को या उसके बाद शुरू होने वाली वार्षिक रिपोर्टिंग अवधि के लिए लागू करेगा। यदि किसी पट्टेदार ने इस संशोधन को जारी करने से पूर्व जारी करने के लिए वित्तीय विवरणों को अनुमोदित न किया हो, वैसी स्थिति में वह 01 अप्रैल, 2019 को या उसके शुरू होने वाली वार्षिक रिपोर्टिंग अवधि पर लागू की जा सकती है।”।

(ख) पैरा ग20 के बाद निम्नलिखित अंतःस्थापित किया जाएगा अर्थात्:-

“पट्टेदारों के लिए कोविड-19 से जुड़ी किराया रियायतें

ग20क कोई पट्टेदार कोविड-19 से जुड़ी रियायतें (पैरा ग1क देखें) उस संशोधन को जिस वार्षिक रिपोर्टिंग अवधि में पट्टेदार पहली बार संशोधन लागू किया हो उस अवधि के शुरू में प्रतिधारित आय के आदि शेष के समायोजन के तौर पर मूल रूप से लागू करने के संचयी प्रभाव को मान्यता प्रदान करते हुए भूतलक्षी प्रभाव से लागू करता है

ग20ख जिस रिपोर्टिंग अवधि में कोई पट्टेदार पहली बार कोविड-19 से जुड़ी किराया रियायतें लागू करता है, उस स्थिति में पट्टेदार के लिए पैरा भारतीय लेखा मानक 8 के पैरा 28(च) में अपेक्षित सूचनाएं प्रकट करना आवश्यक नहीं है।”।

(ड) “भारतीय लेखा मानक इंड ए एस 1” में,-

(i) पैरा 7 में, ‘सारवान’ की परिभाषा तथा सम्बंधित अनुच्छेद को निम्नलिखित से प्रतिस्थापित किया जाएगा, अर्थात्:-

“सारवान:

सूचना उस स्थिति में सारवान कहलाएगी जब उसके छूटने से, त्रुटिपूर्ण उल्लिखित होने से या फिर अस्पष्ट होने से, तर्कपूर्ण रूप से यह आशा की जा सकती है कि एक विशिष्ट रिपोर्टिंग अस्तित्व के बारे में वित्तीय सूचना देते समय इस प्रकार के वित्तीय विवरणों के आधार पर सामान्य प्रयोजन के वित्तीय विवरणों के मुख्य उपयोगकर्ता जब कोई निर्णय लेते हैं तो ऐसे निर्णय प्रभावित हो सकते हैं।

सारवान सूचना की प्रकृति या महत्ता या फिर दोनों पर निर्भर करती है। एक अस्तित्व यह आकलन करता है कि सूचना व्यक्तिशः (यानि स्वयं में) या किसी अन्य सूचना के साथ इसके समग्र वित्तीय विवरणों के संदर्भ में सारवान है या नहीं।

कोई सूचना उस स्थिति में अस्पष्ट होगी जब उसका संप्रेषण कुछ इस प्रकार से हो जिसका प्रभाव वित्तीय विवरणों के मुख्य उपयोगकर्ताओं पर कुछ ऐसा ही पड़े जैसे कि सूचना के छूटने या त्रुटिपूर्ण कथन से पड़ता है। नीचे कुछ ऐसे उदाहरणों का उल्लेख किया गया है जिन परिस्थितियों में सूचना अस्पष्ट हो सकती है:-

- (क) एक सारवान मद, संव्यवहार या अन्य घटना के विषय में सूचना जो वित्तीय विवरणों में प्रकट की गयी है लेकिन उसकी प्रयुक्त भाषा अस्पष्ट या साफ न हो;
- (ख) एक सारवान मद, संव्यवहार या अन्य घटना की सूचना वित्तीय विवरणों में एक स्थान पर न देकर अलग-अलग स्थानों पर बिखेर दी जाती है;
- (ग) अलग-अलग किस्म की मदों, संव्यवहारों या अन्य घटनाओं को अनुचित रूप से संकलित कर दिया गया हो;
- (घ) एक-ही किस्म की मदों, संव्यवहारों या अन्य घटनाओं को अनुचित रूप से अलग-अलग कर दिया गया हो; एवं
- (ड) सारवान सूचना के साथ गैर-महत्वपूर्ण सूचना इस सीमा तक मिला दी गयी है जिससे उपयोगकर्ता को यह निश्चित कर पाना कठिन हो कि कौन-सी सूचना महत्वपूर्ण है और इस तरह वित्तीय विवरणों की समुचित रूप से मात्रा ही कम हो जाए।

इस बात का निर्धारण करना कि एक विशिष्ट रिपोर्टिंग अस्तित्व के सामान्य प्रयोजन के वित्तीय विवरणों के मुख्य उपयोगकर्ताओं द्वारा लिये गए निर्णय सूचना द्वारा तर्कपूर्ण रूप से प्रभावित होना प्रत्याशित हो सकते हैं, उस अस्तित्व को इस बात पर विचार करना होगा कि अस्तित्व के अपने हालात के साथ-साथ उन उपयोगकर्ताओं की अभिलक्षण क्या है।

बहुत-से वर्तमान व संभावनी निवेशक, ऋणदाता एवं अन्य लेनदार रिपोर्टिंग अस्तित्व को सीधे सूचना व अपेक्षित वित्तीय सूचना के लिए सामान्य प्रयोजन के वित्तीय विवरणों पर ही निर्भर रहते हैं। परिणामस्वरूप, ये ही वे मुख्य उपयोगकर्ता हैं जिन्हें सामान्य प्रयोजन के वित्तीय विवरण निर्देशित हैं। ये वित्तीय विवरण केवल उन्हीं उपयोगकर्ताओं के निमित्त तैयार किए जाते हैं जिन्हें व्यवसाय एवं आर्थिक गतिविधियों की सम्यक जानकारी होती है और वे सूचना की समीक्षा एवं विश्लेषण ध्यानपूर्वक करते हैं। फिर भी, इन जानकार एवं विवेकपूर्ण उपयोगकर्ताओं को विकट आर्थिक गतिविधियों विषयक सूचना को समझने के लिए किसी परामर्शदाता (सलाहकार) की आवश्यकता पड़ सकती है।”

(ii) पैरा 139थ के बाद, निम्नलिखित सम्मिलित किया जाएगा, अर्थात्:-

“139द-139ध [परिशिष्ट 1 देखें]

139न सारवानता की परिभाषा (भारतीय लेखा मानक 1 एवं भारतीय लेखा मानक 8 में संशोधन) के अन्तर्गत भारतीय लेखा मानक 1 का पैरा 7 एवं भारतीय लेखा मानक 8 का पैरा 5 संशोधित किए गए हैं तथा

भारतीय लेखा मानक 8 का पैरा 6 हटाया गया है। अस्तित्व इन संशोधनों को भावी प्रभाव से 1 अप्रैल 2020 या इसके पश्चात् की तारीख से प्रारंभ होने वाली अवधियों से लागू करेगा।”

(iii) परिशिष्ट 1 में, पैरा 10 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“10. संक्रमण काल और प्रभावी तारीख से संबंधित पैरा 139 से 139ड और 139ण-139त को भारतीय लेखा मानक 1 में शामिल नहीं किया गया है क्योंकि ये भारतीय संदर्भ में प्रासंगिक नहीं हैं। पैरा 139द को शामिल नहीं किया गया है क्योंकि यह आईएफआरएस 17 “बीमा संविदा से संबंधित है, जिसके लिए तदनु रूप भारतीय लेखा मानक को तैयार किया जा रहा है। पैरा 139ध को शामिल नहीं किया गया है चूंकि यह आईएफआरएस मानकों के अधीन वित्तीय रिपोर्टिंग के लिए संकल्पनात्मक ढांचे के कारण संशोधनों से संबंधित है, जिसके लिए तदनु रूप भारतीय लेखा मानकों के अधीन वित्तीय रिपोर्टिंग के लिए संकल्पनात्मक ढांचे को तैयार किया जा रहा है। तथापि, आईएएस 1 की पैरा संख्याओं के साथ अनुरूपता बनाए रखने के लिए, इन पैरा संख्याओं को भारतीय लेखा मानक 1 में बनाए रखा गया है।”;

(च) “भारतीय लेखा मानक इंड ए एस 8” में,-

(i) पैरा 5 में सारवानता की परिभाषा के स्थान पर निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

““सारवानता” की परिभाषा भारतीय लेखा मानक 1 के पैरा 7 में दी गयी है और इस लेखा मानक में भी उसी अर्थ में इसका उल्लेख किया जाएगा।”

(ii) पैरा 6 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“6 [परिशिष्ट 1 देखें] ”

(iii) पैरा 53 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“प्रभावी तारीख तथा संक्रमणकाल

54-54छ[परिशिष्ट 1 देखें]

54ज सारवानता की परिभाषा (भारतीय लेखा मानक 1 एवं भारतीय लेखा मानक 8 में संशोधन) के अन्तर्गत भारतीय लेखा मानक 1 का पैरा 7 एवं भारतीय लेखा मानक 8 का पैरा 5 को संशोधित किए गए हैं और भारतीय लेखा मानक 8 का पैरा 6 हटाया गया है। अस्तित्व इन संशोधनों को भावी प्रभाव से 1 अप्रैल 2020 या इसके पश्चात् की तारीख से प्रारंभ होने वाली अवधियों से लागू करेगा।”

(iv) परिशिष्ट 1 में, पैरा 3 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“4 आईएएस 8 में पैरा 6 हटाया गया प्रतीत होता है। फिर भी, आईएएस 8 के साथ क्रमबद्धता रखने के लिए भारतीय लेखा मानक इंड ए एस 8, में इस पैरा संख्या को जारी रखा गया है।

5 प्रभावी तारीख और संक्रमण काल से संबंधित आईएएस 8 के पैरा 54-54ड को भारतीय लेखा मानक 8 में शामिल नहीं किया गया है क्योंकि ये भारतीय संदर्भ में प्रासंगिक नहीं हैं। पैरा 54च-54छ को शामिल नहीं किया गया है क्योंकि यह आईएफआरएस मानकों के अधीन वित्तीय रिपोर्टिंग के लिए संकल्पनात्मक ढांचे के कारण संशोधनों से संबंधित है, जिसके लिए तदनु रूप भारतीय लेखा मानकों के अधीन वित्तीय रिपोर्टिंग के लिए संकल्पनात्मक ढांचे को तैयार किया जा रहा है। तथापि, आईएएस 8 के पैरा संख्याओं के साथ क्रमबद्धता बनाए रखने के लिए, इन पैरा संख्याओं को भारतीय लेखा मानक 8 में बनाए रखा गया है।”

छ. “भारतीय लेखा मानक इंड ए एस 10” में,-

(i) पैरा 21 के स्थान पर निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“21 यदि रिपोर्टिंग अवधि के बाद की गैर-समायोज्य घटनाएं सारवान हैं, तो तर्कसंगत रूप से यह आशा की जा सकती कि उनका अप्रकटीकरण उन निर्णयों को प्रभावित कर सकता है जिन्हें सामान्य प्रयोजन के वित्तीय विवरणों के मुख्य उपयोगकर्ता उन वित्तीय विवरणों के आधार पर लेते हैं जो एक विशिष्ट रिपोर्टिंग अस्तित्व के बारे में वित्तीय सूचना प्रदान करते हैं। तदनुसार, एक अस्तित्व रिपोर्टिंग अवधि के बाद गैर-समायोज्य घटना की प्रत्येक सारवान श्रेणी के लिए निम्नलिखित का प्रकटीकरण करेगा:-

(क) घटना की प्रकृति, और

(ख) इसके वित्तीय प्रभाव का अनुमान अथवा यह विवरण कि प्रभाव का अनुमान लगाया जाना संभव नहीं है।”

(ii) पैरा 22 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“प्रभावी तारीख

23- 23ख [परिशिष्ट 1 देखें]

23ग सारवानता की परिभाषा (भारतीय लेखा मानक 1 एवं भारतीय लेखा मानक 8 में संशोधन), के अन्तर्गत पैरा 21 को संशोधित किया गया। एक अस्तित्व इन संशोधनों को तब प्रयोग में लाएगा जब वह भारतीय लेखा मानक 1 के पैरा 7 एवं भारतीय लेखा मानक 8 के पैरा 5 व 6 में सारवानता की परिभाषा के संशोधनों को लागू करेगा।”

(iii) परिशिष्ट 1 में, पैरा 2 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“3. आई ए एस 10 के प्रभावी तारीख से संबंधित पैरा 23 से 23ख को भारतीय लेखा मानक 10 में शामिल नहीं किया गया है क्योंकि ये भारतीय संदर्भ में प्रासंगिक नहीं हैं। तथापि, आईएएस 10 के पैरा संख्याओं के साथ क्रमबद्धता बनाए रखने के लिए, इन पैरा संख्याओं को भारतीय लेखा मानक 10 में बनाए रखा गया है।”

ज. “भारतीय लेखा मानक इंड ए एस 34” में,-

(i) पैरा 24 के स्थान पर निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“24 भारतीय लेखा मानक इंड ए एस 1 सारवान सूचना को परिभाषित करता है और बंद परिचालनों (उदाहरण स्वरूप) सहित सारवान मदों के अलग-से प्रकटन की अपेक्षा करता है जबकि भारतीय लेखा मानक इंड ए एस 8, *लेखा नीतियां, लेखा प्राक्कलनों में परिवर्तन एवं त्रुटियां*, लेखा प्राक्कलनों में परिवर्तनों त्रुटियों एवं लेखा नीतियों में परिवर्तन के प्रकटन की अपेक्षा करता है। इन दोनों ही लेखा मानकों में सारवानता का मात्रात्मक मागदर्शन समाविष्ट नहीं है।”

(ii) पैरा 55 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“56-58 [परिशिष्ट 1 देखें]

59 सारवानता की परिभाषा (भारतीय लेखा मानक 1 एवं भारतीय लेखा मानक 8 में संशोधन), के अन्तर्गत पैरा 24 में संशोधन किया गया है। एक अस्तित्व इन संशोधनों को तब लागू करेगा जब वह भारतीय लेखा मानक इंड ए एस 1 के पैरा 7 एवं भारतीय लेखा मानक इंड ए एस 8 के पैरा 5 व 6 में सारवानता की परिभाषा के संशोधनों को लागू करेगा।”

(iii) परिशिष्ट 1 में, पैरा 7 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“7 प्रभावी तारीख से संबंधित पैरा 46-54 और 56-57 को भारतीय लेखा मानक 34 में शामिल नहीं किया गया है क्योंकि ये भारतीय संदर्भ में प्रासंगिक नहीं हैं। पैरा 58 को शामिल नहीं किया गया है क्योंकि यह आईएफआरएस मानकों के अधीन वित्तीय रिपोर्टिंग के लिए संकल्पनात्मक ढांचे के कारण संशोधनों से संबंधित है, जिसके लिए तदुत्तरूप भारतीय लेखा मानकों के अधीन वित्तीय रिपोर्टिंग के लिए संकल्पनात्मक ढांचे को तैयार किया जा रहा है। तथापि, आईएस 34 के पैरा संख्याओं के साथ क्रमबद्धता बनाए रखने के लिए, इन पैरा संख्याओं को भारतीय लेखा मानक 34 में बनाए रखा गया है।”

झ. “भारतीय लेखा मानक इंड ए एस 37” में,-

(i) पैरा 75 के स्थान पर निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“75 प्रबंधन या बोर्ड द्वारा रिपोर्टिंग अवधि के अंत से पूर्व पुनर्संरचना संबंधी लिया गया निर्णय रिपोर्टिंग अवधि के अन्त में परिलक्षित बाध्यता को नहीं दर्शाता जब तक कि अस्तित्व रिपोर्टिंग अवधि के अंत से पूर्व निम्नलिखित कार्य न कर दे -

(क) पुनर्संरचना योजना क्रियान्वयन की शुरुआत; या

(ख) पुनर्संरचना योजना की मुख्य विशेषताओं कि उन प्रभावित पक्षकारों को स्पष्ट ढंग से की गयी घोषणा , जिस से उनमें यह विधिमान्य प्रत्याशा पैदा हो गयी हो कि अस्तित्व पुनर्संरचना करेगा।

यदि कोई अस्तित्व रिपोर्टिंग अवधि के पश्चात् पुनर्संरचना योजना प्रारंभ करता है या उन लोगों/ संगठनों के बीच उसकी मुख्य बातों की घोषणा कर देता है जो इससे प्रभावित होंगे तो उसे भारतीय लेखा मानक इंड ए एस 10 रिपोर्टिंग अवधि के बाद की घटनाओं के अन्तर्गत प्रकटन अपेक्षित है यदि सारवान है और अप्रकटन से सामान्य प्रयोजन के वित्तीय विवरणों के मुख्य उपयोग कर्त्ताओं के उन आर्थिक निर्णयों को तर्कसंगत रूप से प्रभावित होने की आशा की जा सकती हो जो वे ऐसे वित्तीय विवरणों के आधार पर लेते हैं जो एक विशिष्ट रिपोर्टिंग अस्तित्व की वित्तीय सूचना उपलब्ध करवाते हैं”;

(ii) पैरा 102 के बाद, निम्नलिखित अंतःस्थापित किया जाएगा, अर्थात्:-

“103 [परिशिष्ट 1 देखें]

104 सारवानता की परिभाषा (भारतीय लेखा मानक 1 एवं भारतीय लेखा मानक 8 का संशोधन) पैरा 75 का संशोधन करता है। एक अस्तित्व इन संशोधनों को तब लागू करेगा जब वह भारतीय लेखा मानक इंड ए एस 1 के पैरा 7 एवं भारतीय लेखा मानक (इंड ए एस 8) के पैरा 5 व 6 में सारवानता की परिभाषा का संशोधन लागू करता है।”

(iii) परिशिष्ट 1 में, पैरा 4 के स्थान पर, निम्नलिखित प्रतिस्थापित किया जाएगा, अर्थात्:-

“4 संक्रमण काल और प्रभावी तारीख से संबंधित आई ए एस 37 के पैरा 93-99 तथा 101 को भारतीय लेखा मानक 37 में शामिल नहीं किया गया है क्योंकि संक्रमण काल से संबंधित पैरा जहाँ भी उपयुक्त समझा गया है, आईएफआरएस 1 पहली बार अंतर्राष्ट्रीय वित्तीय रिपोर्टिंग का प्रथम-बार अंगीकरण के अनुरूप भारतीय लेखा मानक 101, भारतीय लेखा मानकों का प्रथम-बार अंगीकरण, में शामिल किए गए हैं और प्रभावी तारीख से संबंधित पैरा भारतीय संदर्भ में प्रासंगिक नहीं हैं। तथापि, आईएस 37 के पैरा संख्याओं के साथ अनुरूपता बनाए रखने के लिए, इन पैरा संख्याओं को भारतीय लेखा मानक 37 में बनाए रखा

गया है। पैरा 103 आईएफआरएस 17, बीमा संविदा से संबंधित है जिसके लिए समनुरूपी भारतीय लेखा मानक तैयारी के अधीन है।

[फा. सं. 01/01/2009-सीएल-V (खंड VIII)]

के.वी.आर. मूर्ति, संयुक्त सचिव

टिप्पण : मूल नियम, भारत के राजपत्र, असाधारण, भाग-2, खंड-3, उप-खंड (i) में सा.का.नि. 111(अ) द्वारा तारीख 16 फरवरी, 2015 को प्रकाशित हुए थे और अधिसूचना संख्या सा.का.नि. 365(अ) तारीख 30 मार्च, 2016; सा.का.नि. 258(अ) तारीख 17 मार्च, 2017, सा.का.नि. 310(अ) तारीख 28 मार्च, 2018 की, सा.का.नि. 903(अ) तारीख 20 सितम्बर, 2018, सा.का.नि. 273(अ) तारीख 30 मार्च, 2019 और सा.का.नि. 274(अ) तारीख 30 मार्च, 2019 द्वारा उनमें संशोधन किए गए थे।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 24th July, 2020

G.S.R. 463(E).— In exercise of the powers conferred by section 133 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government, in consultation with the National Financial Reporting Authority, hereby makes the following rules further to amend the Companies (Indian Accounting Standards) Rules, 2015, namely:—

1. Short title and commencement.—(1) These rules may be called the Companies (Indian Accounting Standards) Amendment Rules, 2020.

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

2. In the Companies (Indian Accounting Standards) Rules, 2015, in the “Annexure”, under the heading “B. Indian Accounting Standards (Ind AS)”,—

(A) in “Indian Accounting Standard (Ind AS) 103”, —

(i) for paragraph 3, the following shall be substituted, namely:—

“3 An entity shall determine whether a transaction or other event is a business combination by applying the definition in this Ind AS, which requires that the assets acquired and liabilities assumed constitute a business. If the assets acquired are not a business, the reporting entity shall account for the transaction or other event as an asset acquisition. Paragraphs B5–B12D provide guidance on identifying a business combination and the definition of a business.”;

(ii) after paragraph 64O, the following shall be inserted, namely:—

“64P *Definition of a Business* (Amendments to Ind AS 103), added paragraphs B7A–B7C, B8A and B12A–B12D, amended the definition of the term ‘business’ in Appendix A, amended paragraphs 3, B7–B9, B11 and B12 and deleted paragraph B10. An entity shall apply these amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the 1st April, 2020 and to asset acquisitions that occur on or after the beginning of that period.”;

(iii) in Appendix A, for definition of the term “business”, the following definition shall be substituted, namely:—

“**business** An integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities.”;

(iv) in Appendix B,—

(I) for paragraph B7, the following shall be substituted, namely:—

“B7 A business consists of inputs and processes applied to those inputs that have the ability to contribute to the creation of outputs. The three elements of a business are defined as follows (see paragraphs B8–B12D for guidance on the elements of a business):

(a) **Input:** Any economic resource that creates outputs, or has the ability to contribute to the creations of outputs, when one or more processes are applied to it. Examples include non-current assets

(including intangible assets or rights to use non-current assets), intellectual property, the ability to obtain access to necessary materials or rights and employees.

- (b) **Process:** Any system, standard, protocol, convention or rule that, when applied to an input or inputs, creates outputs or has the ability to contribute to the creations of outputs. Examples include strategic management processes, operational processes and resource management processes. These processes typically are documented, but the intellectual capacity of an organised workforce having the necessary skills and experience following rules and conventions may provide the necessary processes that are capable of being applied to inputs to create outputs. (Accounting, billing, payroll and other administrative systems typically are not processes used to create outputs.)
- (c) **Output:** The result of inputs and processes applied to those inputs that provide goods or services to customers, generate investment income (such as dividends or interest) or generate other income from ordinary activities.”;

(II) after paragraph B7, the following shall be inserted, namely:-

“Optional test to identify concentration of fair value

B7A Paragraph B7B sets out an optional test (the concentration test) to permit a simplified assessment of whether an acquired set of activities and assets is not a business. An entity may elect to apply, or not apply, the test. An entity may make such an election separately for each transaction or other event. The concentration test has the following consequences:-

- (a) if the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed;
- (b) if the concentration test is not met, or if the entity elects not to apply the test, the entity shall then perform the assessment set out in paragraphs B8–B12D.

B7B The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. For the concentration test:

- (a) gross assets acquired shall exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities;
- (b) the fair value of the gross assets acquired shall include any consideration transferred (plus the fair value of any non-controlling interest and the fair value of any previously held interest) in excess of the fair value of net identifiable assets acquired. The fair value of the gross assets acquired may normally be determined as the total obtained by adding the fair value of the consideration transferred (plus the fair value of any non-controlling interest and the fair value of any previously held interest) to the fair value of the liabilities assumed (other than deferred tax liabilities), and then excluding the items identified in sub-paragraph (a). However, if the fair value of the gross assets acquired is more than that total, a more precise calculation may sometimes be needed;
- (c) a single identifiable asset shall include any asset or group of assets that would be recognised and measured as a single identifiable asset in a business combination;
- (d) if a tangible asset is attached to, and cannot be physically removed and used separately from, another tangible asset (or from an underlying asset subject to a lease, as defined in Ind AS 116, *Leases*), without incurring significant cost, or significant diminution in utility or fair value to either asset (for example, land and buildings), those assets shall be considered a single identifiable asset;
- (e) when assessing whether assets are similar, an entity shall consider the nature of each single identifiable asset and the risks associated with managing and creating outputs from the assets (that is, the risk characteristics);
- (f) the following shall not be considered similar assets:
 - (i) a tangible asset and an intangible asset;
 - (ii) tangible assets in different classes (for example, inventory, manufacturing equipment and automobiles) unless they are considered a single identifiable asset in accordance with the criterion in subparagraph (d);
 - (iii) identifiable intangible assets in different classes (for example, brand names, licences and intangible assets under development);
 - (iv) a financial asset and a non-financial asset;
 - (v) financial assets in different classes (for example, accounts receivable and investments in equity instruments); and

- (vi) identifiable assets that are within the same class of asset but have significantly different risk characteristics.
- B7C The requirements in paragraph B7B do not modify the guidance on similar assets in Ind AS 38, *Intangible Assets*; nor do they modify the meaning of the term ‘class’ in Ind AS 16, *Property, Plant and Equipment*, Ind AS 38 and Ind AS 107, *Financial Instruments: Disclosures*.”;
- (III) for paragraph B8, the following shall be substituted, namely:-
- “Elements of a Business**
- B8 Although businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be capable of being conducted and managed for the purpose identified in the definition of a business, an integrated set of activities and assets requires two essential elements—inputs and processes applied to those inputs. A business need not include all of the inputs or processes that the seller used in operating that business. However, to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Paragraphs B12-B12D specify how to assess whether a process is substantive.”;
- (IV) after paragraph B8, the following shall be inserted, namely:-
- “B8A If an acquired set of activities and assets has outputs, continuation of revenue does not on its own indicate that both an input and a substantive process have been acquired.”;
- (V) for paragraph B9, the following shall be substituted, namely:-
- “B9 The nature of the elements of a business varies by industry and by the structure of an entity’s operations (activities), including the entity’s stage of development. Established businesses often have many different types of inputs, processes and outputs, whereas new businesses often have few inputs and processes and sometimes only a single output (product). Nearly all businesses also have liabilities, but a business need not have liabilities. Furthermore, an acquired set of activities and assets that is not a business might have liabilities.”;
- (VI) for paragraph B10, the following shall be substituted, namely:-
- “B10 [Refer Appendix 1]”;
- (VII) for paragraph B11, the following shall be substituted, namely:-
- “B11 Determining whether a particular set of activities and assets is a business shall be based on whether the integrated set is capable of being conducted and managed as a business by a market participant. Thus, in evaluating whether a particular set is a business, it is not relevant whether a seller operated the set as a business or whether the acquirer intends to operate the set as a business.”;
- (VIII) for paragraph B12, the following shall be substituted, namely:-
- “Assessing whether an acquired process is substantive**
- B12 Paragraphs B12A–B12D explain how to assess whether an acquired process is substantive if the acquired set of activities and assets does not have outputs (paragraph B12B) and if it does have outputs (paragraph B12C).”;
- (IX) after paragraph B12, the following shall be inserted, namely:-
- “B12A An example of an acquired set of activities and assets that does not have outputs at the acquisition date is an early-stage entity that has not started generating revenue. Moreover, if an acquired set of activities and assets was generating revenue at the acquisition date, it is considered to have outputs at that date, even if subsequently it will no longer generate revenue from external customers, for example because it will be integrated by the acquirer.
- B12B If a set of activities and assets does not have outputs at the acquisition date, an acquired process (or group of processes) shall be considered substantive only if-
- it is critical to the ability to develop or convert an acquired input or inputs into outputs; and
 - the inputs acquired include both an organised workforce that has the necessary skills, knowledge, or experience to perform that process (or group of processes) and other inputs that the organised workforce could develop or convert into outputs. Those other inputs could include-
 - intellectual property that could be used to develop a good or service;
 - other economic resources that could be developed to create outputs; or
 - rights to obtain access to necessary materials or rights that enable the creation of future outputs.

Examples of the inputs mentioned in subparagraphs (b)(i)–(iii) include technology, in-process research and development projects, real estate and mineral interests.

B12C If a set of activities and assets has outputs at the acquisition date, an acquired process (or group of processes) shall be considered substantive if, when applied to an acquired input or inputs, it-

- (a) is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process (or group of processes); or
- (b) significantly contributes to the ability to continue producing outputs and-
 - (i) is considered unique or scarce; or
 - (ii) cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

B12D The following additional discussion supports both paragraphs B12B and B12C:

- (a) an acquired contract is an input and not a substantive process. Nevertheless, an acquired contract, for example, a contract for outsourced property management or outsourced asset management, may give access to an organised workforce. An entity shall assess whether an organised workforce accessed through such a contract performs a substantive process that the entity controls, and thus has acquired. Factors to be considered in making that assessment include the duration of the contract and its renewal terms;
 - (b) difficulties in replacing an acquired organised workforce may indicate that the acquired organised workforce performs a process that is critical to the ability to create outputs;
 - (c) a process (or group of processes) is not critical if, for example, it is ancillary or minor within the context of all the processes required to create outputs.”;
- (v) in Appendix 1, for paragraph 6, the following shall be substituted, namely:-
- “6. The following paragraph numbers appear as ‘Deleted’ in IFRS 3. In order to maintain consistency with paragraph numbers of IFRS 3, the paragraph numbers is retained in Ind AS 103:
- (a) Paragraph B10
 - (b) Paragraphs B28-B30
 - (c) Paragraph B32(a)”;

(B) in “Indian Accounting Standard (Ind AS) 107”, -

- (i) after paragraph 24G, the following shall be inserted, namely:-

“Uncertainty arising from interest rate benchmark reform

24H For hedging relationships to which an entity applies the exceptions set out in paragraphs 6.8.4-6.8.12 of Ind AS 109, an entity shall disclose-

- (a) the significant interest rate benchmarks to which the entity’s hedging relationships are exposed;
- (b) the extent of the risk exposure the entity manages that is directly affected by the interest rate benchmark reform;
- (c) how the entity is managing the process to transition to alternative benchmark rates;
- (d) a description of significant assumptions or judgements the entity made in applying these paragraphs (for example, assumptions or judgements about when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the timing and the amount of the interest rate benchmark-based cash flows); and
- (e) the nominal amount of the hedging instruments in those hedging relationships.”;

- (ii) after paragraph 44CC, the following shall be inserted, namely:-

44DD [Refer Appendix 1];

44DE *Interest Rate Benchmark Reform* (amendments to Ind AS 109 and Ind AS 107) added paragraphs 24H and 44DF. An entity shall apply these amendments when it applies the amendments to Ind AS 109.

44DF In the reporting period in which an entity first applies *Interest Rate Benchmark Reform*, an entity is not required to present the quantitative information required by paragraph 28(f) of Ind AS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.”

- (iii) in Appendix 1, for paragraph 5, the following shall be substituted, namely:-

“5 Paragraphs 42I-42S of IFRS 7 have not been included in Ind AS 107 as these paragraphs relate to initial application of IFRS 9 which are not relevant in Indian context. Paragraphs 43-44BB related to effective date and transition given in IFRS 7 have not been given in Ind AS 107 since it is not relevant in Indian context. However, in order to maintain consistency with paragraph numbers of IFRS 7, these paragraph numbers are retained in Ind AS 107. Paragraph 44DD relates to IFRS 17, *Insurance Contracts*, for which corresponding Ind AS is under formulation.”;

(C) in “Indian Accounting Standard (Ind AS) 109”, -

(i) after paragraph 6.7.4, the following shall be inserted, namely:-

“6.8 Temporary exceptions from applying specific hedge accounting requirements

6.8.1 An entity shall apply paragraphs 6.8.4–6.8.12 and paragraphs 7.1.8 and 7.2.26(d) to all hedging relationships directly affected by interest rate benchmark reform. These paragraphs apply only to such hedging relationships. A hedging relationship is directly affected by interest rate benchmark reform only if the reform gives rise to uncertainties about-

- (a) the interest rate benchmark (contractually or non-contractually specified) designated as a hedged risk; and/or
- (b) the timing or the amount of interest rate benchmark-based cash flows of the hedged item or of the hedging instrument.

6.8.2 For the purpose of applying paragraphs 6.8.4–6.8.12, the term ‘interest rate benchmark reform’ refers to the market-wide reform of an interest rate benchmark, including the replacement of an interest rate benchmark with an alternative benchmark rate such as that resulting from the recommendations set out in the Financial Stability Board’s July 2014 report ‘Reforming Major Interest Rate Benchmarks’.²

6.8.3 Paragraphs 6.8.4–6.8.12 provide exceptions only to the requirements specified in these paragraphs. An entity shall continue to apply all other hedge accounting requirements to hedging relationships directly affected by interest rate benchmark reform.

Highly probable requirement for cash flow hedges

6.8.4 For the purpose of determining whether a forecast transaction (or a component thereof) is highly probable as required by paragraph 6.3.3, an entity shall assume that the interest rate benchmark on which the hedged cash flows (contractually or non-contractually specified) are based is not altered as a result of interest rate benchmark reform.

Reclassifying the amount accumulated in the cash flow hedge reserve

6.8.5 For the purpose of applying the requirement in paragraph 6.5.12 in order to determine whether the hedged future cash flows are expected to occur, an entity shall assume that the interest rate benchmark on which the hedged cash flows (contractually or non-contractually specified) are based is not altered as a result of interest rate benchmark reform.

Assessing the economic relationship between the hedged item and the hedging instrument

6.8.6 For the purpose of applying the requirements in paragraphs 6.4.1(c)(i) and B6.4.4– B6.4.6, an entity shall assume that the interest rate benchmark on which the hedged cash flows and/or the hedged risk (contractually or non-contractually specified) are based, or the interest rate benchmark on which the cash flows of the hedging instrument are based, is not altered as a result of interest rate benchmark reform.

Designating a component of an item as a hedged item

6.8.7 Unless paragraph 6.8.8 applies, for a hedge of a non-contractually specified benchmark component of interest rate risk, an entity shall apply the requirement in paragraphs 6.3.7(a) and B6.3.8—that the risk component shall be separately identifiable—only at the inception of the hedging relationship.

6.8.8 When an entity, consistent with its hedge documentation, frequently resets (i.e., discontinues and restarts) a hedging relationship because both the hedging instrument and the hedged item frequently change (i.e., the entity uses a dynamic process in which both the hedged items and the hedging instruments used to manage that exposure do not remain the same for long), the entity shall apply the requirement in paragraphs 6.3.7(a) and B6.3.8—that the risk component is separately identifiable—only when it initially designates a hedged item in that hedging

² The report, ‘Reforming Major Interest Rate Benchmarks’, is available at http://www.fsb.org/wpcontent/uploads/r_140722.pdf.

relationship. A hedged item that has been assessed at the time of its initial designation in the hedging relationship, whether it was at the time of the hedge inception or subsequently, is not reassessed at any subsequent redesignation in the same hedging relationship.

End of application

- 6.8.9 An entity shall prospectively cease applying paragraph 6.8.4 to a hedged item at the earlier of-
- (a) when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the timing and the amount of the interest rate benchmark-based cash flows of the hedged item; and
 - (b) when the hedging relationship that the hedged item is part of is discontinued.
- 6.8.10 An entity shall prospectively cease applying paragraph 6.8.5 at the earlier of-
- (a) when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the timing and the amount of the interest rate benchmark-based future cash flows of the hedged item; and
 - (b) when the entire amount accumulated in the cash flow hedge reserve with respect to that discontinued hedging relationship has been reclassified to profit or loss.
- 6.8.11 An entity shall prospectively cease applying paragraph 6.8.6-
- (a) to a hedged item, when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the hedged risk or the timing and the amount of the interest rate benchmark-based cash flows of the hedged item; and
 - (b) to a hedging instrument, when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the timing and the amount of the interest rate benchmark-based cash flows of the hedging instrument.

If the hedging relationship that the hedged item and the hedging instrument are part of is discontinued earlier than the date specified in paragraph 6.8.11(a) or the date specified in paragraph 6.8.11(b), the entity shall prospectively cease applying paragraph 6.8.6 to that hedging relationship at the date of discontinuation.

- 6.8.12 When designating a group of items as the hedged item, or a combination of financial instruments as the hedging instrument, an entity shall prospectively cease applying paragraphs 6.8.4–6.8.6 to an individual item or financial instrument in accordance with paragraphs 6.8.9, 6.8.10, or 6.8.11, as relevant, when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the hedged risk and/or the timing and the amount of the interest rate benchmark-based cash flows of that item or financial instrument.”;
- (ii) after paragraph 7.1.7, the following shall be inserted, namely:-
 “7.1.8 *Interest Rate Benchmark Reform* (amendments to Ind AS 109 and Ind AS 107), added Section 6.8 and amended paragraph 7.2.26. An entity shall apply these amendments for annual periods beginning on or after the 1st April, 2020.”;
 - (iii) after paragraph 7.2.20, the following heading shall be inserted, namely:-
“Transition for hedge accounting (Chapter 6)”;
 - (iv) for paragraph 7.2.26, the following shall be substituted, namely:-
 “7.2.26 As an exception to prospective application of the hedge accounting requirements of this Standard, an entity-

(a)-(c) [Refer Appendix 1]

(d) shall apply the requirements in Section 6.8 retrospectively. This retrospective application applies only to those hedging relationships that existed at the beginning of the reporting period in which an entity first applies those requirements or were designated thereafter, and to the amount accumulated in the cash flow hedge reserve that existed at the beginning of the reporting period in which an entity first applies those requirements.”;

- (v) in Appendix 1, for paragraph 4, the following shall be substituted, namely:-
 “4. Following paragraphs related to transition have not been included as these paragraphs are not relevant in Indian context. However, in order to maintain consistency with paragraph numbers of IFRS 9, the paragraph numbers are retained in Ind AS 109:
 (i) Paragraph 7.2.2
 (ii) Paragraphs 7.2.6-7.2.7

- (iii) Paragraphs 7.2.12-7.2.13
- (iv) Paragraphs 7.2.14A-7.2.25
- (v) Paragraphs 7.2.26 (a)-(c)
- (vi) Paragraphs 7.2.27-7.2.28”;

(D) in “Indian Accounting Standard (Ind AS) 116”, -

(i) after paragraph 46, the following shall be inserted, namely:-

“46A As a practical expedient, a lessee may elect not to assess whether a rent concession that meets the conditions in paragraph 46B is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the rent concession the same way it would account for the change applying this Standard if the change were not a lease modification.

46B The practical expedient in paragraph 46A applies only to rent concessions occurring as a direct consequence of the covid-19 pandemic and only if all of the following conditions are met:-

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) any reduction in lease payments affects only payments originally due on or before the 30th June, 2021 (for example, a rent concession would meet this condition if it results in reduced lease payments on or before the 30th June, 2021 and increased lease payments that extend beyond the 30th June, 2021); and
- (c) there is no substantive change to other terms and conditions of the lease.”;

(ii) after paragraph 60, the following shall be inserted, namely:-

“60A If a lessee applies the practical expedient in paragraph 46A, the lessee shall disclose-

- (a) that it has applied the practical expedient to all rent concessions that meet the conditions in paragraph 46B or, if not applied to all such rent concessions, information about the nature of the contracts to which it has applied the practical expedient (see paragraph 2); and
- (b) the amount recognised in profit or loss for the reporting period to reflect changes in lease payments that arise from rent concessions to which the lessee has applied the practical expedient in paragraph 46A.”;

(iii) in Appendix C,

(a) after paragraph C1, the following paragraph shall be inserted, namely:-

“C1A *Covid-19-Related Rent Concessions*, added paragraphs 46A, 46B, 60A, C20A and C20B. A lessee shall apply that amendment for annual reporting periods beginning on or after the April 1st, 2020. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the April 1st, 2019.”;

(b) after paragraph C20, the following shall be inserted, namely:-

“Covid-19-related rent concessions for lessees

C20A A lessee shall apply *Covid-19-Related Rent Concessions* (see paragraph C1A) retrospectively, recognising the cumulative effect of initially applying that amendment as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of the annual reporting period in which the lessee first applies the amendment.

C20B In the reporting period in which a lessee first applies *Covid-19-Related Rent Concessions*, a lessee is not required to disclose the information required by paragraph 28(f) of Ind AS 8.”;

(E) in “Indian Accounting Standard (Ind AS) 1”, -

(i) in paragraph 7, for the definition of the term “Material”, the following shall be substituted, namely:-

“Material:

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.

Materiality depends on the nature or magnitude of information, or both. An entity assesses whether information, either individually or in combination with other information, is material in the context of its financial statements taken as a whole.

Information is obscured if it is communicated in a way that would have a similar effect for primary users of financial statements to omitting or misstating that information. The following are examples of circumstances

that may result in material information being obscured:-

- (a) information regarding a material item, transaction or other event is disclosed in the financial statements but the language used is vague or unclear;
- (b) information regarding a material item, transaction or other event is scattered throughout the financial statements;
- (c) dissimilar items, transactions or other events are inappropriately aggregated;
- (d) similar items, transactions or other events are inappropriately disaggregated; and
- (e) the understandability of the financial statements is reduced as a result of material information being hidden by immaterial information to the extent that a primary user is unable to determine what information is material.

Assessing whether information could reasonably be expected to influence decisions made by the primary users of a specific reporting entity's general purpose financial statements requires an entity to consider the characteristics of those users while also considering the entity's own circumstances.

Many existing and potential investors, lenders and other creditors cannot require reporting entities to provide information directly to them and must rely on general purpose financial statements for much of the financial information they need. Consequently, they are the primary users to whom general purpose financial statements are directed. Financial statements are prepared for users who have a reasonable knowledge of business and economic activities and who review and analyse the information diligently. At times, even well-informed and diligent users may need to seek the aid of an adviser to understand information about complex economic phenomena.”;

- (ii) after paragraph 139Q, the following shall be inserted, namely:-
 “139R-139S [Refer Appendix 1]
 139T *Definition of Material* (Amendments to Ind AS 1 and Ind AS 8) amended paragraph 7 of Ind AS 1 and paragraph 5 of Ind AS 8, and deleted paragraph 6 of Ind AS 8. An entity shall apply those amendments prospectively for annual periods beginning on or after the 1st April, 2020.”;
 - (iii) in Appendix 1, for paragraph 10, the following shall be substituted, namely:-
 “10. Paragraphs 139 to 139M and 139O-139P related to Transition and Effective Date have not been included in Ind AS 1 as these are not relevant in Indian context. Paragraph 139R relates to IFRS 17, *Insurance Contracts*, for which corresponding Ind AS is under formulation. Paragraph 139S is not included since it relates to amendments due to *Conceptual Framework for Financial Reporting under IFRS Standards* for which corresponding *Conceptual Framework for Financial Reporting under Indian Accounting Standards* is under formulation. However, in order to maintain consistency with paragraph numbers of IAS 1, these paragraph numbers are retained in Ind AS 1.”;
 - (F) in “Indian Accounting Standard (Ind AS) 8”, -
 - (i) in paragraph 5, for the definition of term “Material”, the following shall be substituted, namely:-
 “the term “*Material*”, used in this Standard shall have the same meaning as assigned to it in paragraph 7 of Ind AS 1.”;
 - (ii) for paragraph 6, the following shall be substituted, namely:-
 “6 [Refer Appendix 1]”;
 - (iii) after paragraph 53, the following shall be inserted, namely:-
 “**Effective date and transition**
-
- 54-54G [Refer Appendix 1]
 54H *Definition of Material* (Amendments to Ind AS 1 and Ind AS 8), amended paragraph 7 of Ind AS 1 and paragraph 5 of Ind AS 8, and deleted paragraph 6 of Ind AS 8. An entity shall apply those amendments prospectively for annual periods beginning on or after the 1st April, 2020.”;
- (iv) in Appendix 1, after paragraph 3, the following shall be inserted, namely:-
 “4 Paragraph 6 appears as ‘deleted’ in IAS 8. In order to maintain consistency with paragraph numbers of IAS 8, the paragraph number is retained in Ind AS 8.
 5 Paragraphs 54-54E of IAS 8 related to Effective Date and transition have not been included in Ind AS 8 as these are not relevant in Indian context. Paragraphs 54F-54G are not included since these relate to amendments due to *Conceptual Framework for Financial Reporting under IFRS Standards* for which corresponding *Conceptual Framework for Financial Reporting under Indian Accounting Standards* is

under formulation. However, in order to maintain consistency with paragraph numbers of IAS 8, these paragraph numbers are retained in Ind AS 8.”;

(G) in “Indian Accounting Standard (Ind AS) 10”, -

(i) for paragraph 21, the following shall be substituted, namely:-

“21 If non-adjusting events after the reporting period are material, non-disclosure could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. Accordingly, an entity shall disclose the following for each material category of non-adjusting event after the reporting period-

(a) the nature of the event; and

(b) an estimate of its financial effect, or a statement that such an estimate cannot be made.”;

(ii) after paragraph 22, the following shall be inserted, namely:-

“Effective date

23-23B [Refer Appendix 1]

23C *Definition of Material* (Amendments to Ind AS 1 and Ind AS 8), amended paragraph 21. An entity shall apply those amendments when it applies the amendments to the definition of material in paragraph 7 of Ind AS 1 and paragraphs 5 and 6 of Ind AS 8.”

(iii) in Appendix 1, after paragraph 2, the following shall be inserted, namely:-

“3 Paragraphs 23-23B of IAS 10 related to Effective Date have not been included in Ind AS 10 as these are not relevant in Indian context. However, in order to maintain consistency with paragraph numbers of IAS 10, these paragraph numbers are retained in Ind AS 10.”;

(H) in “Indian Accounting Standard (Ind AS) 34”, -

(i) for paragraph 24, the following shall be substituted, namely:-

“24 Ind AS 1 defines material information and requires separate disclosure of material items, including (for example) discontinued operations, and Ind AS 8, *Accounting Policies, Changes in Accounting Estimates and Errors* requires disclosure of changes in accounting estimates, errors, and changes in accounting policies. The two Standards do not contain quantified guidance as to materiality.”;

(ii) after paragraph 55, the following shall be inserted, namely:-

“56-58 [Refer Appendix 1]

59 *Definition of Material* (Amendments to Ind AS 1 and Ind AS 8) amended paragraph 24. An entity shall apply those amendments when it applies the amendments to the definition of material in paragraph 7 of Ind AS 1 and paragraphs 5 and 6 of Ind AS 8.”;

(iii) in Appendix 1, for paragraph 7, the following shall be substituted, namely:-

“7 Paragraphs 46-54 and 56-57 related to effective date have not been included in Ind AS 34 as these are not relevant in Indian context. Paragraph 58 is not included since it relates to amendments due to *Conceptual Framework for Financial Reporting under IFRS Standards* for which corresponding *Conceptual Framework for Financial Reporting under Indian Accounting Standards* is under formulation. However, in order to maintain consistency with paragraph numbers of IAS 34, these paragraph numbers are retained in Ind AS 34.”;

(I) in “Indian Accounting Standard (Ind AS) 37”, -

(i) for paragraph 75, the following shall be substituted, namely:-

“75 A management or board decision to restructure taken before the end of the reporting period does not give rise to a constructive obligation at the end of the reporting period unless the entity has, before the end of the reporting period-

(a) started to implement the restructuring plan; or

(b) announced the main features of the restructuring plan to those affected by it in a sufficiently specific manner to raise a valid expectation in them that the entity will carry out the restructuring.

If an entity starts to implement a restructuring plan, or announces its main features to those affected, only after the reporting period, disclosure is required under Ind AS 10 *Events after the Reporting Period*, if the restructuring is material and non-disclosure could reasonably be expected to influence

decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.”;

- (ii) after paragraph 102, the following shall be inserted, namely:-

“103 [Refer Appendix 1]

104 *Definition of Material* (Amendments to Ind AS 1 and Ind AS 8), amended paragraph 75. An entity shall apply those amendments when it applies the amendments to the definition of material in paragraph 7 of Ind AS 1 and paragraphs 5 and 6 of Ind AS 8.”;

- (iii) in Appendix 1, for paragraph 4, the following shall be substituted, namely:-

“4. Paragraphs 93-99 and 101 related to Transitional Provisions and Effective date given in IAS 37 have not been given in Ind AS 37, since all transitional provisions related to Ind ASs, wherever considered appropriate have been included in Ind AS 101, First-time Adoption of Indian Accounting Standards corresponding to IFRS 1, First-time Adoption of International Financial Reporting Standards and paragraphs related to Effective date are not relevant in Indian context. However, in order to maintain consistency with paragraph numbers of IAS 37, these paragraph numbers are retained in Ind AS 37. Paragraph 103 relates to IFRS 17, *Insurance Contracts*, for which corresponding Ind AS is under formulation.”;

[F.No.01/01/2009-CL-V (Pt. VIII)]

K.V.R. MURTY, Jt. Secy.

Note: The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), dated the 16th February, 2015 vide number G.S.R. 111(E), dated the 16th February, 2015 and were subsequently amended vide notifications number G.S.R. 365 (E), dated the 30th March, 2016, number G.S.R. 258(E), dated the 17th March, 2017, number G.S.R. 310(E), dated the 28th March, 2018, number G.S.R. 903(E), dated the 20th September, 2018, G.S.R. 273(E), dated the 30th March, 2019 and number G.S.R. 274 (E), dated the 30th March, 2019.



भारत का राजपत्र The Gazette of India

सी.जी.-डी.एल.-अ.-24082020-221325
CG-DL-E-24082020-221325

असाधारण
EXTRAORDINARY
भाग II—खण्ड 3—उप-खण्ड (i)
PART II—Section 3—Sub-section (i)
प्राधिकार से प्रकाशित
PUBLISHED BY AUTHORITY

सं. 420]
No. 420]

नई दिल्ली, सोमवार, अगस्त 24, 2020/भाद्र 2, 1942
NEW DELHI, MONDAY, AUGUST 24, 2020/BHADRA 2, 1942

कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 24 अगस्त, 2020

सा.का.नि. 526(अ).—केन्द्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 135 और धारा 469 की उप-धारा (1) और उप-धारा (2) के द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (कारपोरेट सामाजिक दायित्व नीति) नियम, 2014 का और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:—

1. संक्षिप्त नाम और प्रारंभ.—(1) इन नियमों का संक्षिप्त नाम कंपनी (कारपोरेट सामाजिक दायित्व नीति) संशोधन नियम, 2020 है।

(2) ये राजपत्र में प्रकाशन की तारीख से प्रवृत्त होंगे।

2. कंपनी (कारपोरेट सामाजिक दायित्व नीति) नियम, 2014 (इसे इसमें इसके पश्चात् उक्त नियम कहा गया है) के नियम 2 के, उप-नियम (1) के, खंड (ड) में निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात् :-

“परन्तु व्यापार के सामान्य अनुक्रम में नई वैक्सीन, औषधियों और चिकित्सा उपकरणों के अनुसंधान और विकास के क्रियाकलाप में लगी हुई कोई कंपनी निम्नलिखित शर्तों के अधीन वित्तीय वर्ष 2020-21,

2021-22 और 2022-23 के लिए कोविड-19 से संबंधित नई वैक्सीन, औषधियों और चिकित्सा उपकरणों के अनुसंधान और विकास के क्रियाकलाप कर सकेगी -

- (i) ऐसे अनुसंधान और विकास क्रियाकलाप अधिनियम की अनुसूची VII की मद सं. (ix) में उल्लिखित संस्थानों या संगठनों में से किसी के सहयोग से निष्पादित किया जाएगा।
- (ii) ऐसे क्रियाकलाप के ब्यौरे बोर्ड की रिपोर्ट में सम्मिलित सीएसआर पर दी गई वार्षिक रिपोर्ट में पृथकतः प्रकट किया जाएगा।

3. उक्त नियमों के, नियम 4 के, उप-नियम 1 में “अपने व्यवसाय के सामान्य कार्य के अनुसरण में किए गए कार्यों को छोड़कर” शब्दों का लोप किया जाएगा।

4. उक्त नियमों के, नियम 6 के, उप-नियम (1) में :-

- (i) प्रथम परंतुक का लोप किया जाएगा;
- (ii) दूसरे परंतुक में, “यह और कि” शब्दों का लोप किया जाएगा।

[ई-फा.सं. सीएसआर-07/2/2020-सीएसआर-एमसीए]

ज्ञानेश्वर कुमार सिंह, संयुक्त सचिव

टिप्पण : मूल नियम भारत का राजपत्र, असाधारण, भाग II, खंड 3, उप-खंड (i) में अधिसूचना संख्यांक सा.का.नि. 129(अ), तारीख 27 फरवरी, 2014 द्वारा प्रकाशित किए गए और इन्हें तत्पश्चात् अधिसूचना संख्यांक सा.का.नि. 644(अ), तारीख 12 सितंबर, 2014, अधिसूचना संख्यांक सा.का.नि. 43(अ), तारीख 19 जनवरी, 2015, अधिसूचना संख्यांक सा.का.नि. 540(अ), तारीख 23 मई, 2016 और अधिसूचना संख्यांक सा.का.नि. 895(अ), तारीख 19 सितंबर, 2018 द्वारा संशोधित किया गया।

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 24th August, 2020

G.S.R. 526(E).—In exercise of the powers conferred by section 135 and 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 (Corporate Social Responsibility Policy) Rules, 2014, namely:-

1. **Short title and commencement.**—(1) These rules may be called the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2020.

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

2. In the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as the said rules), in rule 2, in sub-rule (1), in clause (e), the following proviso shall be inserted, namely:-

“Provided that any company engaged in research and development activity of new vaccine, drugs and medical devices in their normal course of business may undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22 and 2022-23 subject to the conditions that-

- (i) such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act.
- (ii) details of such activity shall be disclosed separately in the Annual Report on CSR included in the Board's Report”.

3. In the said rules, in rule 4, in sub-rule 1, the words “excluding activities undertaken in pursuance of its normal course of business” shall be omitted.

4. In the said rules, in rule 6, in sub-rule (1), —

- (i) first proviso shall be omitted;
- (ii) In the second proviso, the word “further” shall be omitted.

[E- F. No. CSR-07/2/2020-CSR-MCA]

GYANESHWAR KUMAR SINGH, Jt. Secy.

Note: The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), *vide* number G.S.R. 129(E), dated the 27th February, 2014 and were subsequently amended by notification number G.S.R. 644(E), dated the 12th September, 2014, notification number G.S.R. 43(E), dated the 19th January, 2015, notification number G.S.R. 540 (E), dated the 23rd May, 2016 and notification number G.S.R. 895(E), dated the 19th September, 2018.

[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, the 28 August, 2020

G.S.R. ____ (E).— In exercise of the powers conferred under sub-section (3) of section 92, read with 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 (Management and Administration) Rules, 2014, namely:—

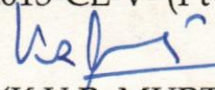
1. Short title and commencement.—(1) These rules may be called the Companies (Management and Administration) Amendment Rules, 2020.

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

2. In the Companies (Management and Administration) Rules, 2014, in rule 12, in sub-rule (1), the following proviso shall be inserted, namely:—

“Provided that a company shall not be required to attach the extract of the annual return with the Board’s report in **Form No. MGT.9**, in case the web link of such annual return has been disclosed in the Board’s report in accordance with sub-section (3) of section 92 of the Companies Act, 2013.”

[F. No. 01/34/2013-CL-V- (Pt-I)]


(K.V.R. MURTY) 28/8/2020

Joint Secretary to the Government of India

Note:—The principal notification was published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* number G.S.R. 260(E),

dated the 31st March, 2014 and subsequently amended *vide* the following notifications:-

Serial Number	Notification Number	Notification Date
1.	G.S.R. 415 (E)	23.06.2014
2.	G.S.R. 537 (E)	24.07.2014
3.	G.S.R. 669 (E)	28.08.2015
4.	G.S.R. 737 (E)	24.09.2015
5.	G.S.R. 862 (E)	16.11.2015
6.	G.S.R. 908 (E)	23.09.2016
7.	G.S.R. 175 (E)	16.02.2018
8.	G.S.R. 560(E)	13.06.2018

(भारत के राजपत्र, असाधारण, भाग II, खंड 3, उप-खंड (i) में प्रकाशनार्थ)

भारत सरकार
कारपोरेट कार्य मंत्रालय

नई दिल्ली, 28 अगस्त, 2020

अधिसूचना

सा.का.नि.....(अ)- केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 की उप-धारा (1) और उप-धारा (2) के साथ पठित धारा 92 की उप-धारा (3) के अधीन प्रदत्त शक्तियों का प्रयोग करते हुए, कंपनी (प्रबंधन और प्रशासन) नियम, 2014 का और संशोधन करने के लिए निम्नलिखित नियम बनाती है, अर्थात्:-

1. संक्षिप्त नाम और प्रारंभ - (1) इन नियमों का संक्षिप्त नाम कंपनी (प्रबंधन और प्रशासन) संशोधन नियम, 2020 है।

(2) ये राजपत्र में इनके प्रकाशन की तारीख को प्रवृत्त होंगे।

2. कंपनी (प्रबंधन और प्रशासन) नियम, 2014 के, नियम 12 के, उप-नियम (1) में निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात् :-

“परंतु यह कि कंपनी से प्ररूप सं. एमजीटी.9 में बोर्ड की रिपोर्ट के साथ वार्षिक विवरणी का उद्धरण संलग्न किया जाना अपेक्षित नहीं होगा यदि ऐसी वार्षिक विवरणी का वेब लिंक कंपनी अधिनियम, 2013 की धारा 92 की उप-धारा (3) के अनुसार बोर्ड की रिपोर्ट में प्रकट किया गया है।”

[फा.सं. 01/34/2013-सीएल.V-(भाग-I)]

के.वी.आर.मूर्ति
28/8/2020
(के.वी.आर. मूर्ति)

संयुक्त सचिव, भारत सरकार

टिप्पण:- मूल अधिसूचना भारत के राजपत्र असाधारण, भाग-II, खंड 3, उप-खंड (i) में संख्यांक सा.का.नि. 260(अ), तारीख 31 मार्च, 2014 द्वारा प्रकाशित की गई और तत्पश्चात् निम्नलिखित अधिसूचनाओं द्वारा संशोधित की गई :-

क्र.सं.	अधिसूचना संख्या	अधिसूचना की तारीख
1.	सा.का.नि. 415(अ)	23.06.2014
2.	सा.का.नि. 537(अ)	24.07.2014
3.	सा.का.नि. 669(अ)	28.08.2015
4.	सा.का.नि. 737(अ)	24.09.2015
5.	सा.का.नि. 862(अ)	16.11.2015
6.	सा.का.नि. 908(अ)	23.09.2016
7.	सा.का.नि. 175(अ)	16.02.2018
8.	सा.का.नि. 560(अ)	13.06.2018

[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, the 07 September, 2020,

G.S.R. ____ (E). - In exercise of the powers conferred by section 73 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government in consultation with the Reserve Bank of India, hereby makes the following rules further to amend the Companies (Acceptance of Deposits) Rules, 2014, namely:-

1. (1) These rules may be called the Companies (Acceptance of Deposits) Amendment Rules, 2020.

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

2. In the Companies (Acceptance of Deposits) Rules, 2014 (hereinafter referred to as the said rules), in rule 2, in sub-rule (1), in clause (c), in sub-clause (xvii), -

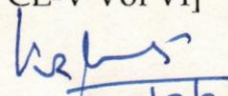
(i) for the words "five years", the words "ten years" shall be substituted;

(ii) in the Explanation, in clause I, for the letters, figures, brackets and words "G.S.R. 180 (E) dated 17th February, 2016 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry", the letters, figures,

brackets and words "G.S.R. 127 (E), dated the 19th February, 2019 issued by the Department for Promotion of Industry and Internal Trade " shall be substituted.

3. In the said rules, in rule 3, in sub-rule (3), in the second proviso, in clause (i), for the words "five years", the words, "ten years" shall be substituted.

[File No 1/8/2013- CL-V Vol VI]


07/9/2020
(K V R Murty)

Joint Secretary to the Government of India

Note. - The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* number G.S.R. 256(E), dated the 31st March, 2014 and were last amended vide notification number G.S.R. 341(E), dated the 30th April, 2019.

[भारत के राजपत्र, असाधारण, भाग 2, खंड 3, उपखंड (i) में प्रकाशनार्थ]

भारत सरकार
कारपोरेट कार्य मंत्रालय
अधिसूचना

नई दिल्ली, 07 सितम्बर, 2020

सा.का.नि. (अ).- केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 की उपधारा (1) और उपधारा (2) के साथ पठित धारा 73 द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए भारतीय रिजर्व बैंक के साथ परामर्श करके कंपनी (जमाओं की स्वीकृति) नियम, 2014 में और संशोधन करने हेतु निम्नलिखित नियम बनाती है, अर्थात्:-

1. (1) इन नियमों का संक्षिप्त नाम कंपनी (जमाओं की स्वीकृति) संशोधन नियम, 2020 है।

(2) ये नियम राजपत्र में इनके प्रकाशन की तारीख से प्रवृत्त होंगे।

2. कंपनी (जमाओं की स्वीकृति) नियम, 2014 (जिसे इसमें इसके पश्चात् उक्त नियम कहा गया है), नियम 2 में, उपनियम (1) में, खंड (ग) में, उपखंड (xvii) में,-

(i) "पांच वर्ष" शब्दों के लिए "दस वर्ष" शब्द रखे जाएंगे;

(ii) स्पष्टीकरण में, खंड 1 में, "औद्योगिक नीति और संवर्धन विभाग, वाणिज्य और उद्योग मंत्रालय द्वारा जारी सा.का.नि.180(अ) तारीख 17 फरवरी, 2016" अक्षरों, अंकों, कोष्ठकों और शब्दों के लिए "उद्योग और आंतरिक व्यापार संवर्धन विभाग द्वारा जारी सा.का.नि.127(अ) तारीख 19 फरवरी, 2019 अक्षर, अंक, कोष्ठक और शब्द रखे जाएंगे।

3. उक्त नियमों में, नियम 3 में, उप-नियम (3) में, द्वितीय परंतुक में, खंड (i) में, "पांच वर्ष" शब्दों के लिए "दस वर्ष" शब्द रखे जाएंगे।

[फा.सं.1/8/2013-सीएल.V वीओएल VI]

के.वी.आर. मूर्ति
07/9/2020
(के.वी.आर. मूर्ति)

संयुक्त सचिव, भारत सरकार

टिप्पण : मूल नियम सा.का.नि. संख्या 256(अ) तारीख 31 मार्च, 2014 द्वारा भारत के राजपत्र असाधारण, भाग 2, खंड 3, उपखंड (i) में प्रकाशित किए थे और अंतिम बार संशोधन अधिसूचना संख्या सा.का.नि. 341(अ) तारीख 30 अप्रैल, 2019 द्वारा किया गया।

MCA Orders

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भारत सरकार / GOVERNMENT OF INDIA

कारपोरेट कार्य मंत्रालय / Ministry of Corporate Affairs

कम्पनी रजिस्ट्रार कार्यालय(प.बंगाल) / Office of the Registrar of Companies (West Bengal)

निजाम पैलेस, दूसरा एम एस ओ बिल्डिंग, द्वितीय तल / Nizam Palace, 2nd M. S. O. Building, 2nd Floor

आचार्य जगदीश चन्द्र बोस रोड 234/4, Acharya Jagadish Chandra Bose Road

कोलकाता / KOLKATA – 700 020

संख्या/No.ROC/WB/Admn./2020/ 2717

दिनांक: / Dated: 08-09-2020

08 SEP 2020

OFFICE ORDER

Sub : Extension of time for holding of Annual General Meeting (AGM) for the financial year ended on 31.03.2020.

1. Whereas sub-section (1) of Section 96 of the Companies Act, 2013 (the Act) provides, inter-alia, that every company, other than One Person Company, shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year;
3. And whereas, the third proviso to Section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any annual general meeting, other than the first annual general meeting, shall be held, by a period not exceeding three months;
4. And whereas, various representations have been received from the companies, Industries bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2020 due to the difficulties faced in view of the COVID-19 Pandemic;
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reasons, the time within which the AGM for the financial year ended on 31.03.2020 is required to be held as per provisions of sub-section (1) of Section 96 ought to be extended in terms of third proviso to section 96(1);

6. Now, therefore, in terms of power vested with the undersigned under the third proviso to sub-section (1) of section 96 of the Act, I hereby extend the time to hold the AGM, other the first AGM, for the financial year ended on 31.03.2020 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of three months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the companies to file applications for seeking such extension by filing the prescribed Form No. GNL-1.

Explanation: It is hereby clarified that the extension granted under this Order shall also cover the:

- (i) Pending applications filed Form No. GNL-1 for the extension of AGM for the financial year ended on 31.03.2020, which are yet to be approved;
- (ii) Applications filed in Form No. GNL-1 for the extension of AGM for the financial year ended on 31.03.2020, which were rejected;

Where the approval for extension of AGM up to 3 months from the due date of the AGM shall be deemed to have been granted by the undersigned without any further action on the part of the company.



(U. K. Sahoo)

Registrar of companies, West Bengal.

यू. के. साहु, आई.सी.एल.एस. / U. K. Sahoo, I.C.L.S
कम्पनी रजिस्ट्रार / Registrar of Companies
भारत सरकार / GOVERNMENT OF INDIA
कार्पोरेट कार्य मंत्रालय / Ministry of Corporate Affairs
कम्पनी रजिस्ट्रार कार्यालय (प. बंगाल)
Office of the Registrar of Companies (West Bengal)
कोलकाता / KOLKATA-700020

F. No. 2/1/2018-CL-V
Government of India
Ministry of Corporate Affairs
5th Floor, 'A' Wing, Shastri Bhawan,
New Delhi- 110001

Dated: 17th September, 2020

ORDER

Subject:- Constitution of the Company Law Committee

In continuation of the Order of even no. dated 18.09.2019 (annexed herewith), the tenure of the Company Law Committee is hereby extended upto two years from the date of that order i.e. upto 17.09.2021.

2. This issues with the approval of the competent authority.


(Pranay Chaturvedi)
Deputy Director
Tel: - 23071190

Encl: As above

To

All members

Copy to-PS to CAM

PS to MoS, CA

PPS to Secretary, MCA

PPS to JS(K)

F. No. 2/1/2018-CL-V
Government of India
Ministry of Corporate Affairs
'A' Wing, 5th Floor, Shastri Bhawan,
New Delhi-110001

Dated: 18th September, 2019

ORDER

Subject: Constitution of the Company Law Committee

A Committee to review the offences under the Companies Act, 2013 was constituted vide order No. 2/1/2018-CL-V dated 13.07.2018. The report of the Committee was submitted to the Hon'ble Corporate Affairs Minister on 27.08.2018. The report, *inter alia*, made recommendations for re-categorizing of certain offences into 'civil wrongs', de-clogging the NCLT and also touched upon certain essential elements of corporate governance. On the basis of recommendations made by such Committee and passage of the Companies (Amendment) Act, 2019, relevant changes have been made to the Companies Act, 2013.

2. In line with the Government's objective of promoting Ease of Living in the country by providing Ease of Doing Business to law abiding corporates, fostering improved corporate compliance for stakeholders at large and also to address emerging issues having impact on the working of corporates in the country, it has been decided to constitute a Company Law Committee for examining and making recommendations to the Government on various provisions and issues pertaining to implementation of the Companies Act, 2013 and the Limited Liability Partnership Act, 2008.

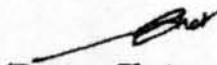
3. Accordingly, the Government hereby constitutes the Company Law Committee consisting of the following members:-

S. No.	Name of Person/ Institution	- Position
1.	Secretary, MCA	- Chairman
2.	Shri T. K. Viswanathan, Ex- Secretary General, Lok Sabha	- Member
3.	Shri Uday Kotak, MD, Kotak Mahindra Bank	- Member
4.	Shri Shardul S Shroff, Executive Chairman, Shardul Amarchand Mangaldas & Co.	- Member
5.	Shri Amarjit Chopra, Senior Partner, GSA Associates, New Delhi	- Member

6.	Shri Rajib Sekhar Sahoo, Principal Partner, SRB & Associates, Chartered Accountants, Bhubaneswar	- Member
7.	Shri Ajay Bahl, Founder and Managing Partner, AZB & Partners, Advocates & Solicitors	- Member
8.	Shri G. Ramaswamy, Partner, G. Ramaswamy & Co. Chartered Accountants, Coimbatore	- Member
9.	Shri Sidharth Birla, Chairman, Xpro India Limited	- Member
10.	Ms. Preeti Malhotra, Group President, Corporate Affairs & Governance, Smart Group	- Member
11.	Joint Secretary (Policy)	- Member Secretary

4. The terms of reference of the Committee would be as follows:-
 - i. Analyze the nature of the offences (compoundable and non-compoundable) and submit its recommendation as to whether any of the offences could be re-categorized as 'civil wrongs' along with measures to optimize the compliance requirements under the Companies Act, 2013 and concomitant measures to provide further Ease of Doing Business;
 - ii. Examine the feasibility of introducing settlement mechanism, deferred prosecution agreement, etc., within the fold of the Companies Act, 2013;
 - iii. Study the existing framework under the Limited Liability Partnership Act, 2008 and suggest measures to plug the gaps, if any, while at the same time enhancing the Ease of Doing Business;
 - iv. Propose measures to further de-clog and improve the functioning of the NCLT;
 - v. Suggest measures for removing any bottlenecks in the overall functioning of the statutory bodies like SFIO, IEPFA, NFRA, etc. under the Act;
 - vi. Identify specific provisions under the Companies Act, 2013 and the Limited Liability Partnership Act, 2008 which are required to be amended to bring about greater Ease of Living for the corporate stakeholders, including but not restricted to review of Forms under the two Acts;
 - vii. Any other relevant recommendation as it may deem necessary.
5. The Chairperson of the Committee may also invite or co-opt any other practitioners, experts (subject specific) who have knowledge or experience in the field of corporate law and representatives from other Ministries or regulators. The Committee may also consult other stakeholders as part of its deliberations. M/s Vidhi Centre for Legal Policy, which is a not-for-profit organization, shall provide legal research assistance to the Committee.
6. The non-official members of the Committee shall be eligible for travelling, conveyance and other allowances as per extant government instructions, as may be decided by Chairperson of the Committee.

7. The Committee shall submit its recommendations in phases and subject-wise to the Government from time to time as may be decided by the Chairperson of the Committee.
8. The Committee shall initially have a tenure of one year from the date of its first meeting.
9. This issues with the approval of Competent Authority.


(Pranay Chaturvedi)
Deputy Director
011-23071190

To
All members
Copy to- PS to CAM
PS to MoS, CA
PPS to Secretary, MCA

THANK
YOU