F.No.MCA21/272/2014
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

5th Floor, 'A' Wing Shastri Bhawan,
Dr. R.P. Road, New Delhi
Dated: 03rd March 2015

To

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

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Subject: Clarification relating to filing of e-form DIR-11 & DIR-12 under the Companies Act, 2013- regarding.

Sir,

This Ministry has received several representations about the difficulties faced by stakeholders due to deactivation of Digital Signature Certificate (DSC) following en masse resignation of all the directors of a company before appointment of new directors in their places. The difficulty arises because of automatic deactivation of DSC on filing of DIR-11 (Notice of resignation of a director to the Registrar) by the resigned/resigning Director (s), and none of the new Director's details having been filed. As a result, form DIR-12 (Particulars of appointment of directors and the key managerial personnel and the changes among them) cannot be filed by a company due to lack of an authorized signatory Director.

2. In order to enable the filing of such e-forms and till an alternative mechanism is put in place in MCA21 system, it is clarified that the Registrar of Companies within their respective jurisdictions are authorized, on request from the stakeholders, and after due examination, to allow any one of the resigned director who was an authorized signatory

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Director for the purpose of filing DIR-12 only along with additional fees, as applicable and subject to compliance of other provisions of Companies Act, 2013.

3. This issues with the approval of Secretary, MCA.

Yours faithfully,

(KMS Narayanan)
Assistant Director (Policy)
Ph.: 23387263

Copy to:-

1. E-Governance Section and web contents Officer to place this circular on the Ministry website.
2. Guard File.

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