

DE: 05/06/2015

[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 5th June, 2015

G.S.R. ___ (E). - In exercise of the powers conferred by clauses (a) and (b) of sub-section (1) of section 462 and in pursuance of sub-section (2) of said section of the Companies Act, 2013 (18 of 2013), the Central Government, in the interest of public, hereby directs that certain provisions of the Companies Act, 2013, as specified in column (2) of the Table, shall not apply or shall apply with such exceptions, modifications and adaptations, as specified in column (3) of the said Table, to a private company, namely:-

Serial number	Chapter/ Section number/ Sub-section(s) in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
(1)	(2)	(3)
1.	Chapter I, sub-clause (viii) of clause (76) of section 2.	Shall not apply with respect to section 188.
2.	Chapter IV, section 43 and section 47.	Shall not apply where memorandum or articles of association of the private company so provides.
3.	Chapter IV, sub-clause (i) of clause (a) of sub-section (1) and sub-section (2) of section 62.	Shall apply with following modifications:- In clause (a), in sub-clause (i), the following proviso shall be inserted, namely:- Provided that notwithstanding anything contained in this sub-clause and sub-section (2) of this section, in case ninety per cent. of the members of a private company have given their consent in writing or

		in electronic mode, the periods lesser than those specified in the said sub-clause or sub-section shall apply.
4.	Chapter IV, clause (b) of sub-section (1) of section 62.	In clause (b), for the words "special resolution", the words "ordinary resolution" shall be substituted.
5.	Chapter IV, section 67.	Shall not apply to private companies - (a) in whose share capital no other body corporate has invested any money; (b) if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice its paid up share capital or fifty crore rupees, whichever is lower; and (c) such a company is not in default in repayment of such borrowings subsisting at the time of making transactions under this section.
6.	Chapter V, clauses (a) to (e) of sub-section (2) of section 73.	Shall not apply to a private company which accepts from its members monies not exceeding one hundred per cent. of aggregate of the paid up share capital and free reserves, and such company shall file the details of monies so accepted to the Registrar in such manner as may be specified.


7.	Chapter VII, sections 101 to 107 and section 109.	Shall apply unless otherwise specified in respective sections or the articles of the company provide otherwise.
8.	Chapter VII, clause (g) of sub-section (3) of section 117.	Shall not apply.
9.	Chapter X, Clause (g) of sub-section (3) of section 141.	Shall apply with the modification that the words "other than one person companies, dormant companies, small companies and private companies having paid-up share capital less than one hundred crore rupees" shall be inserted after the words "twenty companies".
10.	Chapter XI, section 160.	Shall not apply.
11.	Chapter XI, section 162.	Shall not apply.
12.	Chapter XII, section 180.	Shall not apply.
13.	Chapter XII, sub-section (2) of section 184.	Shall apply with the exception that the interested director may participate in such meeting after disclosure of his interest.
14.	Chapter XII, section 185.	Shall not apply to a private company - (a) in whose share capital no other body corporate has invested any money; (b) if the borrowings of such a company from banks or financial institutions or any body corporate is less

		than twice of its paid up share capital or fifty crore rupees, whichever is lower; and (c) such a company has no default in repayment of such borrowings subsisting at the time of making transactions under this section.
15.	Chapter XII, second proviso to sub-section (1) of section 188.	Shall not apply.
16.	Chapter XIII, sub-sections (4) and (5) of section 196.	Shall not apply.

2. The private companies, while complying with such exceptions, modifications and adaptations, as specified in column (3) of the aforesaid Table, shall ensure that the interests of their shareholders are protected.

3. A copy of this notification has been laid in draft before both Houses of Parliament as required by sub-section (2) of section 462 of the Companies Act, 2013.

[F No 1/1 /2014-CL.V]


03/06/2015
Amardeep Singh Bhatia,

Joint Secretary to the Government of India

भारत सरकार
कारपोरेट कार्य मंत्रालय

अधिसूचना

नई दिल्ली, 5 जून, 2015

सा.का.नि. (अ.) - केन्द्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 462 की उपधारा (1) के खंड (क) और खंड (ख) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए और उक्त धारा की उपधारा (2) के अनुसरण में लोकहित में यह निदेश देती है कि कंपनी अधिनियम, 2013 के कतिपय उपबंध, जैसा कि सारणी के स्तंभ (2) में विनिर्दिष्ट हैं, के उपबंध किसी प्राइवेट कंपनी पर उक्त सारणी के स्तंभ (3) में यथा विनिर्दिष्ट अपवाद, उपांतरण और अनुकूलन सहित लागू नहीं होंगे या लागू होंगे, अर्थात् :-

क्र.सं.	कंपनी अधिनियम, 2013 में अध्याय/धारा /उप-धारा (उप-धाराएं)	अपवाद/उपांतरण/अनुकूलन
(1)	(2)	(3)
1.	अध्याय 1, धारा 2 के खंड (76) के उपखंड (8)	धारा 188 के संबंध में लागू नहीं होगी।
2.	अध्याय 4, धारा 43 और धारा 47	जहां प्राइवेट कंपनी के संगम जापन या संगम अनुच्छेद में ऐसा उपबंध हो, वहां लागू नहीं होगी।
3.	अध्याय 4, धारा 62 की उपधारा (1) के खंड (क) का उपखंड (i) और धारा 62 की उपधारा (2)	निम्नलिखित उपांतरणों के साथ लागू होगी :- खंड (क) के उपखंड (i) में निम्नलिखित परंतुक अंतःस्थापित किया जाएगा, अर्थात् :- “परंतु इस धारा के इस उपधारा और उपधारा (2) में अंतर्विष्ट किसी बात के होते हुए भी, किसी प्राइवेट कंपनी के नब्बे प्रतिशत सदस्यों ने लिखित में या इलेक्ट्रॉनिक माध्यम से अपनी सम्मति दी है तो उक्त उपखंड या उपधारा में विनिर्दिष्ट अवधि से कम की अवधि लागू होगी”